



SINCERE WATCH LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 197700967C)

PRE-CONDITIONAL VOLUNTARY OFFER FOR THE COMPANY

The Board of Directors of Sincere Watch Limited (the "**Company**") wishes to inform the shareholders of the Company (the "**Shareholders**") that Macquarie Securities (Asia) Pte Limited, acting for and on behalf of A-A United Limited ("**Offeror**"), an indirect wholly-owned subsidiary of Peace Mark (Holdings) Limited, has on 7 December 2007 announced (the "**Pre-Conditional Voluntary Offer Announcement**"), that the Offeror intends to make a voluntary conditional offer (the "**Offer**") for all issued ordinary shares ("**Shares**") in the capital of the Company, other than those Shares (if any) already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror, subject to the satisfaction of the pre-conditions set out in the Pre-Conditional Voluntary Offer Announcement (the "**Pre-Conditions**") no later than the date falling four months after the date of the Pre-Conditional Voluntary Offer Announcement.

A copy of the Pre-Conditional Voluntary Offer Announcement is attached.

TC Capital Pte. Ltd. has been appointed as the financial adviser to the Company in connection with the Offer.

The Board of Directors of the Company will in due course appoint an independent financial adviser to advise the independent directors of the Company in connection with the Offer. If and when the Offer is made following the satisfaction of the Pre-Conditions, a circular containing the advice of the independent financial adviser and the recommendation of the independent directors of the Company will be sent to the Shareholders within fourteen days from the date of despatch of the offer document to be issued by the Offeror.

In the meantime, the Shareholders are advised to exercise caution when dealing in their Shares or otherwise taking any action in relation to their Shares which may be prejudicial to their interests. The Shareholders should note that as the making of the Offer is subject to the satisfaction of the Pre-Conditions no later than the date falling four months after the date of the Pre-Conditional Voluntary Offer Announcement, there is no certainty that any offer will be made.

The Directors of the Company (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly. Where any information has been extracted from published or otherwise publicly available sources (including the Pre-Conditional Voluntary Offer Announcement), the sole responsibility of the Directors of the Company has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

Lim Gwee Koon
Company Secretary
8 December 2007

Submitted by Lim Gwee Koon, Company Secretary on 8 December 2007 to the SGX-ST