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## **Winning Tower Group Holdings Limited**

### **運興泰集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8362)**

## **CHANGE OF NON-EXECUTIVE DIRECTOR**

The Board would like to announce that:

- (1) Mr. Zhong Yuhua has been appointed as a non-executive Director with effect from 29 June 2024; and
- (2) Mr. Wong Wang Leong resigned as a non-executive Director with effect from 28 June 2024.

## **APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Winning Tower Group Holdings Limited (the “**Company**”) is pleased to announce that Mr. Zhong Yuhua (“**Mr. Zhong**”) has been appointed as a non-executive Director with effect from 29 June 2024. The biographical details of Mr. Zhong are set out below:

### **Mr. Zhong Yuhua (鍾育華)**

Mr. Zhong, aged 51, has over 20 years of experience in the food processing and trading industry. Throughout his career in the industry, Mr. Zhong has accumulated extensive experience in the management of food-related business.

Mr. Zhong has been the general manager of Guangzhou City Ge Yun Trading Company Limited\* (廣州市戈雲貿易有限公司) (“**Guangzhou Ge Yun**”), which was established in the PRC in 2001 and is a supplier of frozen vegetable and frozen raw meat products based in Guangzhou, the PRC. He is also currently the general manager of certain group companies of Guangzhou Ge Yun, which carry out various business activities in the industry, ranging from food storage and frozen food delivery, meat and vegetable processing, trading of food and related products.

\* For identification purpose only

Mr. Zhong is also a shareholder of Guangzhou Ge Yun, a related party of the Group. The relevant related party transactions for the two years ended 31 March 2023 and 31 March 2024 were disclosed in the Note 22 of the latest annual report of the Company. Mr. Zhong is the spouse of Ms. Ou Honglian (“**Ms. Ou**”), who is a non-executive director and a substantial shareholder of the Company. As at the date of this announcement, Keyview Ventures Limited (“**Keyview Ventures**”) holds 1,050,000,000 Shares which represents 75% of the total issued share capital of the Company, and Keyview Ventures is in turn owned as to 38% by Mr. Zhong, 32% by Ms. Ou, 30% in aggregate by other family members of Mr. Zhong. By virtue of Part XV of the SFO, Mr. Zhong is deemed to be interested in all the 1,050,000,000 Shares held by Keyview Ventures.

Set out below are business entities or companies (the “**Entities**”) established in the PRC which were dissolved during the period when Mr. Zhong was a director, supervisor, legal representative and/or management:

<b>Name of company</b>	<b>Nature of business before dissolution</b>	<b>Nature of dissolution proceeding</b>
Guangzhou Weiyong Trading Co., Ltd.* (“ <b>Guangzhou Weiyong</b> ”) (廣州威詠貿易有限公司)	Wholesale of clothing products	Revocation without cancellation
Guangzhou Qiandao Food Co., Ltd.* (廣州市千島美食有限公司)	Trading of food products	Cancellation
Dongguan Humen Zhunhan Fashion Factory* (東莞市虎門准漢時裝廠)	Production and sales of garment products	Cancellation
Winning Tower (Shenzhen) Trading Limited (“ <b>Winning Tower Shenzhen</b> ”) (運興泰(深圳)貿易有限公司) <sup>(Note)</sup>	Import and trading of food products	Cancellation

*Note: On 18 December 2015, Winning Tower Limited ceased to have any interest in Winning Tower (Shenzhen).*

As confirmed by Mr. Zhong, Guangzhou Weiyong was solvent and in compliance with all relevant laws and regulations immediately before its revocation and so far as he was aware, the revocation of Guangzhou Weiyong has not resulted in any liability or obligation being imposed against him. As confirmed by Mr. Zhong, Guangzhou Weiyong whose business licence had been revoked had no actual business operations at the material time and was at a non-operation status.

\* For identification purpose only

As for the Entities that have been cancelled (“**Cancelled Entities**”), Mr. Zhong further confirmed that (i) the cancellation were made voluntarily by way of submitting application to the relevant authority in the PRC because the Cancelled Entities had ceased to carry on business or operation; (ii) there have been no claims against him in relation to the abovementioned Cancelled Entities; (iii) the abovementioned Cancelled Entities were solvent and had no outstanding liability before or at the time of being cancelled; and (iv) the abovementioned Cancelled Entities have not been involved in any material non-compliant incidents, claims, litigation or legal proceedings.

Mr. Zhong entered into a letter of appointment with the Company for a term of three years commencing from 29 June 2024. Mr. Zhong is subject to retirement and re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the articles of association of the Company. Mr. Zhong is entitled to a director’s annual remuneration of HK\$120,000 which is determined by the Board with reference to the recommendation of the remuneration committee of the Company based on his qualifications, experience and the prevailing market conditions.

Save as disclosed herein, as at the date of this announcement, (i) Mr. Zhong does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management or substantial or controlling shareholders (having the meaning ascribed to it in the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)) of the Company; (ii) Mr. Zhong has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) Mr. Zhong does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Future Ordinance (Chapter 571 of the laws of Hong Kong); and (iv) there is no other information relating to the appointment of Mr. Zhong that needs to be brought to the attention to the shareholders of the Company (the “**Shareholders**”) nor is there any information relating to Mr. Zhong that is required to be disclosed pursuant Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

The Company would like to take this opportunity to welcome Mr. Zhong for joining the Board.

## **RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. Wong Wang Leong (“**Mr. Wong**”) has resigned as a non-executive Director with effect from 28 June 2024, as he has other business engagements which require more of his attention and dedication.

Mr. Wong confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its appreciation to Mr. Wong for his valuable contributions towards the Company during his tenure of office.

By order of the Board  
**Winning Tower Group Holdings Limited**  
**Lai King Wah**  
*Chairman and Executive Director*

Hong Kong, 29 June 2024

*As at the date of this announcement, the executive Directors are Mr. Lai King Wah, Mr. Lai Ho Yin Eldon and Mr. Ho Timothy Kin Wah; the non-executive Directors are Mr. Yu Ting Hei, Ms. Ou Honglian and Mr. Zhong Yuhua; and the independent non-executive Directors are Mr. Chau Chun Wai, Mr. Lo Sun Tong and Mr. Lam Lai Kiu Kelvin.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <https://www.hkexnews.hk> for at least 7 days from the date of its publication and on the website of the Company at [www.wtgl.hk](http://www.wtgl.hk).*