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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/>

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 21 AUGUST 2025 AND RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

At the annual general meeting (the “AGM”) of Texwinca Holdings Limited (the “Company”) held on 21 August 2025, all the proposed resolutions as set out in the notice of the AGM and the supplemental notice of the AGM were duly passed by way of poll. The poll results are set out as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To receive and consider the Audited Consolidated Financial Statements, the Report of the Directors and the Independent Auditor’s Report for the year ended 31 March 2025.	930,807,553 (99.97%)	314,552 (0.03%)
2.	(a) To declare a final dividend of HK1.0 cent per ordinary share.	931,122,105 (100%)	0 (0.00%)
	(b) To declare a special final dividend of HK5.0 cents per ordinary share.	931,122,105 (100%)	0 (0.00%)
3.	(a) To re-elect Directors:		
	(i) Mr. Poon Bun Chak	890,955,139 (95.69%)	40,166,966 (4.31%)
	(ii) Mr. Ho Lai Hong	891,166,951 (95.71%)	39,955,154 (4.29%)
	(iii) Mr. Poon Ho Tak	930,219,396 (99.90%)	902,709 (0.10%)
	(iv) Mr. Ng Mo Ping	890,839,139 (95.67%)	40,282,966 (4.33%)
	(v) Mr. Law Brian Chung Nin	888,037,502 (95.37%)	43,084,603 (4.63%)

* For identification purposes only

3.	(a) (vi) Ms. Lin Kit Yee Anna	930,815,571 (99.97%)	306,534 (0.03%)
	(vii) Dr. Chan Yuk Mau Eddie	931,013,132 (99.99%)	108,973 (0.01%)
	(b) To authorise the Board of Directors to fix the Directors' remuneration.	917,624,105 (98.55%)	13,498,000 (1.45%)
4.	To re-appoint the Auditor and to authorise the Board of Directors to fix its remuneration.	929,636,293 (99.84%)	1,485,812 (0.16%)
5. #	To grant a general mandate to the Directors to buy back the Company's shares not exceeding 10% of the issued share capital of the Company as at the date of this resolution.	930,916,544 (99.98%)	205,561 (0.02%)
6. #	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution.	849,758,104 (91.26%)	81,364,001 (8.74%)
7. #	To extend the general mandate granted to the Directors to issue additional shares of the Company by the addition to the aggregate nominal amount of shares which may be allotted and issued under that mandate of the aggregate nominal amount of the shares bought back by the Company.	715,250,104 (76.82%)	215,872,001 (23.18%)
8.	To re-elect Mr. Wu Chi Hang as Director.	929,887,396 (99.87%)	1,234,709 (0.13%)

The full text of Resolution Nos. 5 to 7 is set out in the notice of the AGM.

As more than 50% of the votes were cast in favour of each of the proposed resolutions numbered 1 to 8, these proposed resolutions were duly passed as ordinary resolutions by the shareholders.

As at the date of the AGM, the number of issued shares of the Company was 1,381,696,104 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the AGM.

The Company's branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

The Company's executive directors, Mr. Poon Ho Tak, Mr. Ho Lai Hong, Mr. Ng Mo Ping and Mr. Wu Chi Hang and the Company's independent non-executive directors, Mr. Cheng Shu Wing, Mr. Law Brian Chung Nin, Ms. Lin Kit Yee Anna and Dr. Chan Yuk Mau Eddie attended the AGM in person.

Retirement of Independent Non-executive Director and Changes in the Composition of Board Committees

Reference is made to the announcement of the Company dated 12 June 2025 in relation to retirement of Independent Non-executive Director and Changes in the Composition of Board Committees.

The board of directors (the “**Board**”) of the Company announces that with effect from the conclusion of the AGM:

1. Mr. Cheng Shu Wing retired as an Independent Non-executive Director and ceased the chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee; and
2. Dr. Chan Yuk Mau Eddie has been appointed as the chairman of the Nomination Committee.

Mr. Cheng has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Cheng for his valuable contribution to the Company during his tenure of office.

By Order of the Board
Chan Chi Hon
Company Secretary

Hong Kong, 21 August 2025

As at the date of this announcement and after the above change of director, 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. Law Brian Chung Nin Ms. Lin Kit Yee Anna and Dr. Chan Yuk Mau Eddie.