

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 A NON-EXECUTIVE DIRECTOR
AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

APPOINTMENT OF A NON-EXECUTIVE DIRECTOR

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 Mr. Sun Changyu (孫昌宇) (“**Mr. Sun**”) has been appointed as a non-executive Director, a member of the remuneration committee of the Company (“**Remuneration Committee**”) and a member of the audit committee of the Company (“**Audit Committee**”), with effect from 23 October 2026.

The biographical details of Mr. Sun Changyu are set out as follows:

Mr. Sun Changyu

Mr. Sun Changyu, aged 56, holds a doctoral degree. He holds a bachelor’s degree in applied physics from Tsinghua University, a Master of Business Administration (MBA) degree and a doctorate in industrial economics from Zhongnan University of Economics and Law. He joined Hony Capital (a series of private equity investment funds, together with their respective management companies/general partners, collectively referred to as “**Hony Capital**”) in 2011 and is currently a managing director and general manager of the Investment Management Department of Hony Capital, responsible for the strategic resource allocation and comprehensive management of the various investment business segments of the group. Prior to joining Hony Capital, he served successively as an assistant general manager of the Information Technology Department of the Hainan Branch of China Construction Bank (中國建設銀行海南省分行) (during which he was seconded to serve as a vice president of the Lingshui County Sub-branch of China Construction Bank in Hainan Province (中國建設銀行海南省陵水縣支行)), a general manager of Beijing Tongjian Anti-counterfeiting Technology Co., Ltd. (北京通鑒防偽科技有限公司), and the head of the RMB Investment Management Division and the Project Management Division of the Investment

Management Department of China Life Insurance Company Limited. Mr. Sun served as a non-executive director of COFCO Capital Holdings Co., Ltd., (a company listed on the Shenzhen Stock Exchange, stock code: 002423), from March 2019 to November 2025. Mr. Sun has served as a non-executive Director of Hospital Corporation of China Limited (a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), stock code: 3869) since September 2026; he has served as a non-executive director of Xikang Cloud Hospital Holdings Inc. (a company listed on the Stock Exchange, stock code: 9686) since September 2026.

Save as disclosed above, as at the date of this announcement, Mr. Sun has confirmed that (i) he 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) he does not hold any other positions in the Company or other members of the Group, nor does he possess any other major appointments or professional qualifications.

Mr. Sun has entered into a service contract as a non-executive Director with the Company for a term of three years commencing from 23 October 2026. He 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. Mr. Sun will not receive any Director’s fee or remuneration from the Company.

Mr. Sun has obtained legal advice pursuant to the requirements of Rule 3.09D of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), and has confirmed that he understands his responsibilities as a Director.

Save as disclosed in this announcement, as at the date of this announcement, Mr. Sun does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and Mr. Sun does not have any interest 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 appointment of Mr. Sun that need to be brought to the attention of the shareholders of the Company, and there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The Board hereby expresses its warmest welcome to Mr. Sun on joining the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board currently has three Board committees, namely the nomination committee (the “**Nomination Committee**”), the Remuneration Committee and the Audit Committee. Ms. Zhang Wei and Mr. Huang Zhihua have ceased to be members of the Remuneration Committee and the Audit Committee, respectively, both with effect from 23 October 2026. The Board has decided to make corresponding adjustments to each of the members of the Remuneration Committee and the Audit Committee with effect from 23 October 2026 (being the date on which the above-mentioned appointment of the non-executive Director and the resignation of Board committee members take effect). In addition, following the adjustments, the members of each Board committee are set out as follows:

Nomination Committee

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

Remuneration Committee

Members after adjustment: Lyu Haiying (Chairperson), Sun Changyu, Tsang Kwok Wai

Audit Committee

Members after adjustment: Tsang Kwok Wai (Chairperson), Sun Changyu, Feng Ju

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

Hong Kong, 23 October 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; two non-executive Directors, being Mr. Huang Zhihua and Mr. Sun Changyu; and three independent non-executive Directors, being Mr. Tsang Kwok Wai, Ms. Lyu Haiying and Ms. Feng Ju.