



# Peace Mark (Holdings) Limited

*(Incorporated in Bermuda with limited liability)*

(Stock code: 0304)

## **OVERSEAS REGULATORY ANNOUNCEMENT**

(This overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.)

### **Please refer to the attached announcement being:**

The Settlement Announcement published on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) website on 29 February 2008 in relation to the settlement of consideration under the voluntary general offer by A-A United Limited, an indirect, wholly-owned subsidiary of Peace Mark (Holdings) Limited, for Sincere Watch Limited (listed on SGX-ST).

### **Hong Kong, 29 February 2008**

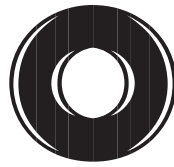
*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Chau Cham Wong, Patrick, Mr. Leung Yung, Mr. Tsang Kwong Chiu, Kevin, Mr. Man Kwok Keung and Mr. Cheng Kwan Ling as executive directors and Ms. So, Susan, Mr. Kwok Ping Ki, Albert, Mr. Tang Yat Kan, Mr. Wong Yee Sui, Andrew and Mr. Mak Siu Wing, Clifford as independent non-executive directors.*

*Not for release, publication or distribution in or into the United States of America, its territories and possessions, any State of the United States and the District of Columbia (“United States”), Canada, Australia or New Zealand.*

*This Announcement does not constitute an offer or a solicitation to any person in any jurisdiction. The Offer is not being made into any jurisdiction in which the making or acceptance of the Offer would not be in compliance with the laws of such jurisdiction. However, the Offeror may, in its sole discretion, take such action as it may deem necessary to extend the Offer to shareholders in any such jurisdiction.*

## **VOLUNTARY CONDITIONAL OFFER**

by



MACQUARIE

### **MACQUARIE SECURITIES (ASIA) PTE LIMITED**

*(Incorporated in the Republic of Singapore)*

(Co. Reg. No: 199704430K)

for and on behalf of

### **A-A UNITED LIMITED**

*(Incorporated in the British Virgin Islands)*

(Co. Reg. No: 1427855)

an indirect wholly-owned subsidiary of



### **Peace Mark (Holdings) Limited**

宜進利(集團)有限公司

*(Incorporated in Bermuda with limited liability)*

(Co. Reg. No: F-5867)

to acquire all of the issued ordinary shares  
in the capital of

### **SINCERE WATCH LIMITED**

*(Incorporated in the Republic of Singapore)*

(Co. Reg. No: 197700967)

other than those already owned, controlled or agreed to be acquired by  
A-A United Limited and parties acting in concert with it

## **SETTLEMENT ANNOUNCEMENT**

## 1. INFORMATION ON SETTLEMENT

**1.1 Introduction.** Macquarie Securities (Asia) Pte Limited (“**Macquarie**”), for and on behalf of A-A United Limited (the “**Offeror**”), an indirect wholly-owned subsidiary of Peace Mark (Holdings) Limited (“**Peace Mark**”), refers to the voluntary conditional offer (the “**Offer**”) made by the Offeror for all issued ordinary shares (“**Shares**”) in the capital of Sincere Watch Limited, other than those Shares (if any) already owned, controlled or agreed to be acquired by the Offeror and the Relevant Persons.

The Offer was declared unconditional in all respects as at 5.30 p.m. (Singapore time) on 21 February 2008.

The Offer will close at 5.30 p.m. (Singapore time) on 18 March 2008 and acceptances will only be accepted if received prior to that time. Notice was given in the Offer Document that the Offeror does not intend to extend or revise the Offer beyond 18 March 2008 and that the Offer will not be revised or be open for acceptance beyond 18 March 2008 save that such notice will not be capable of being enforced in a competitive situation.

**1.2 Interpretation.** Unless otherwise defined herein, all terms and references used in this Announcement are defined or construed in the Offer Document dated 19 February 2008 issued in connection with the Offer.

**1.3 Rule 30 of the Code.** Pursuant to Rule 30 of the Code,

(i) remittances in the form of S\$ cheques for the appropriate amount or, in the case of accepting Shareholders whose Offer Shares are deposited with CDP, in such other manner as they may have agreed with CDP for the payment of any cash distributions; and

(ii) Peace Mark Share Certificates,

will be despatched to the accepting Shareholders by ordinary post, at the risk of the accepting Shareholders, at their respective addresses as they may appear in the records of CDP or the Register (save that nothing will be despatched in or into the United States, Canada, Australia or New Zealand) as soon as practicable and in any case:

(a) in respect of acceptances of the Offer which are complete in all respects and are received on or before 21 February 2008, within 10 days of 21 February 2008; or

(b) in respect of acceptances which are complete in all respects and are received after 21 February 2008 but before the Offer closes, within 10 days of the date of such receipt.

**1.4 Information on Settlement.** Macquarie, for and on behalf of the Offeror, wishes to advise that it is the current intention of the Offeror to effect settlement of acceptances of the Offer based on the following timetable:

<b>Valid acceptances of the Offer received during the following periods</b>	<b>Expected date of payment of cash consideration and despatch of Peace Mark Share Certificates to accepting Shareholders</b>
19 February 2008 to 25 February 2008	29 February 2008
26 February 2008 to 3 March 2008	7 March 2008
4 March 2008 to 10 March 2008	14 March 2008
11 March 2008 to 14 March 2008	20 March 2008
15 March 2008 to 17 March 2008	25 March 2008
18 March 2008	28 March 2008

It is currently expected that the New Peace Mark Shares will be listed in six batches on or around the same time as the issue of the New Peace Mark Shares on 29 February 2008, 7 March 2008, 14 March 2008, 20 March 2008, 25 March 2008 and 28 March 2008, respectively. It is also currently expected that dealings in the first batch of New Peace Mark Shares issued on 29 February 2008 will commence at 9.30 a.m. (Hong Kong time) on Monday, 3 March 2008.

Further information on the issuance of the New Peace Mark Shares is set out in the announcement in relation to, among other things, the issue of the first batch of New Peace Mark Shares as part of the Offer Consideration made by Peace Mark today, a copy of which is available on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com), the website of the SEHK at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of Peace Mark at [www.peacemark.com](http://www.peacemark.com).

The above dates, save for the settlement of acceptances effected on 29 February 2008, are indicative only and may be subject to change.

**1.5 Offer Terms.** The Offer remains subject to the terms set out in the Offer Document, the FAA and the FAT.

## **2. OVERSEAS SHAREHOLDERS**

The availability of the Offer to Overseas Shareholders may be affected by the laws of relevant overseas jurisdictions. Accordingly, any Shareholders not resident in Singapore should inform themselves about and observe any applicable legal requirements in their own jurisdictions.

The Offer is not being made, directly or indirectly, in or into the United States, Canada, Australia or New Zealand, or by use of the mails, or by any means or instrumentality (including, without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce,

or of any facility of a national securities exchange, of the United States, Canada, Australia or New Zealand and the Offer cannot be accepted by any such use, means, instrumentality or facility or from within the United States, Canada, Australia or New Zealand.

Further details in relation to Overseas Shareholders are contained in the Offer Document.

### **3. RESPONSIBILITY STATEMENT**

The Directors of the Offeror and Peace Mark (including any who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed 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 or reproduced from published or otherwise publicly available sources (including, without limitation, in relation to Sincere), the sole responsibility of the directors of the Offeror and Peace Mark has been to ensure through reasonable inquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by

**Macquarie Securities (Asia) Pte Limited**

For and on behalf of  
**A-A United Limited**

29 February 2008

Any inquiries relating to this Announcement or the Offer should be directed to the following:

**Macquarie Securities (Asia) Pte Limited**

**Rohit Elhence**  
*Managing Director*

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Fax: (65) 6536 7002

Any media inquiries relating to this Announcement or the Offer should be directed to the following:

**Peace Mark (Holdings) Limited**

**Cherry Lai**  
*Corporate Communications Manager*

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Fax: (852) 2412 0887