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

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

**(Stock Code: 444)**

### **REQUISITION FROM SHAREHOLDER TO REMOVE A DIRECTOR**

Sincere Watch (Hong Kong) Limited (the “**Company**”) makes this announcement pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On 12 February 2024, the board of directors of the Company (the “**Board**”) received a notice dated 12 February 2024 (the “**Requisition Notice**”) from Sky League Limited (the “**Requisitioning Shareholder**”) in its capacity as the beneficial owner of 1,294,370,000 shares of the Company (“**Relevant Shares**”), representing, as at the date of this announcement, approximately 21.42% of the total issued shares of the Company (the “**Shares**”) carrying the right of voting at general meetings of the Company. As at the date of this announcement, the Relevant Shares are held by HKSCC Nominees Limited on behalf of the Requisitioning Shareholder in capacity as the nominee holder.

Pursuant to the Requisition Notice, the Requisitioning Shareholder has requisitioned for an extraordinary general meeting of the Company (the “**EGM**”) to be convened pursuant to Article 64 of the amended memorandum and articles of association of the Company (the “**Articles**”) for the purpose of considering the following proposed resolution (“**Proposed Resolution**”):

1. “**THAT** Mr. Cheng Sing Kau Colman be and is hereby removed from his position as a director of the Company pursuant to Article 114 of the Articles with immediate effect upon the passing of this resolution.”

Pursuant to Article 64 of the Articles, the Directors may, whenever they think fit, convene an EGM. An EGM shall also be convened on the requisition of any one or more holders of the Shares holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings of the Company, on a one vote per share basis shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an

extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

To the best knowledge of the Directors after making reasonable enquiry, strictly speaking the Requisition Notice could be disregarded on technicality ground considering the Requisitioning Shareholder is not the holder of the Relevant Shares as at the date of this announcement. However, to give effect to the spirit of Article 64 of the Articles, the Directors consider the occasion fit for convention of an EGM. Accordingly, the Company will convene the EGM in accordance with the Requisition Notice and the Articles. For the avoidance of doubt, the Board takes a neutral stance towards the Proposed Resolution.

A circular containing further details of the proposed removal of director of the Company, a notice convening the EGM and the relevant form of proxy will be despatched to the shareholders of the Company (the “**Shareholders**”) as soon as practicable.

The content of this announcement has been approved by all the Directors.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

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

Hong Kong, 13 February 2024

*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.*