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

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

**(Stock Code: 444)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) 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 March 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

#### **ORDINARY 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.”.

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

Hong Kong, 21 February 2024

*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 user name 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 maybe) 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 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 March 2024 to Friday, 8 March 2024, 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 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 March 2024.
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 extraordinary 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.hkxnews.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.