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SINCERE WATCH (HONG KONG) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 444)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 8 DECEMBER 2023

Reference is made to the circular of Sincere Watch (Hong Kong) Limited (the “**Company**”) dated 15 November 2023 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the proposed resolutions as set out in the notice of AGM dated 15 November 2023 were duly passed by the Shareholders by way of poll at the AGM held on 8 December 2023. All Directors attended the AGM in person or by electronic means.

As at the date of the AGM, the total number of Shares in issue of the Company was 6,043,950,000 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the proposed resolutions at the AGM. There was no restriction on any Shareholders to cast votes on any of the proposed resolutions at the AGM.

Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as scrutineer for the vote-taking at the AGM. Set out below are the poll results of the respective resolutions put to vote at the AGM:

Ordinary Resolutions		Number of Shares voted (%)	
		For	Against
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.	3,940,915,035 (99.99%)	70 (0.01%)
2.	(A) (a) To re-elect Mr. Yu Zhenxin as an independent non-executive director.	3,940,915,035 (99.99%)	70 (0.01%)
	(b) To re-elect Mr. Zong Hao as an independent non-executive director.	3,940,915,035 (99.99%)	70 (0.01%)

Ordinary Resolutions		Number of Shares voted (%)	
		For	Against
	(c) To re-elect Mr. Cheng Sing Kau Colman as an independent non-executive director.	3,940,915,035 (99.99%)	70 (0.01%)
	(d) To re-elect Mr. Hong Sze Lung as an independent non-executive director.	3,940,915,035 (99.99%)	70 (0.01%)
	(B) To authorise the board of directors to fix the directors' remuneration.	3,940,915,035 (99.99%)	70 (0.01%)
3.	To re-appoint CL Partners CPA Limited as auditor and to authorise the board of directors to fix the auditor's remuneration.	3,940,915,035 (99.99%)	70 (0.01%)
4.	To grant a general mandate to the directors to repurchase Shares.*	3,940,915,035 (99.99%)	70 (0.01%)
5.	To grant a general mandate to the directors to allot and issue new Shares.*	3,940,915,035 (99.99%)	70 (0.01%)
6.	To extend the general mandate granted to the directors to issue Shares by adding the aggregate number of Shares repurchased by the Company.*	3,940,915,035 (99.99%)	70 (0.01%)
Special Resolution		Number of Shares voted (%)	
		For	Against
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.*	3,940,915,035 (99.99%)	70 (0.01%)

* The full text of resolution nos. 4 to 7 is set out in the notice of AGM dated 15 November 2023.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, all the ordinary resolutions were duly passed. As more than 75% of the votes were cast in favour of the above special resolution, the special resolution was duly passed.

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

Hong Kong, 8 December 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.