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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)

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
CHANGE OF COMPOSITION OF BOARD COMMITTEES
AND
COMPLIANCE WITH THE LISTING RULES**

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Century Ginwa Retail Holdings Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) hereby announces that Ms. Lyu Haiying (“**Ms. Lyu**”) has been appointed as an independent non-executive Director, a member of the nomination committee of the Company (the “**Nomination Committee**”), and the chairperson of the remuneration committee of the Company (the “**Remuneration Committee**”); Ms. Feng Ju (“**Ms. Feng**”) has been appointed as an independent non-executive Director and a member of the audit committee of the Company (the “**Audit Committee**”), with effect from 26 August 2026.

The biographical details of Ms. Lyu and Ms. Feng are set out below:

Ms. Lyu Haiying

Ms. Lyu Haiying, aged 47, has over 24 years of experience in corporate operation management and financial management. She is a professional holding certificates of Intermediate Engineer, Level 2 Human Resources Management Professional, and Intermediate Accountant in Mainland China. Ms. Lyu is currently the deputy general manager of Tengxu Energy Construction Group Co., Ltd.* (騰旭能源建設集團有限公司). In her early career, she was deeply involved in the frontline of the market, taking full responsibility for project development, bidding, settlement, and payment collection management. In recent years, she has coordinated the group's internal control, finance, human resources, legal affairs, and strategic management, leading the establishment of the corporate system framework, tax planning, and analysis of major operational decisions. With a multidisciplinary professional background in finance, human resources, and operations, as well as practical experience in high-level corporate governance, she can independently conduct professional supervision and provide recommendations on the Company's financial compliance, internal control, risk management, business strategy, and human resources governance. She will be able to fulfill her duties as an independent non-executive Director from an objective third-party perspective, facilitating the improvement of the Company's governance, controlling operational risks, and protecting the legitimate rights and interests of all shareholders.

Save as disclosed above, as at the date of this announcement, Ms. Lyu confirmed that (i) she did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas during the three years immediately preceding the date of this announcement; and (ii) she does not hold any other position in the Company and other members of the Group, nor does she possess any other major appointments or professional qualifications.

Ms. Lyu has entered into a letter of appointment as an independent non-executive Director with the Company for an initial term of three years commencing from 26 August 2026. She is subject to retirement and re-election at the next annual general meeting of the Company and thereafter subject to retirement by rotation in accordance with the bye-laws of the Company. Ms. Lyu is entitled to an annual director's fee of RMB100,000, which was determined by the Board based on her qualifications, duties, and responsibilities, as well as the prevailing market conditions, with reference to the recommendation of the Remuneration Committee.

Ms. Feng Ju

Ms. Feng Ju, aged 50, holds a Doctor of Laws degree and was awarded the Legal Professional Qualification (Class A) by the Ministry of Justice of China. In September 2021, she obtained the Independent Director Qualification Certificate for Listed Companies from the Shenzhen Stock Exchange. She possesses over 20 years of a multidisciplinary career path spanning judicial adjudication, corporate risk control, capital investment, and legal services. In her early career, she served in the Shaanxi Provincial Contingent of the Chinese People's Armed Police Force and the Shaanxi Provincial Higher People's Court, where she was responsible for the trial of many major cases and spearheaded the digitalization of trial management. Multiple legal research papers authored by her have been published in core journals of the Chinese Social Sciences Citation Index (CSSCI), and several of her judicial research achievements have been commended by the Supreme People's Court. She also served as the vice president of a large investment group, fully coordinating legal affairs, risk control, engineering, and financial auditing. She is currently a practicing attorney at Shaanxi Wang Bingsen Law Firm, long serving large state-owned enterprises and private enterprises, and is proficient in commercial compliance as well as investment and financing risk management. She can provide multi-dimensional professional recommendations to the Board regarding legal compliance, risk prevention and control, and capital operations, effectively safeguarding the legitimate rights and interests of the Company and all shareholders.

Save as disclosed above, as at the date of this announcement, Ms. Feng confirmed that (i) she did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas during the three years immediately preceding the date of this announcement; and (ii) she does not hold any other position in the Company and other members of the Group, nor does she possess any other major appointments or professional qualifications.

Ms. Feng has entered into a letter of appointment as an independent non-executive Director with the Company for an initial term of three years commencing from 26 August 2026. She is subject to retirement and re-election at the next annual general meeting of the Company and thereafter subject to retirement by rotation in accordance with the bye-laws of the Company. Ms. Feng is entitled to an annual director's fee of HK\$120,000, which was determined by the Board based on her qualifications, duties, and responsibilities, as well as the prevailing market conditions, with reference to the recommendation of the Remuneration Committee.

Save as disclosed in this announcement, as at the date of this announcement, neither Ms. Lyu nor Ms. Feng has any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company; and neither Ms. Lyu nor Ms. Feng has 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).

Save as disclosed in this announcement, as at the date of this announcement, there are no other matters relating to the appointments of Ms. Lyu and Ms. Feng that need to be brought to the attention of the shareholders of the Company, nor is there any other information required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

In addition, each of Ms. Lyu and Ms. Feng has confirmed that (i) she meets all the criteria regarding independence as set out in Rule 3.13 of the Listing Rules; (ii) she has no past or present financial or other interests in the business of the Company or its subsidiaries, and has no connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her proposed appointment.

The Board would like to take this opportunity to warmly welcome Ms. Lyu and Ms. Feng for joining the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board currently has three board committees, namely the Nomination Committee, the Remuneration Committee, and the Audit Committee. In order to comply with the relevant provisions of the Listing Rules regarding the number of members, proportion of independent non-executive Directors, and gender diversity of each Board committee, the Board has decided to make corresponding adjustments to the members of each Board committee with effect from 26 August 2026 (i.e., the effective date of the appointments of the above independent non-executive Directors). Following the adjustments, the members of each committee are listed below:

Nomination Committee

Composition after adjustment: Ma Wenzhong (Chairperson), Lyu Haiying, Tsang Kwok Wai

Remuneration Committee

Composition after adjustment: Lyu Haiying (Chairperson), Zhang Wei, Tsang Kwok Wai

Audit Committee

Composition after adjustment: Tsang Kwok Wai (Chairperson), Huang Zhihua, Feng Ju

COMPLIANCE WITH THE LISTING RULES

Immediately following the effective date of the above appointments, the composition of the Board and each board committee has been adjusted accordingly. The Board considers that, following these appointments, the Company has re-complied with the relevant requirements under Rules 3.10(1), 3.10A, 3.21, 3.25, and 3.27A of the Listing Rules, as well as Paragraph B.3.5 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, regarding the number of independent non-executive Directors and the compositions of the Audit Committee, Remuneration Committee and Nomination Committee.

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

Hong Kong, 26 August 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 three independent non-executive Directors, being Mr. Tsang Kwok Wai, Ms. Lyu Haiying and Ms. Feng Ju.

* *For identification purposes only*