



Peace Mark (Holdings) Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 0304)

GENERAL DISCLOSURE UNDER RULE 13.09 OF LISTING RULES

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcement of Peace Mark (Holdings) Limited (the “**Company**”) dated 9 July 2008 relating to the consent of the Securities Industry Council of Singapore (the “**SIC Consent**”) to de-list Sincere Watch Limited (“**Sincere Watch**”) from the Main Board of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and release A-A United Limited (“**A-A United**”) and the Company from their obligation to restore the minimum public float so that the proportion of shares of Sincere Watch (the “**Shares**”) held by members of the public would be raised to at least ten per cent. of the total issued share capital of Sincere Watch. Reference is also made to the announcement of Sincere Watch on SGX-ST dated 5 August 2008 relating to the de-listing of Sincere Watch which has been released in Hong Kong as an overseas regulatory announcement.

LISTING STATUS OF SINCERE WATCH

Following the SIC Consent, Sincere Watch sought the approval of the SGX-ST for the de-listing of Sincere Watch from the Main Board of the SGX-ST. The SGX-ST informed Sincere Watch on 1 August 2008 that it has no objection to the voluntary de-listing of Sincere Watch.

Accordingly, Sincere Watch will be de-listed from the Main Board of the SGX-ST with effect from 9.00 a.m. (Singapore time) on 8 August 2008.

PROPOSED SELECTIVE CAPITAL REDUCTION

After Sincere Watch is de-listed from the Main Board of the SGX-ST, Sincere Watch proposes to undertake a selective capital reduction in accordance with the requirements of the Companies Act, Chapter 50 of Singapore (the “**Proposed Selective Capital Reduction**”).

Under the Proposed Selective Capital Reduction, Shares, other than the Shares held by the Company through its indirect wholly owned subsidiary, A-A United, will be cancelled and shareholders of Sincere Watch (“**Sincere Watch Shareholders**”) whose Shares are cancelled will receive a cash payment of S\$2.267, which is equivalent to the value of the consideration offered by A-A United pursuant to its voluntary conditional offer for all Shares (other than those Shares (if any) already owned, controlled or agreed to be acquired by A-A United and parties acting in concert with A-A United) (the “**Offer**”) as at the close of the Offer at 5:30 p.m. (Singapore time) on 18 March 2008.

As at the date of this Announcement there are 1,192,555 Shares, representing approximately 0.58 per cent of the issued share capital of Sincere Watch, which are not held by the Company through A-A United or otherwise. Based on the shareholding of Sincere Watch as at the date of this announcement, the maximum total cash payment made by Sincere Watch pursuant to the Proposed Selective Capital Reduction will be S\$2,703,522.19.

The Proposed Selective Capital Reduction will be subject to, among other things, the approval of Sincere Watch Shareholders.

PROPOSED SHARE BUY-BACK MANDATE

Sincere Watch also proposes to seek approval from Sincere Watch Shareholders for a share buy-back mandate, whereby Sincere Watch will have the mandate to acquire Shares from Sincere Watch Shareholders if they are prepared to sell their Shares (the “**Proposed Share Buy-back Mandate**”).

EXTRAORDINARY GENERAL MEETING

An extraordinary general meeting of Sincere Watch (“**EGM**”) will be convened, within one month from the date of the de-listing of Sincere Watch, to seek Sincere Watch Shareholders’ approval for the Proposed Selective Capital Reduction and the Proposed Share Buy-back Mandate (collectively, the “**Proposals**”). A letter to Sincere Watch Shareholders setting out further information on the Proposals, together with a notice of the EGM to be convened, will be despatched to Sincere Watch Shareholders in due course.

GENERAL

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

By Order of the Board
Mr. Chau Cham Wong, Patrick
Chairman

Hong Kong, 5 August 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, Mr. Cheng Kwan Ling and Mr. Hugues Jacques De Jaillon as executive directors, 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 and Mr. Tay Liam Wee as a non-executive director.