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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)

ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Independent Financial Adviser to the Independent Board Committee

MESSIS 大有融資

This announcement is made pursuant to Rule 2.1 of the Takeovers Code. References are made to the announcement dated 1 February 2024 jointly issued by Winning Tower Group Holdings Limited (the “**Company**”) and Mr. Zhong Yuhua, Ms. Ou Honglian, Mr. Zhong Juzhi and Mr. Zhong Rongzhi in relation to, among other things, the Offer (the “**Joint Announcement**”). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Joint Announcement.

The Board would like to announce that the Independent Board Committee comprising Mr. Chau Chun Wai, Mr. Lo Sun Tong and Mr. Lam Lai Kiu Kelvin, each an independent non-executive Director, has been established to advise the Independent Shareholders as to whether the Offer is fair and reasonable and whether the Offer is in the interests of the Independent Shareholders as a whole and as to the acceptance of the Offer.

Messis Capital Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, has been appointed as the Independent Financial Adviser to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer. Such appointment has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

The letter of advice from Messis Capital Limited and the recommendation of the Independent Board Committee will be included in the Composite Document relating to the Offer.

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

Hong Kong, 6 February 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, Mr. Wong Wang Leong and Ms. Ou Honglian; and the independent non-executive Directors are Mr. Chau Chun Wai, Mr. Lo Sun Tong and Mr. Lam Lai Kiu Kelvin.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.

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