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SINCERE WATCH (HONG KONG) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 444)

REDESIGNATION OF DIRECTOR; APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND CHANGE OF COMPOSITION OF AUDIT COMMITTEE

REDESIGNATION OF DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Sincere Watch (Hong Kong) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from 4 February 2026, Mr. Hong Sze Lung (“**Mr. Hong**”) will be redesignated from an independent non-executive Director to an executive Director. In his capacity as executive Director, Mr. Hong is primarily responsible for overseeing the Group’s new business ventures and development, as well as optimizing the Group’s business structure.

The biographical details of Mr. Hong are as follows:

Mr. Hong, aged 54, was appointed as an independent non-executive Director and a member and the chairman of the audit committee of the Company (the “**Audit Committee**”) on 12 July 2023. Mr. Hong has over 25 years of working experience and extensive knowledge in the fields of auditing, corporate finance, corporate recovery, investments as well as corporate investor relations in Hong Kong and Mainland China.

Mr. Hong commenced his career in PricewaterhouseCoopers and worked in the firm for approximately 10 years in the field of auditing, corporate finance & recovery until he left the firm in November 2005 as a senior manager. For the period from March 2006 to October 2011, Mr. Hong served at senior management level respectively in a private equity investment company (as senior vice president) as well as two companies listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), being Soundwill Holdings Limited (stock code: 878) and Silver Base Group Holdings Limited (previous stock code: 886), both as corporate finance director. For the period from September 2012 to December 2016, Mr. Hong worked in Wealth Glory Holdings Limited (stock code: 8269), a company

listed on the GEM of the Stock Exchange, as chief operation officer and subsequently promoted to executive director, chief executive officer and chairman. For the period from July 2018 to June 2020, Mr. Hong worked as chief financial officer of the Company.

Mr. Hong, being appointed on 1 September 2020, is currently an independent non-executive director of Kelfred Holdings Limited (stock code: 1134), and being appointed on 25 August 2025, is also an independent non-executive director of Ocean Star Technology Group Limited (stock code: 8297), which are listed on the Main Board and GEM of the Stock Exchange respectively.

Mr. Hong is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants and a chartered financial analyst of the CFA Institute. In 1995, Mr. Hong obtained a Bachelor of Arts (Hons) Degree in Accountancy from the Hong Kong Polytechnic University.

There will be a service agreement to be entered into between the Company and Mr. Hong. The term of service of Mr. Hong will be initially for a period of one year commencing on 4 February 2026 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of his appointment. Mr. Hong will be subject to the requirements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company (the “**Articles**”). Mr. Hong will be entitled to a monthly salary of HK\$120,000 plus discretionary bonus. The emoluments of the Directors are determined by the Board on the basis of the Company’s performance and profitability, the duties, responsibility and contribution of the Directors, and the remuneration benchmark in the industry, with reference to the recommendation of the remuneration committee of the Company (the “**Remuneration Committee**”).

As at the date of this announcement, Mr. Hong did not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Saved as disclosed above, (i) Mr. Hong does not hold any directorship in other public listed companies in Hong Kong or overseas in the past three years or any position in the Group, nor he has any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, and (ii) there is no information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with his redesignation.

The Board expresses its sincere gratitude to Mr. Hong for his valuable contributions as an independent non-executive Director and for his continued dedication to his role as executive Director.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that with effect from 4 February 2026, Mr. Chow Chi Fai (“**Mr. Chow**”) will be appointed as an independent non-executive Director.

The biographical details of Mr. Chow are as follows:

Mr. Chow, aged 54, holds a bachelor’s degree in Accountancy from the University of South Australia, and is a certified public accountant in Hong Kong. Mr. Chow is currently an independent non-executive director of Sun Hing Vision Group Holdings Limited (stock code: 125), a company listed on the Main Board of the Stock Exchange. He is also the financial controller of Elife Holdings Limited (stock code: 223), a company listed on the Main Board of the Stock Exchange. Mr. Chow was an independent non-executive director of Wah Wo Holdings Group Limited (stock code: 9938), a company listed on the Main Board of the Stock Exchange, for the period from December 2019 to August 2024 and an independent non-executive director of Silver Base Group Holdings Limited (previous stock code: 886), a company in liquidation and delisted from the Main Board of the Stock Exchange on 4 December 2023, for the period from December 2021 to June 2023.

There will be a letter of appointment to be entered into between the Company and Mr. Chow. The term of appointment of Mr. Chow will be initially for a period of one year commencing on 4 February 2026 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of his appointment. Mr. Chow will be subject to the requirements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Chow will be entitled to an annual director’s fee of HK\$240,000. The emoluments of the Directors are determined by the Board on the basis of the Company’s performance and profitability, the duties, responsibility and contribution of the Directors, and the remuneration benchmark in the industry, with reference to the recommendation of the Remuneration Committee.

As at the date of this announcement, Mr. Chow did not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Chow possesses the qualifications as required under Rule 3.10(2) of the Listing Rules and has confirmed (a) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence as at the date of his appointment.

Prior to his appointment, Mr. Chow obtained legal advice as regards the requirements under the Listing Rules that are applicable to him as a director of a listed issuer. Mr. Chow fully understands his duties and obligations as a Director under the Listing Rules, and he will use his best endeavours to fulfil and discharge his duties as a Director going forward.

Saved as disclosed above, (i) Mr. Chow does not hold any directorship in other public listed companies in Hong Kong or overseas in the past three years or any position in the Group, nor he has any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, and (ii) there is no information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with his appointment.

The Board would like to extend a warm welcome to Mr. Chow on his joining the Company.

CHANGE OF COMPOSITION OF AUDIT COMMITTEE

Upon Mr. Hong's redesignation as abovementioned, he will step down from his position as a member and the chairman of the Audit Committee. The Board is pleased to announce that Mr. Chow will be appointed as a member and the chairman of the Audit Committee, with effect from 4 February 2026.

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

Hong Kong, 3 February 2026

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; the Non-executive Director of the Company is Ms. Lu Weina; and the Independent Non-executive Directors of the Company are Mr. Yu Zhenxin, Mr. Zong Hao and Mr. Hong Sze Lung.