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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) APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (2) CHANGE IN COMPOSITION OF BOARD COMMITTEES

APPOINTMENT OF EXECUTIVE DIRECTOR AND 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**”) is pleased to announce that, with effect from 18 November 2025, Mr. Lei Kam Chao (“**Mr. Lei**”) has been appointed as an executive Director of the Company and Mr. Ma King Fai, Lucas (“**Mr. Ma**”) has been appointed as an independent non-executive Director of the Company.

Set out below are the biographical details of Mr. Lei and Mr. Ma.

Mr. Lei Kam Chao, aged 69, has over 40 years of business experience. He was an executive director of Diamond Square Investment & Management Company Limited, a company incorporated in Hong Kong, and was primarily responsible for the overall management and supervision of the company’s resources and administrative functions. Mr. Lei had been the executive director and vice chairman of Amax Holdings Limited (currently known as Century Entertainment International Holdings Limited) (stock code: 959) from June 2012 to September 2012 and executive director and chairman of Alco Holdings Limited (stock code: 328) from August 2022 to November 2023. In addition, Mr. Lei is also the President Honorario of MaKuoc-Mio-Macau (澳門媽閣廟) Development Committee and the President Honorario of Macau Yacht Club. In general, Mr. Lei has extensive experiences in business and as an executive director and vice chairman of listed company, and he is also active in public benefit activities.

The Company has entered into a service contract with Mr. Lei for a term of one year commencing from his appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

Pursuant to the service contract, Mr. Lei is entitled to a salary of HK\$540,000 per annum and discretionary bonuses, other benefits and retirement benefit-defined contribution scheme, which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rate, his performance, qualifications and experience.

Save as disclosed above, as at the date of this announcement, Mr. Lei (i) does not hold any other position with the Company or any of its subsidiaries; (ii) does not hold any other directorships in any other listed public companies in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company; and (iv) does not have or is not deemed to have any interests or short positions 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, Mr. Lei confirmed that there are no other matters concerning his appointment that need to be brought to the attention of the shareholders of the Company and there is no other information in respect of Mr. Lei which is disclosable pursuant to Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”).

Mr. Ma King Fai, Lucas, aged 28, graduated from the bachelor of science in International Management from University College London in 2017. Mr. Ma has been serving as executive director of Welloyd International Limited, a Hong Kong-based electronic communications equipment and services company with established business cooperation with Ericsson, since 2021. From 2018 to 2021, he was assistant to the president of Taching Petroleum Company Limited. He holds active leadership roles in several prominent organisations, including executive vice president of the Hong Kong Suzhou Association (香港蘇州總會), Vice president of the federation of Hong Kong Jiangsu Youth (香港江蘇青年總會), and director of the Jiangsu Federation (江蘇聯會).

The Company has entered into a service contract with Mr. Ma for a term of one year commencing from his appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

Pursuant to the service contract, Mr. Ma is entitled to a salary of HK\$90,000 per annum and discretionary bonuses, other benefits and retirement benefit-defined contribution scheme, which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rate, his performance, qualifications and experience.

Save as disclosed above, as at the date of this announcement, Mr. Ma confirmed that he (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) he 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) he does not have any relationship with any Director, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iv) he 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).

Mr. Ma has confirmed that (1) he has satisfied all the criteria for independence as set out in Rules 5.09(1) to (8) of the GEM Listing Rules; (2) he has no past or present financial or other interest in the business of the Company or any of its subsidiaries, nor does he have any relationship with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (3) there are no other factors which may affect his independence at the time of his appointment.

Save as disclosed above, Mr. Ma confirmed that there are no other matters concerning his appointment that need to be brought to the attention of the Shareholders of the Company and there is no other information in respect of Mr. Ma which is disclosable pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Mr. Ma has been appointed as member of the Audit Committee, member of Remuneration Committee, member of Nomination Committee and member of CGRM Committee of the Company, with effect from 18 November 2025.

COMPLIANCE WITH THE REQUIREMENTS UNDER THE GEM LISTING RULES

Following the appointment of Mr. Ma, the Company meets the requirements that (i) at least three independent non-executive Directors on the Board under Rule 5.05(1); and (ii) the audit committee must comprise a minimum of three members under Rule 5.28 of the GEM Listing Rules.

The Board would like to take this opportunity to welcome Mr. Lei and Mr. Ma for joining the Board.

For and on behalf of the Board
Winto Group (Holdings) Limited
Lao Lai
Executive Director

Hong Kong, 18 November 2025

As at the date of this announcement, the Board comprises Mr. Lei Kam Chao and Ms. Lao Lai as executive Directors and Ms. Wong Chi Ling, Mr. Lee Kwok Lun and Mr. Ma King Fai, Lucas as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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 Listed Company Information” page of the website of the Stock Exchange at www.hkex.com.hk for seven days from the date of its posting and on the website of the Company at www.wintogroup.hk.