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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;
(2) CHANGE OF THE COMPANY SECRETARY AND
AUTHORISED REPRESENTATIVE;
(3) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(4) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of Winto Group (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that with effect from 4 March 2026:

1. Mr. Yu Ngai (“**Mr. Yu**”) has tendered his resignation as the company secretary (the “**Company Secretary**”) and an authorised representative (the “**Authorised Representative**”) of the Company under Rule 5.24 of the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”);
2. Mr. Ma King Fai, Lucas (“**Mr. Ma**”) has tendered his resignation as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance and Risk Management Committee of the Company, in order to dedicate more time to his personal career development;
3. Ms. Wong Chi Ling (“**Ms. Wong**”) has tendered her resignation as the chairlady, and has been appointed as member of each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance and Risk Management Committee of the Company;
4. Mr. Kam Chun Ying Francis (“**Mr. Kam**”) has been appointed as an executive Director, the Company Secretary and an Authorised Representative of the Company; and
5. Mr. Liu Weishi (“**Mr. Liu**”) has been appointed as an independent non-executive Director, the chairman of each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance and Risk Management Committee of the Company.

Each of Mr. Yu and Mr. Ma has confirmed that he has no claims against the Company in respect of his resignations and no disagreement with the other members of the Board, and is not aware of any matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to express its sincere appreciation to Mr. Yu and Mr. Ma for their valuable contribution to the Company during their tenure of office.

Set out below are the biographical detail of Mr. Kam and Mr. Liu:

Mr. Kam Chun Ying Fancis (“**Mr. Kam**”), aged 59, has over 30 years of experience in corporate and finance management. He has been a member of the Hong Kong Institute of Certified Public Accountants since June 1996 and a fellow of the Chartered Association of Certified Accountants since June 2001. Mr. Kam graduated from Heriot-Watt University in the United Kingdom in November 2004 with a master’s degree in business administration.

Mr. Kam has served as the qualified accountant of Chongqing Machinery & Electric Co., Ltd.* (重慶機電股份有限公司) (a company listed on the Main Board of the Stock Exchange, Stock Code: 02722.HK) since February 2008. He has served as the company secretary of Xinming China Holdings Limited (a company listed on the Main Board of the Stock Exchange, Stock Code: 02699.HK) since July 2016 and served as its chief investment officer since January 2017. He has served as the company secretary of Kidztech Holdings Limited (a company listed on the Main Board of the Stock Exchange, Stock Code: 06918.HK) since February 2025. He has also served as an independent non-executive director of Shandong Linglong Tire Co., Ltd.* (山東玲瓏輪胎股份有限公司) (a state-owned enterprise listed on the Shanghai Stock Exchange, Stock Code: 601966) since May 2025.

The Company has entered into a service contract with Mr. Kam for a term of one year commencing from his appointment, which can be terminated by either party by not less than one month’s prior notice in writing. 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 and the GEM Listing Rules.

Pursuant to the service contract, Mr. Kam is entitled to a salary of HK\$360,000 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. Kam (i) does not hold any other position with the Company or any of its subsidiaries and professional qualification; (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. Kam 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. Kam which is disclosable pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Liu Weishi (“**Mr. Liu**”), aged 44, has profound experience in audit and accounting. He obtained a bachelor’s degree in Accounting from the Zhengzhou University of Aeronautics and Astronautics* (鄭州航空工業管理學院) in July 2006. He also obtained the Accounting Professional Qualification (intermediate)* (會計專業技術資格(中級)), in the People’s Republic of China in September 2020. He has worked for Inner Mongolia Zhunxing Heavyload Expressway Company Limited* (內蒙古准興重載高速公路有限責任公司) since November 2006 and currently acts as the head of its finance department.

The Company has entered into a service contract with Mr. Liu for a term of one year commencing from his appointment, which can be terminated by either party by not less than one month’s prior notice in writing. 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 and the GEM Listing Rules.

Pursuant to the service contract, Mr. Liu 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. Liu confirmed that he (i) does not hold any other position with the Company or any of its subsidiaries and professional qualification; (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).

Mr. Liu has confirmed that (i) he has satisfied all the criteria for independence as set out in Rules 5.09(1) to (8) of the GEM Listing Rules; (ii) 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 (iii) there are no other factors which may affect his independence at the time of his appointment.

Save as disclosed above, Mr. Liu 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. Liu which is disclosable pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

The Board would like to take this opportunity to welcome Mr. Kam and Mr. Liu for joining the Board.

By order of the Board
Winto Group (Holdings) Limited
Lao Lai
Executive Director

Hong Kong, 4 March 2026

As at the date of this announcement, the Board comprises Ms. Lao Lai, Mr. Lei Kam Chao, Mr. Chen Yiliang and Mr. Kam Chun Ying Francis as executive Directors and Mr. Liu Weishi, Mr. Lee Kwok Lun and Ms. Wong Chi Ling 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.

* *For identification purpose only*