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**WINOX**

**Winox Holdings Limited**

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

**(Stock code: 6838)**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
MEMBER OF AUDIT COMMITTEE, NOMINATION COMMITTEE, AND  
REMUNERATION COMMITTEE; AND  
APPOINTMENT OF EXECUTIVE DIRECTORS**

The Board announces that with effect from 24 March 2015:

1. Mr. Ma Weihua has resigned as an independent non-executive director, a member of Audit Committee, Nomination Committee, and Remuneration Committee of the Company due to his other business engagements;
2. Mr. Wu Ming Lam has been appointed as an independent non-executive director, a member of Audit Committee, Nomination Committee, and Remuneration Committee of the Company; and
3. Mr. Li Chin Keung and Ms. Yiu Ho Ting have been appointed as executive directors of the Company.

**RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR, MEMBER OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND  
REMUNERATION COMMITTEE**

The board of directors (the “**Board**”) of Winox Holdings Limited (the “**Company**”) is pleased to announce that Mr. Ma Weihua (“**Mr. Ma**”) has resigned as an independent non-executive director, a member of Audit Committee, Nomination Committee and Remuneration Committee of the Company due to his other business engagements, with effect from 24 March 2015.

Mr. Ma has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to his resignation.

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

The Board is pleased to announce that Mr. Wu Ming Lam (“**Mr. Wu**”) has been appointed as an independent non-executive director, a member of Audit Committee, Nomination Committee, and Remuneration Committee of the Company, with effect from 24 March 2015.

Mr. Wu, aged 68, has more than 30 years of experience in the industry of industrial products manufacturing. Mr. Wu has founded a number of corporations engaging in industrial production and investment business in Hong Kong since 1976. Currently, he serves as a director in Full Tat Company Limited, Cadillac Enterprises Limited, Roysun Development Company Limited, Cearns Co., Limited, Kowloon Spring Factory Limited, and Eastern Rainbow Precision Limited, and is in charge of resources management for those corporations, and participates in the development of company’s strategies.

Mr. Wu has entered into an appointment letter with the Company as an independent non-executive director of the Company, for a term of three years with effect from 24 March 2015. According to the appointment letter, Mr. Wu will receive an annual salary of HK\$180,000 which was determined by reference to factors including his duties and responsibilities with the Company, the prevailing market conditions, and the performance of the Company.

Save as disclosed herein, as at the date of this announcement, (a) Mr. Wu has not held any directorships in any other listed companies in the last three years; (b) Mr. Wu does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (c) Mr. Wu does not hold other positions in the Company and its subsidiaries; (d) Mr. Wu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong; and (e) there are no other matters concerning Mr. Wu that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange.

## **APPOINTMENT OF EXECUTIVE DIRECTORS**

The Board is pleased to announce that Mr. Li Chin Keung (“**Mr. Li**”) and Ms. Yiu Ho Ting (“**Ms. Yiu**”) have been appointed as executive directors of the Company, with effect from 24 March 2015.

Mr. Li, aged 46, has been the general manager of Winox Enterprise Company Limited (“**Winox Enterprise**”) and Winox Watch Manufactory (Dongguan) Limited (“**Winox Watch**”), both being the wholly-owned subsidiaries of the Company, since July 2010, in charge of overall management of the Group. Mr. Li is also the general manager of Winox Management Limited, Bo Luo Ming Fung Kitchen Appliance Manufacturing Limited, Huizhou Fengcai Precious Metal Manufacturing Limited and Shengfeng Precision Manufacturing (Huizhou) Company Limited, all being the wholly-owned subsidiaries of the Company. Mr. Li joined Stelux Industries Limited in 1991 and held various positions during his tenure there including computer programmer, production material control manager, manager of sales department, assistant general manager, and assistant manager of logistics department. Mr. Li joined the Group in 1999 and was responsible for the production and administration of the Group. He was the deputy general manager of Winox Manufacturing Company Limited for the period from October 1999 to March 2005. Mr. Li took the position of sales manager from April 2005 to December 2007, and was responsible for the European jewellery and related accessories markets, and successfully opened up the European leading brand market for the Company. Mr.

Li was then transferred to Winox Enterprise as a sales manager from January 2008 to August 2008. During the period from August 2008 to June 2010, Mr. Li was appointed as an assistant general manager of Winox Enterprise. In July 2010, he was promoted to the general manager of Winox Enterprise and Winox Watch. Mr. Li graduated from The Hong Kong Polytechnic University with a Diploma in Industrial and Operations Management in November 1998 and is the holder of the Diploma in Computing Studies (Technical Applications) awarded by Chai Wan Technical Institute of the Vocational Training Council in September 1991.

Mr. Li has entered into a service contract with the Company as an executive director of the Company, for a term of three years from 24 March 2015. According to the service contract, Mr. Li will receive an annual salary of HK\$840,000 and a discretionary bonus at the discretion by the Board, which was determined by reference to factors including his duties and responsibilities with the Company, the prevailing market conditions, and the performance of the Company.

As at the date of this announcement, Mr. Li has an interest of approximately 8.82% of the entire issued share capital of Winholme Holdings Limited which holds 42,500,000 shares of the Company, representing approximately 8.50% of the entire issued share capital of the Company. In addition, Ms. Cheung Wing Yan, the wife of Mr. Li, holds 804,000 shares of the Company, representing approximately 0.16% of the entire issued share capital of the Company. By virtue of the Securities and Futures Ordinance, such interest is deemed to be the interest owned by Mr. Li, within the meaning of Part XV of the Securities and Future Ordinance.

Save as disclosed herein, as at the date of this announcement, (a) Mr. Li has not held any directorships in any other listed companies in the last three years; (b) Mr. Li does not have any relationship with the directors, senior management or substantial or controlling shareholders of the Company; (c) Mr. Li does not hold other positions in the Company and its subsidiaries; (d) Mr. Li does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong; and (e) there are no other matters concerning Mr. Li that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange.

Ms. Yiu, aged 29, graduated from the Imperial College London, the United Kingdom, and obtained a Master's degree in Mechanical Engineering. Ms. Yiu joined the Group in 2011, serving as an assistant manager of human resources and administration department. Currently, she is mainly responsible for the human resources and internal operations management of the Group. Before joining the Group, she worked in a real estate company for two years, in charge of the internal operations management.

Ms. Yiu has entered into a service contract with the Company as an executive director of the Company, for a term of three years from 24 March 2015. According to the service contract, Ms. Yiu will receive an annual salary of HK\$480,000 and a discretionary bonus at the discretion by the Board, which was determined by reference to factors including her duties and responsibilities with the Company, the prevailing market conditions, and the performance of the Company.

Ms. Yiu is the daughter of Mr. Yiu Hon Ming, the chairman and general manager of the Company, and Ms. Law Wai Ping, an executive director of the Company. Mr. Yiu Hon Ming and Ms. Law Wai Ping are also the controlling shareholders of the Company. As at date of this announcement, Ms. Yiu holds 2,990,000 shares of the Company, representing approximately

0.60% of the entire issued share capital of the Company. In addition, Ms. Yiu and her husband Mr. Cheung Chi Yen jointly hold 1,018,000 shares of the Company, representing approximately 0.20% of the entire issued share capital of the Company. By virtue of the Securities and Futures Ordinance, such interest is deemed to be the interest owned by Ms. Yiu within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, as at the date of this announcement, (a) Ms. Yiu has not held any directorships in any other listed companies in the last three years; (b) Ms. Yiu does not have any relationship with the directors, senior management or substantial or controlling shareholders of the Company; (c) Ms. Yiu does not hold other positions in the Company and its subsidiaries; (d) Ms. Yiu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong; and (e) there are no other matters concerning Ms. Yiu that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange.

The Board would like to express its appreciation to Mr. Ma for his contribution to the Company during his tenure of service, and welcome Mr. Wu, Mr. Li and Ms. Yiu for joining the Board.

By Order of the Board  
**Yiu Hon Ming**  
*Chairman and Managing Director*

Hong Kong, 23 March 2015

*As at the date of this announcement, the Board of the Company comprises (a) three executive directors, namely, Mr. Yiu Hon Ming, Ms. Law Wai Ping and Mr. Chau Kam Wing Donald; (b) one non-executive director, namely, Mr. Au Wai Ming; and (c) three independent non-executive directors, namely, Mr. Carson Wen, Prof. Wong Lung Tak Patrick and Mr. Ma Weihua.*