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## **SINCERE WATCH (HONG KONG) LIMITED**

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

**(Stock Code: 444)**

### **PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Sincere Watch (Hong Kong) Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to the proposed amendments to the memorandum and articles of association of the Company (the “**Existing M&A**”) and adoption of the amended memorandum and articles of association of the Company (the “**New M&A**”).

On 1 January 2022, the Listing Rules were amended by the Stock Exchange, among others, adopting a set of core standards for shareholder protections for issuers as set out in Appendix 3 to the Listing Rules (the “**Core Shareholder Protection Standards**”). The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the Existing M&A to conform to the Core Shareholder Protection Standards and the laws of the Cayman Islands as well as to incorporate certain housekeeping changes (the “**Proposed Amendments**”). The Board also proposes to adopt the New M&A which contains the Proposed Amendments, in substitution for, and to the exclusion of, the Existing M&A.

The Proposed Amendments shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company (the “**AGM**”). A circular containing, among others, details of the Proposed Amendments and adoption of the New M&A, together with a notice of the AGM will be despatched to the Company’s shareholders as soon as practicable.

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

Hong Kong, 1 November 2023

*As at the date of this announcement, the Executive Directors of the Company are Mr. Zhang Xiaoliang (Chairman and Chief Executive Officer), Mr. Yang Guangqiang and Mr. An Muzong; and the Independent Non-executive Directors of the Company are Mr. Yu Zhenxin, Mr. Zong Hao, Mr. Cheng Sing Kau Colman and Mr. Hong Sze Lung.*