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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)

RESIGNATION OF DIRECTORS, CHANGE IN COMPOSITION OF BOARD COMMITTEES AND NON-COMPLIANCE WITH THE GEM LISTING RULES

The board (the “**Board**”) of directors (the “**Director(s)**”) of Winto Group (Holdings) Limited (the “**Company**”) hereby announces that:

- (i) Mr. Wong Yuk (“**Mr. Wong**”) has resigned as executive Director with effect from 28 April 2025 due to his personal work arrangement.
- (ii) Mr. Lin Zexin (“**Mr. Lin**”) has resigned as independent non-executive Director, chairman of remuneration committee, member of audit committee, nomination committee and corporate governance & risk management committee, with effect from 28 April 2025 due to his personal work arrangements.

Each of Mr. Wong and Mr. Lin have confirmed that they have no disagreement with the Board and there are no matters relating to their resignation that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that, with effect from 28 April 2025, Ms. Wong Chi Ling (“**Ms. Wong**”), has been redesignated as the chairman of the remuneration committee.

NON-COMPLIANCE WITH THE GEM LISTING RULES

The Board noted that, upon the resignation of Mr. Lin, 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 28 April 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 Mr. Wong and Mr. Lin for their valuable contributions to the Company during the tenure of office.

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

Hong Kong, 28 April 2025

As at the date of this announcement, the Board comprises Mr. Lui Man Wah and Mr. Hung Yuen Kin as executive Directors, Ms. Wong Chi Ling and Mr. Lee Kwok Lun 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>.