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SINCERE WATCH (HONG KONG) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 444)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Sincere Watch (Hong Kong) Limited (the “**Company**”) will be held with a combination of physical meeting at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong and virtual meeting on Friday, 8 December 2023 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and the independent auditor for the year ended 31 March 2023.
2. To re-elect the retiring directors and to authorise the board of directors to fix the directors’ remuneration.
3. To re-appoint CL Partners CPA Limited as auditor for the year ending 31 March 2024 and to authorise the board of directors to fix the auditor’s remuneration.
4. To consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the maximum number of Shares which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of shares of the Company after the passing of this resolution), and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company (the “Articles”) or any applicable laws of the Cayman Islands to be held; or

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”.

5. To consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution:

“**THAT**

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

(c) the total amount of Shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of (i) a Rights Issue (as hereinafter defined); (ii) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; (iii) an issue of Shares upon the exercise of the subscription or conversion rights under the terms of any warrants or any securities of the Company which are convertible into Shares or warrants to subscribe for Shares; or (iv) any scrip dividends or similar

arrangement, providing for the allotment and issue of Shares in lieu of the whole or part of a dividend or Shares in accordance with the Articles from time to time, shall not exceed 20% of the total number of Shares in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of shares of the Company after the passing of this resolution) and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”.

6. To consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the resolution nos. 4 and 5 set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 4 set out in the notice convening this meeting, provided that such amount of Shares so repurchased shall not exceed 10% of the total number of Shares in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of shares of the Company after the passing of this resolution).”.

7. To consider and, if thought fit, pass (with or without modifications) the following resolution as a special resolution:

“**THAT** with effect immediately after the close of this meeting, the proposed amendments to the existing memorandum of association and articles of association set out in Appendix III to the circular dated 15 November 2023 issued by the Company of which notice of this meeting forms part (the “**Proposed Amendments**”) be and are hereby approved and the Company’s new amended memorandum of association and amended articles of association incorporating the Proposed Amendments (together, the “**New M&A**”), copies of which have been produced to the meeting marked “A” and initialled by the Chairman for the purpose of identification, be and are hereby approved and adopted as the memorandum of association and articles of association of the Company in substitution for and to the exclusion of the memorandum of association and articles of association of the Company in force immediately before the passing of this Special Resolution and **THAT** any Director or the Secretary of the Company be and is hereby authorised to do all things necessary to implement, effect and record the adoption of the Company’s New M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”.

By Order of the Board
Sincere Watch (Hong Kong) Limited
Zhang Xiaoliang
Chairman and Chief Executive Officer

Hong Kong, 15 November 2023

Notes:

1. All registered shareholders of the Company will be able to join the meeting via the Tricor e-Meeting System. The Tricor e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. Through the Tricor e-Meeting System, registered shareholders of the Company will be able to view the live video broadcast and participate in voting, call to raise questions and submit questions online by using the username and password provided on the notification letter sent by the Company. Login details and information regarding the Tricor e-Meeting System are included in the Company’s notification letters to registered shareholders of the Company. Registered shareholders of the Company are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairperson of the meeting) for the proxy to receive the login access code to participate in the meeting by electronic means through the Tricor e-Meeting System. **Shareholders of the Company and their proxies are advised to keep the login credentials in safe custody and shall not disclose them to any other person.**

Non-registered shareholders of the Company whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the meeting, vote, call to raise questions and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. Any member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the meeting. A proxy need not be a member of the Company.

3. To be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should he/she/it so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
4. Where there are joint holders of any Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 5 December 2023 to Friday, 8 December 2023, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 4 December 2023.
6. If typhoon signal no. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong at any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be adjourned. The Company will publish an announcement on the website of the Company at <http://www.sincerewatch.com.hk> and on the HKEXnews website of the Stock Exchange at <http://www.hkexnews.hk> to notify shareholders of the date, time and venue of the adjourned meeting.
7. As at the date of this notice, the board of Directors comprises 3 executive Directors, namely Mr. Zhang Xiaoliang (*Chairman and Chief Executive Officer*), Mr. Yang Guangqiang and Mr. An Muzong; and 4 independent non-executive Directors, namely Mr. Yu Zhenxin, Mr. Zong Hao, Mr. Cheng Sing Kau Colman and Mr. Hong Sze Lung.