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## TEXWINCA HOLDINGS LIMITED

德永佳集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 321)

Websites: <http://www.texwinca.com/>  
<http://www.irasia.com/listco/hk/texwinca/>

### APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; CHANGES IN THE COMPOSITION OF BOARD COMMITTEES; AND RE-COMPLIANCE WITH THE LISTING RULES

The Board is pleased to announce that Ms. Lin Kit Yee Anna will be appointed as an INED, the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company with effect from 1 January 2024.

The board of directors (the “**Board**”) of Texwinca Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) is pleased to announce that:

#### 1. Appointment of Independent Non-executive Director (“**INED**”)

Ms. Lin Kit Yee Anna will be appointed as an INED, the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company with effect from 1 January 2024.

**Ms. Lin Kit Yee Anna**, *MH, JP*, aged 65, is the Chief Executive of GS1 Hong Kong and has more than 30 years of CEO experience in steering the strategic direction of the organisation, spearheading major strategic innovative initiatives that have revolutionized the way companies do business locally and globally, helping HK business community thrive.

Ms. Lin holds an MBA in Strategic Management from the University of Birmingham United Kingdom. She has been appointed by the Government of the Hong Kong Special Administrative Region (as Justice of Peace (JP) in 2012 and awarded the Medal of Honour (MH) in 2023.

Ms. Lin attains Chartered Fellow, granted by The Chartered Institute of Logistics and Transport in 2018, and Fellow, recognising her achievement and contribution to the industries in Hong Kong. In fostering a collaborative ecosystem, she holds a number of appointments in both government and local industry organizations as well as regional organisations, including:

\* For identification purposes only

**Hong Kong:**

- Non-official Member of Digital Economy Development Committee
- Vice-chairman of Subcommittee on Infrastructure and Promotion, Hong Kong Logistics Development Council
- Chairman of Asian Institute of Supply Chains & Logistics Advisory Committee, The Chinese University of Hong Kong
- Chairperson of Advisory Group of Digital Transformation Support Pilot Programme, Cyberport
- Member of HKTDC Logistics Services Advisory Committee
- Member of Management Advisory Board, OpenCertHub

**Regional / Global:**

- Director of Board of Pacific Basin Economic Council (PBEC)
- APEC Business Advisory Council Hong Kong representative for APEC Policy Partnership on Food Security
- Director of Board of Hong Kong Foundation, University of Birmingham
- Member of Advisory Board of School of Business, University of Birmingham
- Member of the GS1 CEO Advisory Council

Save as disclosed above, Ms. Lin did not hold any other directorships in any other listed public companies in Hong Kong and overseas in the last three years or any position with the Company and its subsidiaries.

As at the date of this announcement, Ms. Lin does not have any interests 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) nor any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract entered into between the Company and Ms. Lin. The length of service with the Company will commence from 1 January 2024 until the next annual general meeting. She will be subject to retirement at each annual general meeting and eligible for re-election in accordance with the bye-laws of the Company. Ms. Lin will hold office until the first annual general meeting after her appointment and be subject to re-election at such annual general meeting.

Pursuant to the letter of appointment, the only emolument of Ms. Lin is the directors' fee. And, the directors' fee is determined with reference to her background, qualifications, experience, level of responsibilities undertaken, the time and contribution of the director spent/made to the Company and prevailing market conditions. The directors' fee is subject to shareholders' approval at the annual general meeting of the Company.

Save as disclosed above, there is no other information which needs to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited, nor any other matters which needs to be brought to the attention of the shareholders of the Company in relation to Ms. Lin's appointment.

The Board would like to welcome Ms. Lin in joining the Company.

## 2. Changes in the Composition of Board Committees

Following Ms. Lin's appointment as INED, she will be appointed as the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company on the same date.

The respective Board Committee will comprise of the following members commencing from 1 January 2024:

### **Audit Committee**

Law Brian Chung Nin (*Chairman*)  
Cheng Shu Wing  
Lin Kit Yee Anna

### **Nomination Committee**

Cheng Shu Wing (*Chairman*)  
Law Brian Chung Nin  
Lin Kit Yee Anna  
Ho Lai Hong

### **Remuneration Committee**

Lin Kit Yee Anna (*Chairman*)  
Cheng Shu Wing  
Law Brian Chung Nin  
Ho Lai Hong

## 3. Re-compliance with the Listing Rules

Following the appointment of Ms. Lin as an INED as set out above, the Company will re-comply with the following requirements commencing from 1 January 2024:

- (i) the Board must include at least three INEDs under Rule 3.10(1) of the Listing Rules;
- (ii) the Audit Committee shall consist of a minimum of three members and comprise a majority of INEDs under Rule 3.21 of the Listing Rules;
- (iii) the Remuneration Committee shall be chaired by an INED under Rule 3.25 of the Listing Rules; and
- (iv) the Nomination Committee shall comprise a majority of INEDs under Rule 3.27A of the Listing Rules.

On behalf of the Board  
**Poon Bun Chak**  
*Executive Chairman*

Hong Kong, 22 December 2023

*As at the date of this announcement, the executive directors of the Company are Mr. Poon Bun Chak, Mr. Ting Kit Chung, Mr. Ho Lai Hong and Mr. Poon Ho Tak; and the independent non-executive directors of the Company are Mr. Cheng Shu Wing and Mr. Law Brian Chung Nin.*