



# SINCERE

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## SINCERE WATCH LIMITED

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Sincere Watch Limited (the "**Company**") will be held at Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Level 3, Meeting Room 314, Singapore 039593 on 8 January 2007 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

#### Special Resolution

That:

The articles of association of the Company be amended by inserting a new Article 110A as set out in Appendix 1 of the Circular to Shareholders dated 12 December 2006.

#### Ordinary Resolution

That:

- (1) the scrip dividend scheme to be known as the "**Sincere Watch Limited Scrip Dividend Scheme**" ("**Scrip Dividend Scheme**"), under which the Directors of the Company may, whenever the Directors of the Company or the Company in general meeting have resolved that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary shares of the Company, resolve that shareholders entitled to such dividend may elect to receive an allotment of ordinary shares in the Company credited as fully paid in lieu of cash in respect of the dividend (further particulars of which are set out in the Company's Circular to Shareholders dated 12 December 2006 in respect of the proposed Scrip Dividend Scheme), be and is hereby approved; and
- (2) the Directors of the Company be and are hereby authorised:
  - (a) to establish and administer the Scrip Dividend Scheme;
  - (b) to modify and/or alter the Scrip Dividend Scheme from time to time and to do all such acts and things and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Scrip Dividend Scheme;
  - (c) pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be allotted and issued pursuant to the Scrip Dividend Scheme; and
  - (d) to complete and do all acts and things (including executing such documents as may be required in connection with the Scrip Dividend Scheme) as they or he may consider desirable, necessary or expedient to give full effect to this Ordinary Resolution and the Scrip Dividend Scheme.

By Order of the Board

Lim Gwee Koon  
Company Secretary  
12 December 2006