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/

SUPPLEMENTAL ANNOUNCEMENT ON UPDATE ANNOUNCEMENT PURSUANT TO RULES 13.51(2) AND 13.51B(2) OF THE LISTING RULES

References are made to the announcements of the Company dated (i) 23 July 2024 and (ii) 4 November 2024 (the "**2nd Announcement**") in relation to a change of particulars of Mr. Ng Mo Ping ("**Mr. Ng**"), an executive director of the Company, pursuant to Rules 13.51(2) and 13.51B(2) of the Listing Rules. Unless otherwise stated, terms and expressions used in this announcement shall have the same meanings as defined in the 2nd Announcement.

This announcement is made to provide additional information to supplement the information contained in the 2nd Announcement.

Further information of the Incident

According to Mr. Ng, he was not the investigation target of the Incident and that he was only requested by the police authority for the provision of information within his personal knowledge for the purpose of facilitating the latter's investigation.

Board's assessment on Mr. Ng's suitability to act as a director

The board of directors of the Company (the "**Board**") (without the presence of Mr. Ng) has assessed the suitability of Mr. Ng to act as an executive director of the Company after the Incident and considers that Mr. Ng is still suitable to act as a Director under Rules 3.08 and 3.09 of the Listing Rules, for the reasons set out below:

1. to the best knowledge, information and belief of the directors, Mr. Ng was not the investigation target of the Incident and was only requested by the police authority for the provision of information within his personal knowledge. The investigation did not involve any dishonest or fraudulent act or indicate any issue of integrity or bad character on the part of Mr. Ng, which would materially and adversely affect Mr. Ng's suitability to act as a director;

* *For identification purpose only*

2. to the best knowledge, information and belief of the directors and confirmed by Mr. Ng, Mr. Ng was only requested by the police authority to assist in the investigation and was not subject to any administrative fines, penalties or charges from the police authority. Mr. Ng had never been subject to any administrative punishment imposed by any police authority in the past;

3. Mr. Ng participated in the relevant training on the duties and obligations of directors of listed companies before his appointment as an executive director, and fully understood the responsibilities of being a director, including acting with caution and diligence, avoiding conflicts of interest, etc. The Company will arrange for Mr. Ng to continue to participate in continuing professional development training programmes in accordance with code provision C.1.4 of the corporate governance code set out in Appendix C1 to the Listing Rules; and

4. Mr. Ng has extensive experience in the textile industry and performs well in the discharge of his duties as a director. He is familiar with the Group’s textile operation and plays a key role in the Group’s development and business expansion. Accordingly, it is considered that his professional knowledge, skills and experience will bring valuable insights and benefits to the Board and the Group. Specifically, Mr. Ng is a responsible and competent member of the Board who acts honestly and in good faith in the interests of the Company as a whole and for a proper purpose.

For the above reasons, the Board (without the presence of Mr. Ng) is of the view that Mr. Ng’s character and integrity have not been called into question so far, and the Incident does not impair Mr. Ng’s suitability to act as a director. Having considered Mr. Ng's overall character, integrity, past compliance track record as well as his extensive experience in the textile field, Mr. Ng is still suitable to serve as an executive director of the Company and is able to continue to fulfill the obligations under Rules 3.08 and 3.09 of the Listing Rules.

Impact on the Company

As at the date of this announcement, the Incident has not had any material adverse impact on the business and operations of the Group.

The above additional information does not affect other information contained in the 2nd Announcement, and save as disclosed in this announcement, the content of the 2nd Announcement remains unchanged.

On behalf of the Board
Poon Bun Chak
Executive Chairman

Hong Kong, 25 November 2024

As at the date of this announcement, the executive directors of the Company are Mr. Poon Bun Chak, Mr. Ho Lai Hong, Mr. Poon Ho Tak and Mr. Ng Mo Ping; and the independent non-executive directors of the Company are Mr. Cheng Shu Wing, Mr. Law Brian Chung Nin and Ms. Lin Kit Yee Anna.