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 AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that Dr. Chan Yuk Mau Eddie will be appointed as an INED, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company with effect from 15 May 2025.

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")

Dr. Chan Yuk Mau Eddie ("**Dr. Chan**") will be appointed as an INED and a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company with effect from 15 May 2025.

Dr. Chan, aged 66, is the founder and chief executive officer of Amani Era (HK) Limited and has over 40 years' experience in the textile and apparel industry. He started his career by gaining experience at TAL Group, Laws Group and Mast Industries. He held senior positions at Lever Shirt from May 1988 to December 2003 and at Esquel Group from January 2004 to September 2014. Dr. Chan was appointed as the chief operation officer and president of Lever Style Group in January 2015 and as the chief executive officer in January 2017. He was also appointed as an executive director of Lever Style Corporation (listed on the Hong Kong Stock Exchange in November 2019) in March 2019. Whilst Dr. Chan resigned as chief executive officer, he was also appointed as vice chairman of Lever Style Corporation, both in April 2024. Dr. Chan officially retired from Lever Style Corporation in August 2024.

Dr. Chan graduated with a Diploma in Woven Fabric Manufacture and a Higher Diploma in Textile Technology from The Hong Kong Polytechnic (currently The Hong Kong Polytechnic University) in November 1982 and November 1986 respectively. He later obtained a Master of Commerce in Marketing from the University of Strathclyde in the United Kingdom in November 1987 and a Doctor of Business Administration from the Hong Kong Polytechnic University in November 2003. Dr. Chan then obtained a Bachelor of Business in Accountancy from the Royal Melbourne Institute of Technology University in Australia in September 2007 (distance learning course) and a Master of Science in Financial Analysis from the Hong Kong University of Science and Technology in November 2009.

* *For identification purposes only*

Dr. Chan was admitted as a member of the Hong Kong Institution of Textile and Apparel in October 2003, a chartered member of the Textile Institute of the United Kingdom in June 2004 and a member of the Hong Kong Institute of Marketing in November 2004.

Dr. Chan had been the chairman of the Hong Kong Institution of Textile and Apparel from July 2017 to June 2019 and was appointed as a non-executive director of GS1 HK from April 2018 to April 2021. He has been the appointed committee member of Clothing Industry Training Authority since September 2019.

Save as disclosed above, Dr. Chan 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, Dr. Chan 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 Dr. Chan. The length of service with the Company will commence from 15 May 2025 until the next annual general meeting. He will be subject to retirement at each annual general meeting and eligible for re-election in accordance with the bye-laws of the Company. Dr. Chan will hold office until the first annual general meeting after his appointment and be subject to re-election at such annual general meeting.

Pursuant to the letter of appointment, the only emolument of Dr. Chan is the director's fee. Dr. Chan will receive a director's fee of HK$570,000 per annum. The director's fee is determined with reference to his background, qualifications, experience, duties and responsibilities in the Company as an INED and is fixed by the Board as authorised by the shareholders at each annual general meeting of the Company.

Dr. Chan has confirmed (i) his independence as regard to each of the factors referred to in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor any other matters that need to be brought to the attention of the shareholders of the Company in relation to Dr. Chan's appointment.

The Board would like to welcome Dr. Chan to the Board.

2. Changes in the Composition of Board Committees

Following Dr. Chan's appointment as INED, he will be appointed as a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company on the same date.

The respective Board Committee will comprise of the following members commencing from 15 May 2025:

Audit Committee
Law Brian Chung Nin *(Chairman)*
Cheng Shu Wing
Lin Kit Yee Anna
Chan Yuk Mau Eddie

Nomination Committee
Cheng Shu Wing *(Chairman)*
Law Brian Chung Nin
Lin Kit Yee Anna
Chan Yuk Mau Eddie
Ho Lai Hong

Remuneration Committee
Lin Kit Yee Anna *(Chairman)*
Cheng Shu Wing
Law Brian Chung Nin
Chan Yuk Mau Eddie
Ho Lai Hong

On behalf of the Board
Poon Bun Chak
Executive Chairman

Hong Kong, 14 May 2025

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.