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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)

Website: <http://www.texwinca.com/>

RE-DESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS; AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Board announces that:

1. Dr. Chan Yuk Mau Eddie will be re-designated from an Independent Non-executive Director of the Company to a Senior Advisor to the Board. In connection with this re-designation, he has tendered his resignation as an Independent Non-executive Director and will cease to be the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee of the Company, with effect from 29 January 2026. His appointment as Senior Advisor to the Board will take effect on 30 January 2026.
2. Mr. Lee Wai Yip Alvin will be appointed as an Independent Non-executive Director, the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee of the Company with effect from 29 January 2026.

The board of directors (the “Board”) of Texwinca Holdings Limited (the “Company”, and together with its subsidiaries, the “Group”) hereby announces that:

1. Re-designation from Independent Non-executive Director to Senior Advisor to the Board

Dr. Chan Yuk Mau Eddie (“Dr. Chan”) has made valuable contributions to the Group through his professional expertise and extensive practical experience in the textile and apparel industry during his tenure as an Independent Non-executive Director. The management of the Group cordially invites Dr. Chan to assume the role of Senior Advisor to the Board. In this new capacity, Dr. Chan will continue to leverage his professional acumen to provide the Board with forward-looking and in-depth advice on the Group’s business and strategic development, and further strengthening and expanding the Group’s textile and garment business.

** For identification purposes only*

Accordingly, Dr. Chan will be re-designated from an Independent Non-executive Director of the Company to a Senior Advisor to the Board. In connection with this re-designation, he has tendered his resignation as an Independent Non-executive Director with effect from 29 January 2026 and will cease to be the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee of the Company on the same date. His appointment as Senior Advisor to the Board will take effect on 30 January 2026.

Dr. Chan has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation of Independent Non-executive Director that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Dr. Chan for his contributions to the Company during his tenure as an Independent Non-executive Director, and extends its welcome to him on his new appointment as Senior Advisor to the Board.

2. Appointment of Independent Non-executive Director

Mr. Lee Wai Yip Alvin (“Mr. Lee”) will be appointed as an Independent Non-executive Director, the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee of the Company with effect from 29 January 2026.

Mr. Lee, aged 47, has been the chief executive officer of Armitage Technologies Limited since 2011 and has over 20 years of experience in the information technology industry. He holds a Degree of Bachelor of Science in Business Administration (Management) from San Jose State University in the United States of America. Mr. Lee is an independent non-executive director of Cosmos Machinery Enterprises Limited (listed on the Hong Kong Stock Exchange). He also serves as the chairman of Hong Kong Electronics & Technologies Association, a member of the Information & Communications Technology Services Advisory Committee of the Hong Kong Trade Development Council, a member of the Departmental Advisory Committee of the Department of Electrical Engineering of City University of Hong Kong, and a member of the Electronics and Telecommunications Training Board of the Vocational Training Council.

Save as disclosed above, Mr. Lee 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, Mr. Lee 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 Mr. Lee. The length of service with the Company will commence from 29 January 2026 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. Mr. Lee 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 Mr. Lee is the director's fee. Mr. Lee will receive a director's fee of HK\$570,000 per annum (subject to proration for any incomplete year of service). The director's fee is determined with reference to his background, qualifications, experience, duties and responsibilities in the Company as an Independent Non-executive Director and is fixed by the Board as authorised by the shareholders at each annual general meeting of the Company.

Mr. Lee 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 (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 Mr. Lee's appointment.

The Board would like to welcome Mr. Lee to the Board.

3. Changes in the Composition of Board Committees

Following Dr. Chan's resignation as Independent Non-executive Director, Mr. Lee will succeed Dr. Chan to act as the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee of the Company on the same date.

The respective Board Committee will comprise of the following members commencing from 29 January 2026:

Audit Committee

Law Brian Chung Nin (*Chairman*)

Lin Kit Yee Anna

Lee Wai Yip Alvin

Nomination Committee

Lee Wai Yip Alvin (*Chairman*)

Law Brian Chung Nin

Lin Kit Yee Anna

Ho Lai Hong

Remuneration Committee

Lin Kit Yee Anna (*Chairman*)

Law Brian Chung Nin

Lee Wai Yip Alvin

Ho Lai Hong

On behalf of the Board
Poon Bun Chak
Executive Chairman

Hong Kong, 26 January 2026

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. Law Brian Chung Nin, Ms. Lin Kit Yee Anna and Dr. Chan Yuk Mau Eddie.