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/

ANNOUNCEMENT
PROPOSED RE-ELECTION OF RETIRING DIRECTOR

This announcement is made by Texwinca Holdings Limited (the "**Company**").

Reference is made to the announcement of the Company dated 28 July 2025, in relation to, *inter alia*, the appointment of Mr. Wu Chi Hang ("**Mr. Wu**") as an Executive Director of the Company (the "**Appointment Announcement**"). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Appointment Announcement.

Pursuant to clause 86(2) of the Company's bye-laws, any director so appointed shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election. Accordingly, Mr. Wu shall retire from office at the annual general meeting to be held on Thursday, 21 August 2025 at 10:30 a.m. (the "**Annual General Meeting**") and, being eligible, offer himself for re-election at the Annual General Meeting.

Mr. Wu's Biographical Details

Mr. Wu, aged 41, has been appointed as an Executive Director of the Company with effect from 1 August 2025. He is a director of Baleno Holdings Limited and a director of various subsidiaries of the Company. He is responsible for the management of the Group's retail business in Hong Kong and the mainland China. He joined the Group as a management trainee for our textile business in 2006 and started to focus on the retail business in 2013. He has more than 15 years' working experience in the textile and retail businesses of the Group. Mr. Wu holds a Master of Science in Engineering Business Management from University of Warwick in the United Kingdom. Save as disclosed above, he 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 Group.

* *For identification purposes only*

Mr. Wu is a son-in-law of Mr. Poon Bun Chak, an Executive Director and the Executive Chairman of the Company, and a brother-in-law of Mr. Poon Ho Tak, an Executive Director and the Executive Vice Chairman of the Company. Save as disclosed above, Mr. Wu does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Mr. Wu does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Wu has entered into a service contract with the Company in relation to his appointment as an Executive Director for a term of three years which shall continue unless and until terminated by either the employer or Mr. Wu by giving not less than 3 months' notice in writing or compensation in lieu. He is subject to retirement at each annual general meeting and is eligible for re-election in accordance with the bye-laws of the Company.

Pursuant to the abovementioned service contract, Mr. Wu is entitled to receive (i) an annual remuneration of HK$3,000,000, as determined based on his expertise and experience in the field; (ii) a director's fee to be fixed by the Board as authorised by the shareholders at each annual general meeting of the Company; and (iii) a discretionary bonus to be decided by the Board, depending on his performance and the financial results of the Group.

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 Listing Rules, nor any other matters which needs to be brought to the attention of the shareholders of the Company in relation to Mr. Wu's re-election.

Recommendation of the Board

The Board considers that the proposal mentioned above is in the interests of the Company and its shareholders. Accordingly, the Board recommends the shareholders to vote in favor of the above resolution to be proposed at the Annual General Meeting.

By Order of the Board
Chan Chi Hon
Company Secretary

Hong Kong, 13 August 2025

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