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**Time Watch Investments Limited**

**時計寶投資有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2033)**

**(1) POLL RESULTS OF  
ANNUAL GENERAL MEETING HELD ON  
24 NOVEMBER 2022; AND  
(2) CHANGE OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR AND CHANGE OF  
BOARD COMMITTEE MEMBERS**

Reference is made to the circular (the “**Circular**”) of Time Watch Investments Limited (the “**Company**”) dated 26 October 2022 in relation to, among others, the ordinary resolutions to be proposed at the Annual General Meeting. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, the voting of all resolutions (the “**Resolutions**”) proposed at the Annual General Meeting held on 24 November 2022 had been taken by poll.

As at the date of the Annual General Meeting, the total issued share capital of the Company comprised 2,058,068,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on any of the Resolutions at the Annual General Meeting. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the Resolutions at the Annual General Meeting as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on any of the Resolutions at the Annual General Meeting.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the Annual General Meeting for the purpose of vote-taking.

All Directors attended the Annual General Meeting in person or by means of electronic facilities.

The voting results of the poll taken at the Annual General Meeting in respect of the Resolutions are set out in the following table:

Ordinary Resolutions		No. of Shares (%)		Total number of Shares voted
		For	Against	
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ <b>Directors</b> ”) and auditors (the “ <b>Auditors</b> ”) of the Company for the year ended 30 June 2022.	1,592,760,930 100%	0 0%	1,592,760,930
2.	To declare final and special dividend for the year ended 30 June 2022.	1,592,760,930 100%	0 0%	1,592,760,930
3.	(a) To re-elect Mr. Tung Koon Kwok Dennis as executive Director.	1,591,000,930 99.89%	1,760,000 0.11%	1,592,760,930
	(b) To re-elect Mr. Tung Wai Kit as executive Director.	1,591,000,930 99.89%	1,760,000 0.11%	
4.	To authorise the board (the “ <b>Board</b> ”) of Directors to fix the remuneration of the Directors.	1,486,492,930 93.33%	106,268,000 6.67%	1,592,760,930
5.	To appoint Baker Tilly Hong Kong Limited as the auditors for the year ending 30 June 2023 following the retirement of Deloitte Touche Tohmatsu and to authorise the Board to fix the remuneration of the auditors.	1,592,760,930 100%	0 0%	1,592,760,930

Ordinary Resolutions		No. of Shares (%)		Total number of Shares voted
		For	Against	
6.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the total number of Shares of the Company in issue as at the date of the passing of the relevant resolution.	1,482,252,930 93.06%	110,508,000 6.94%	1,592,760,930
7.	To grant a general and unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the total number of Shares of the Company in issue as at the date of the passing of the relevant resolution (the “Repurchase Mandate”).	1,592,760,930 100%	0 0%	1,592,760,930
8.	Conditional upon the passing of resolutions 6 and 7, the general and unconditional mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to resolution 6 be extended by the aggregate number of shares repurchased by the Company under the Repurchase Mandate.	1,482,252,930 93.06%	110,508,000 6.94%	1,592,760,930
As more than 50% of the votes were cast in favour of the above resolutions, all the above resolutions were duly passed as ordinary resolutions.				
Special Resolution		No. of Shares (%)		Total number of Shares voted
		For	Against	
9.	To approve and adopt the proposed amendments of the articles of association of the Company and to adopt the amended and restated articles of association of the Company.	1,592,497,697 99.98%	263,233 0.02%	1,592,760,930
As more than 75% of the votes were cast in favour of the this resolution, this resolution was duly passed as a special resolution.				

## **CHANGES OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Ma Ching Nam (“**Mr. Ma**”) has not offered himself for re-election and has retired from office by rotation as an independent non-executive Director at the conclusion of the Annual General Meeting. Accordingly, Mr. Ma has ceased to be the chairman of corporate governance committee and member of each of audit committee, nomination committee and remuneration committee of the Board. Mr. Ma did not seek for re-election as Director of the Company due to his other work commitments which requires more of his time and dedication. Mr. Ma has confirmed that he has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the shareholders of the Company with regard to his retirement. The Board would like to thank Mr. Ma and express its appreciation for his valuable contribution and service to the Company during his terms of office.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF BOARD COMMITTEE MEMBERS**

The Board is pleased to announce that, with effect from 24 November 2022:

1. Ms. Law, Stacey Man Yee (“**Ms. Law**”) has been appointed as an independent non-executive Director, a member of each of the corporate governance committee, audit committee, nomination committee and remuneration committee of the Board.
2. Mr. Wong Wing Keung Meyrick has been appointed as the chairman of the corporate governance committee of the Board.

Set out below are the biographical details of Ms. Law:

Ms. Law Stacey Man Yee, aged 35, started her legal career as a paralegal with a law firm in Sydney, Australia in 2007 whilst undertaking her undergraduate degrees at the University of Technology, Sydney. She obtained her double bachelor’s degrees majoring in Business and Management and International Studies in 2011, with a requisite one-year study abroad experience in Kyushu, Japan. Ms. Law then completed her part-time five-years Juris Doctor degree at the University of Technology, Sydney in 2015 and obtained a graduate certificate in professional legal practice from the University of Technology, Sydney in 2016. She was also admitted as a lawyer of the Supreme Court of New South Wales in September 2016. Ms. Law has been the founder and director of Kapability International Limited, a consultancy business specializing in tailor-made business and compliance solutions and commercial advisory, since April 2018.

Ms. Law has actively been participating in philanthropy and volunteer community service. Amongst others, she is now the Youth President of Hong Kong St. John Ambulance, as well as the honorary legal advisor for non-profit organizations such as Forever Peace Foundation Limited. She recently joined the Government's Strive and Rise Programme (共創明『Teen』計劃) serving as a volunteer mentor to junior secondary school students for a period of 12 months. She is native in English and Cantonese, as well as fluent in Mandarin and Japanese.

As at the date of this announcement, save as disclosed above, Ms. Law has not held any other position with any members of the Group and does not have any other major appointments or professional qualifications. Ms. Law does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Law does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Ms. Law has not at any time during the three years preceding the date of this announcement served nor is currently serving as a director of any publicly listed companies in Hong Kong or overseas.

Pursuant to the letter of appointment entered into between the Company and Ms. Law on 24 November 2022, the appointment of Ms. Law as an independent non-executive Director is for an initial term of three years commencing from 24 November 2022 which shall be automatically renewed and extended for successive terms of one year and may be terminated after the initial term by either party by giving at least three months' written notice. The appointment of Ms. Law is subject to the provisions of the articles of association of the Company with regard to vacation of office of Directors, removal and retirement by rotation of Directors. Ms. Law is entitled to a director's fee of HK\$180,000 per annum. The emolument of Ms. Law was determined by the Board based on the recommendation of the remuneration committee of the Company with reference to her duties, responsibilities and the results of the Company and its subsidiaries.

Save as disclosed above, the Board is not aware of any other matter relating to the appointment of Ms. Law that needs to be brought to the attention of the shareholders of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to take this opportunity to welcome Ms. Law for joining the Board.

By the order of the Board  
**Time Watch Investments Limited**  
**Tung Koon Ming**  
*Chairman and Executive Director*

Hong Kong, 24 November 2022

*As at the date of this announcement, the executive Directors are Mr. Tung Koon Ming, Mr. Tung Koon Kwok Dennis, Mr. Tung Wai Kit and Mr. Deng Guanglei; and the independent non-executive Directors are Mr. Wong Wing Keung Meyrick, Mr. Choi Ho Yan and Ms. Law Stacey Man Yee.*