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世 紀 金 花

CENTURY GINWA RETAIL HOLDINGS LIMITED

世紀金花商業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 162)

RESIGNATION OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTORS AND NON-COMPLIANCE WITH THE LISTING RULES

RESIGNATION OF DIRECTORS

The board (the "**Board**") of directors (the "**Director(s)**") of Century Ginwa Retail Holdings Limited (the "**Company**") announced that Mr. Chen Shuai ("**Mr. Chen**"), Ms. Song Hong ("**Ms. Song**") and Mr. Ruan Xiaofeng ("**Mr. Ruan**") have resigned as a non-executive Director and independent non-executive Directors respectively due to personal work arrangements, with effect from 30 June 2026. Following their resignation, Mr. Chen, Ms. Song and Mr. Ruan have ceased to hold positions on the relevant Board committees of the Company. Specifically, Mr. Chen has ceased to be a member of each of the nomination committee (the "**Nomination Committee**"), the audit committee (the "**Audit Committee**") and the remuneration committee (the "**Remuneration Committee**") of the Company. Ms. Song has ceased to be a member of the Nomination Committee. Mr. Ruan has ceased to be the chairman of the Remuneration Committee, and a member of each of the Nomination Committee and the Audit Committee.

Each of Mr. Chen, Ms. Song and Mr. Ruan has confirmed that they have no disagreement with the Board, and there are no other matters related to their resignation that need to be brought to the attention of the shareholders of the Company (the "**Shareholders**") and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The Board would like to take this opportunity to extend its sincere gratitude to Mr. Chen for his valuable contributions to the development of the Company during his tenure as a non-executive Director, and to Ms. Song and Mr. Ruan for their valuable contributions during their tenure as independent non-executive Directors.

NON-COMPLIANCE WITH THE LISTING RULES

Following the resignation of Ms. Song and Mr. Ruan, the number of independent non-executive Directors of the Board currently falls below three as required under Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), and the proportion of the number of the Board members is also less than one-third as required under Rule 3.10A of the Listing Rules.

Pursuant to Rule 3.21 of the Listing Rules, the Audit Committee shall comprise at least three members. Following the resignation of Mr. Chen and Mr. Ruan, the number of members of the Audit Committee decreases from three to one, falling below the minimum number as required under Rule 3.21 of the Listing Rules.

Pursuant to Rule 3.25 of the Listing Rules, the Remuneration Committee shall be chaired by an independent non-executive Director, and a majority of its members shall be independent non-executive Directors. Following the resignation of Mr. Ruan and Mr. Chen, the Remuneration Committee has no chairperson and is composed of only one independent non-executive Director.

Pursuant to Rule 3.27A of the Listing Rules, the Nomination Committee shall comprise a majority of independent non-executive Directors. Following the resignation of Mr. Chen, Ms. Song and Mr. Ruan, the number of members of the Nomination Committee falls below the requirement under Rule 3.27A of the Listing Rules that independent non-executive Directors shall constitute a majority.

In accordance with code provision B.3.5 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, the Nomination Committee shall appoint at least one member of a different gender. Following the resignation of Ms. Song, there is no director of a different gender on the Nomination Committee.

The Company will actively identify suitable candidates as soon as possible to fill the vacancies for relevant Directors and the Board committees, so as to comply with the above requirements of the Listing Rules as soon as practicable (and in any event within three months after being unable to meet such requirements), and will publish further announcement(s) to inform the Shareholders in due course.

By order of the Board
Century Ginwa Retail Holdings Limited
Ma Wenzhong
Chairman

Hong Kong, 30 June 2026

As at the date of this announcement, the Board comprises four executive Directors, being Mr. Ma Wenzhong, Mr. Choon Hoi Kit Edwin, Ms. Wan Qing and Ms. Zhang Wei; one non-executive Director, being Mr. Huang Zhihua, and one independent non-executive Director, being Mr. Tsang Kwok Wai.