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WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8238)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Winto Group (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Ms. Liu Xiaomin (“**Ms. Liu**”) will be appointed as an independent non-executive Director, a member of the Audit Committee (the “**Audit Committee**”), a member of the Remuneration Committee (the “**Remuneration Committee**”), a member of the Nomination Committee (the “**Nomination Committee**”) and a member of the Corporate Governance & Risk Management Committee (the “**CG & RM Committee**”) of the Company with effect from 12 March 2024.

The biographical details of Ms. Liu are as follows:

Ms. Liu, aged 36, she has over 10 years of experience in banking and capital management. She obtained a master degree in business administration from Heriot-Watt University in 2023 and a bachelor degree in property management from Jinan University in 2012. She obtained the qualification certificate of fund practitioners and securities practitioners in PRC.

Ms. Liu has been working as senior wealth advisor of Zhongrong International Trust Co., Ltd. since March 2019, she is responsible for serving individual high-net-worth, private enterprises, insurance companies and state-owned enterprises in the allocation of capital management. She worked as securities affairs manager of Shenzhen Zhouming Technology Co., Ltd. from 2023 to 2024. She was responsible for supervising and managing the company’s securities affairs, including but not limited to, securities issuance, domestic and foreign listings and equity financing. She also worked as VIP wealth manager of Ping An Bank Co Ltd Shenzhen Branch from March 2013 to February 2019, responsible for serving high-net-worth client.

Ms. Liu has entered into a letter of appointment with the Company for a term of three years commencing on 12 March 2024 and is subject to retirement and re-election at general meetings in accordance with the Company’s Articles of Association. Ms. Liu is entitled to a director’s fee of HK\$90,000 per annum or such other sum as the Board and/or the Remuneration Committee may from time to time determine based on her background, experience, duties and responsibilities with the Group and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Ms. Liu confirmed that she (i) has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the date of this announcement; (ii) she does not hold any other position with the Company and other members of the Group or possess any other major appointments or professional qualifications; (iii) she does not have any relationship with any Director, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)) of the Company; and (iv) she does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of Ms. Liu as an independent non-executive Director that need to be brought to the attention of the shareholders of the Company, and there is no other information relating to Ms. Liu that is required to be disclosed pursuant to any requirements under rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that Mr. Lee Man Yeung (“**Mr. Lee**”) has tendered his resignation as an independent non-executive Director, a member of the Audit Committee, a member of the Remuneration Committee, a member of the Nomination Committee and a member of the CG & RM Committee with effect from 12 March 2024 as Mr. Lee would like to devote more time to his other business commitment.

Mr. Lee has confirmed that he has no disagreement with the Board and there are no other matters in relation to the resignation of Mr. Lee that should be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lee for his contributions towards the Company during his tenure of office and its warmest welcome to Ms. Liu for joining the Board.

By order of the Board
Winto Group (Holdings) Limited
Hung Yuen Kin
Executive Director

Hong Kong, 12 March 2024

As at the date of this announcement, the Board comprises Mr. Lui Man Wah, Mr. Hung Yuen Kin and Mr. Wong Yuk as executive Directors and Ms. Wong Chi Ling, Mr. Lin Zexin and Ms. Liu Xiaomin as independent non-executive Directors.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its posting and be posted and remains on the website of the Company at <http://www.wintogroup.hk>.