



# SINCERE WATCH (HONG KONG) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 444)

## Form of Proxy for use at the Annual General Meeting (“Meeting”) of the Company to be held on Friday, 8 December 2023 at 11:00 a.m.

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.02 each (“Shares”) in the capital of Sincere Watch (Hong Kong) Limited (the “Company”), HEREBY APPOINT the chairman of the Meeting or <sup>(3)</sup> \_\_\_\_\_  
of (email address) \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to 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. or at any adjournment thereof (as the case may be) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting or at any adjournment thereof (as the case may be), to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
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.	(A) (a) To re-elect Mr. Yu Zhenxin as an independent non-executive director.		
	(b) To re-elect Mr. Zong Hao as an independent non-executive director.		
	(c) To re-elect Mr. Cheng Sing Kau Colman as an independent non-executive director.		
	(d) To re-elect Mr. Hong Sze Lung as an independent non-executive director.		
	(B) To authorise the board of directors to fix the directors’ remuneration.		
3.	To re-appoint CL Partners CPA Limited as auditor and to authorise the board of directors to fix the auditor’s remuneration.		
4.	To grant a general mandate to the directors to repurchase Shares. <sup>(5)</sup>		
5.	To grant a general mandate to the directors to allot and issue new Shares. <sup>(5)</sup>		
6.	To extend the general mandate granted to the directors to issue Shares by adding the aggregate number of Shares repurchased by the Company. <sup>(5)</sup>		
SPECIAL RESOLUTION		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
7.	To approve the proposed amendments to the Memorandum and Articles of Association of the Company and adoption of the new Memorandum and Articles of Association of the Company. <sup>(5)</sup>		

Signature <sup>(6)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

### Notes:

- Full name(s) and address to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more Shares) to attend and vote in his/her/its stead. A proxy need not be a member of the Company.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, strike out the words “the chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- The full text of resolution nos. 4 to 7 is set out in the notice of the Meeting dated 15 November 2023.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer duly authorised.
- In the case of joint holders, the vote of a senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at 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-emeeeting.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 the holding of the Meeting or any adjournment thereof (as the case may be).
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.