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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)

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (2) NON-COMPLIANCE WITH THE GEM LISTING RULES

The board (the “Board”) of directors (the “Directors”) of Winto Group (Holdings) Limited (the “Company”) announces that Ms. Liu Xiaomin (“Ms. Liu”) has tendered her resignation as an independent non-executive Director, a member of the audit committee (the “Audit Committee”), member of the nomination committee (the “Nomination Committee”), member of the remuneration committee (the “Remuneration Committee”) and member of the corporate governance & risk management committee (the “CGRM Committee”) of the Company with effect from 13 January 2025 due to her desire to devote more time to her other business commitment.

Ms. Liu has confirmed that she has no disagreement with the Board and there is no other matter relating to her resignation that would need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

NON-COMPLIANCE WITH THE GEM LISTING RULES

The Board noted that, upon the resignation of Ms. Liu, the Company, having only two independent non-executive Directors and only two members in the Audit Committee, is not in compliance with:

- (i) Rule 5.05(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”), which stipulates that the board of directors of an issuer must include at least three independent non-executive directors; and
- (ii) Rule 5.28 of the GEM Listing Rules, which stipulates that the audit committee must comprise a minimum of three members.

The Board will use its best endeavours to identify suitable candidate(s) to fill the vacancy in respect of (i) the role of independent non-executive Director; and (ii) the role of a member of the Audit Committee as soon as possible, and in any event, within three months from 13 January 2025, pursuant to Rules 5.06 and 5.33 of the GEM Listing Rules. Further announcement(s) will be made by the Company in relation to such appointment as and when appropriate.

The Board would like to express its sincere gratitude to Ms. Liu for her valuable contributions to the Company during her tenure of office.

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

Hong Kong, 13 January 2025

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 and Mr. Lin Zexin 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 website at <http://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>.