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, APPOINTMENT OF DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The board (the "**Board**") of directors (the "**Director(s)**") of Winto Group (Holdings) Limited (the "**Company**", together with its subsidiaries, the "**Group**") hereby announces the following changes to the Board with effect from 24 July 2026.

RESIGNATION OF DIRECTORS

Mr. Chen Yiliang ("**Mr. Chen**") has tendered his resignation as an executive Director of the Company, in order to focus on other career developments.

Ms. Wong Chi Ling ("**Ms. Wong**") has tendered her 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 focus on other career developments.

Mr. Chen and Ms. Wong have confirmed that they have no disagreement with the Board and there is no other matters relating to their resignation that need to be brought to the attention of the shareholders of the Company (the "**Shareholders**").

The Board expresses its heartfelt gratitude to Mr. Chen and Ms. Wong for their valuable contribution to the development of the Company during their tenure of services.

APPOINTMENT OF DIRECTORS

Mr. Zhou Yihong (周逸洪) ("**Mr. Zhou**") has been appointed as an executive Director of the Company, and a member of the Nomination Committee.

Mr. Tian Tao (田濤) ("**Mr. Tian**") has been appointed as a non-executive Director of the Company.

Mr. Zhou Zhencun (周振存) has been appointed 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.

The biographical details of Mr. Zhou, Mr. Tian and Mr. Zhou Zhencun are set out below:

Mr. Zhou Yihong

Mr. Zhou Yihong (周逸洪), aged 56, has served as the senior management of various companies in China since 1994 and has accumulated over 30 years of experience in finance and corporate management. Mr. Zhou is currently the general manager and executive director of various companies which provide financial service in China. Mr. Zhou previously served as an executive Director of Momentum Financial Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (stock code: 1152), from April 2024 to June 2024.

Mr. Zhou has entered into a service contract with the Company for a term of one (1) year, which shall continue thereafter until terminated by either party giving prior notice in accordance with the terms therein. His directorship is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company (the "**Articles**"). Mr. Zhou shall hold office only until the first general meeting of the Company after his appointment and shall be eligible for re-election at such meeting in accordance with the Articles.

Pursuant to his service contract, Mr. Zhou is not entitled to any director's remuneration of his capacity as an executive Director, and is also entitled to a discretionary bonus as determined by the Board.

Mr. Tian Tao

Mr. Tian Tao (田濤), aged 68, has more than 20 years executive experience in market research, media data services, and technology consulting. He has served as the president of Global Info Media Consultation (Beijing) Co., Ltd.* (中廣融信媒介諮詢(北京)有限公司) (an economic and trade consulting firm) since 2018. Since June 2024, he has also served as the president of Beijing Zhiyuai Technology Co., Ltd.* (北京智語愛科技有限公司) (an AI marketing and generative content optimization company). In these roles, he is primarily responsible for corporate strategy, business operations, and technology consulting management. Mr. Tian was formerly vice president of CCTV Market Research Co., Ltd.* (央視市場研究股份有限公司) (a joint venture set up by China International Television Corporation*(中國國際電視總公司) and Kantar Group principally engaged in utilising internet big data technology to provide marketing decision solutions), responsible for technical consultancy. He also previously served as president and deputy general manager of Nielsen Market Research Co., Limited*(尼爾森市場研究有限公司) and Nielsen NetRatings Media Data Service Co., Limited*(尼爾森網聯媒介數據服務有限公司), overseeing media data and market research. Mr. Tian has obtained his Bachelor's degree in Industrial Automation from Beijing University of Chemical Technology in 1988.

Mr. Tian has entered into a service contract with the Company for a term of one (1) year, which shall continue thereafter until terminated by either party giving prior notice in accordance with the terms therein. His directorship is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Tian shall hold office only until the first general meeting of the Company after his appointment and shall be eligible for re-election at such meeting in accordance with the Articles.

Pursuant to his service contract, Mr. Tian is entitled to an annual remuneration of HKD180,000 in his capacity as a non-executive Director, and is also entitled to a discretionary bonus as determined by the Board.

Mr. Zhou Zhencun

Mr. Zhou Zhencun (周振存), aged 66, has accumulated more than 41 years of experience in trading and energy fields. He has been a deputy general manager of Central Century Energy Investment Co., Ltd.* (中部世紀能源投資有限公司) in Henan Province since August 2016. He served as the deputy general manager of China National Offshore Gas & Power (Guangdong) New Energy Co., Ltd.* (中海氣電(廣東)新能源有限公司) (formerly known as CNOOC Meizhou New Energy Co., Ltd* (中海油梅州新能源有限公司)) from July 2015 to August 2016. From August 1980 to June 2015, Mr. Zhou Zhencun worked in the foreign trade department of Shantou Special Economic Zone Light Industry Material Development Company* (汕頭經濟特區輕工物資發展公司) and his last position was an operation manager. Mr. Zhou Zhencun previously served as a non-executive director of Xinming China Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2699), from November 2021 to April 2025, and an independent non-executive director of Momentum Financial Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1152), from July 2022 to June 2024. Mr. Zhou Zhencun finished his high school education in Chaonan District, Shantou, Guangdong Province in July 1980.

Mr. Zhou Zhencun has entered into a service contract with the Company for a term of one (1) year, which shall continue thereafter until terminated by either party giving prior notice in accordance with the terms therein. His directorship is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Zhou Zhencun shall hold office only until the first general meeting of the Company after his appointment and shall be eligible for re-election at such meeting in accordance with the Articles.

Pursuant to his service contract, Mr. Zhou Zhencun is not entitled to any director's remuneration of his capacity as an independent non-executive Director, and is also entitled to a discretionary bonus as determined by the Board.

Mr. Zhou Zhencun 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, as of the date of this announcement, Mr. Zhou, Mr. Tian and Mr. Zhou Zhencun (i) did not have other experience including any other major appointments and professional qualifications; (ii) does not have other relationships with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them under the GEM Listing Rules) of the Company; and (iii) does not have any interests in 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. Zhou, Mr. Tian and Mr. Zhou Zhencun confirmed that there are no other matters relating to their appointments as executive Director, non-executive Director and independent non-executive Director respectively that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Zhou, Mr. Tian and Mr. Zhou Zhencun have obtained legal advice from a firm of solicitors under Rule 5.02D of the GEM Listing Rules and have confirmed that they understood their obligations as a Director.

The Board would like to take this opportunity to express its warmest welcome to Mr. Zhou, Mr. Tian and Mr. Zhou Zhencun for joining the Board.

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

Hong Kong, 24 July 2026

As at the date of this announcement, the Board comprises Ms. Lao Lai, Mr. Zhou Yihong, Mr. Kam Chun Ying Francis and Mr. Liu Heung Ming as executive Directors. Mr. Tian Tao as non-executive Director and Mr. Liu Weishi, Ms. Wang Shiling and Mr. Zhou Zhencun 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 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.

* *For identification purpose only*