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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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEE

APPOINTMENT OF 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**”) announces that with effect from 25 July 2025, Mr. Lo Tak Wai (“**Mr. Lo**”) has been appointed as an independent non-executive Director, member of the audit committee (“**Audit Committee**”), member of remuneration committee (“**Remuneration Committee**”), member of the nomination committee (“**Nomination Committee**”), and member of corporate governance & risk management committee (“**CGRM Committee**”) of the Company.

The biographical details of Mr. Lo are as follows:

Lo Tak Wai (“**Mr. Lo**”), aged 39, obtained a Master’s degree in business administration from the Hong Kong University of Science and Technology in 2023, a Master’s degree in knowledge and technology management from the Hong Kong Polytechnic University in 2021, and a Bachelor’s degree in electronic commerce from the City University of Hong Kong in 2009, respectively. He currently serves as a director of Pearl International Securities Limited, a Hong Kong private company with limited liability and a registered institution with the Securities and Futures Commission, which principally provides securities trading services, advises on securities, and provides asset management services to its clients. Since December 2012, he has also been a licensed person to carry out Type 9 (provision of asset management) regulated activity under the Securities and Futures Ordinance.

Mr. Lo has entered into a letter of appointment with the Company for a term of three years commencing his appointment and is subject to retirement and re-election at general meetings in accordance with the Company’s articles of association. Mr. Lo is entitled to a director’s fee of HK\$90,000 per annum or such other sum as the Board and/or the Remuneration Committee may from time to time determine based on his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Mr. Lo 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 Rules governing the Listing of Securities on the GEM of the Stock Exchange (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. Lo 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. Lo 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. Lo which is disclosable pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

CHANGE OF COMPOSITION OF BOARD COMMITTEE

Mr. Lo 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 25 July 2025.

COMPLIANCE WITH THE REQUIREMENTS UNDER THE GEM LISTING RULES

Following the appointment of Mr. Lo, 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. Lo for joining the Board.

By Order of the Board
Winto Group (Holdings) Limited
Lui Man Wah
Executive Director

Hong Kong, 25 July 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, Mr. Lee Kwok Lun and Mr. Lo Tak Wai 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>.