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Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 30 January 2015 (the “**Prospectus**”) issued by Winto Group (Holdings) Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

**Winto Group (Holdings) Limited**  
**惠陶集團(控股)有限公司**  
(Incorporated in Cayman Islands with limited liability)

**LISTING ON THE GROWTH ENTERPRISE MARKET OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED  
BY WAY OF PLACING**

**Number of Placing Shares : 180,000,000 Shares, comprising 120,000,000  
New Shares and 60,000,000 Sale Shares**  
**Placing Price : Not more than HK\$0.42 per Placing Share  
and expected to be not less than HK\$0.35  
per Placing Share (payable in full upon  
application and subject to refund, plus  
brokerage fee of 1%, SFC transaction levy  
of 0.0027% and Stock Exchange trading fee  
of 0.005%)**  
**Nominal value : HK\$0.01 per Share**  
**Board lot : 8,000 Shares**  
**GEM Stock code : 8238**

**Joint Sponsors**



**Sole Bookrunner and Joint Lead Manager**



**Joint Lead Manager**



Printed copies of the Prospectus are available, for information purposes only, at the offices of (i) VC Capital and VC Brokerage Limited at 28th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong, and (ii) Ample Capital and Ample Orient Capital Limited at Unit A, 14th Floor, Two Chinachem Plaza, 135 Des Voeux Road Central, Central, Hong Kong from 5:00 p.m. to 6:00 p.m. on 30 January 2015 and during normal office hours from 9:00 a.m. to 6:00 p.m. on business days from 2 February 2015 up to 16 February 2015 (both dates inclusive).

The Company is offering 120,000,000 New Shares and the Selling Shareholder is offering 60,000,000 Sale Shares for subscription/purchase by way of Placing at the Placing Price, on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus. It is expected that the Underwriters, on behalf of the Company and the Selling Shareholder, will conditionally place 180,000,000 Placing Shares at the Placing Price to selected individual, professional and institutional investors in Hong Kong. Shares will be traded in board lots of 8,000 Shares each.

Prospective investors of the Placing Shares should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreement by the Joint Lead Managers (for themselves and on behalf of the Underwriters) giving notice in writing to the Company upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” in the section headed “Underwriting” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Such events include, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, tsunami, explosion, epidemic, terrorism, strike or lock-out.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus. The Placing is conditional upon the fulfillment of the conditions set forth under the paragraph headed “Conditions of the Placing” in the section headed “Structure and conditions of the Placing” of the Prospectus. If the conditions of the Placing as mentioned therein have not been fulfilled or waived by the Joint Lead Managers prior to 8:00 a.m. on the Listing Date or such other date as the Joint Lead Managers (for themselves and on behalf of the Underwriters) may agree (which shall in any event not be later than the 30th day after 30 January 2015), the Placing will lapse and all monies received will be refunded to applicants of the Placing without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Exchange Website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at <http://oceanmediahk.com> on the next business day following the date of such lapse.

The Placing Price will not be more than HK\$0.42 per Placing Share and is currently expected to be not less than HK\$0.35 per Placing Share. The final Placing Price will fall within the indicative Placing Price range as stated in the Prospectus unless otherwise announced. The Placing Price is expected to be fixed by agreement between the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently scheduled on or before 10 February 2015. If the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) are unable to reach an agreement on the Placing Price by the Price Determination Date or such later date as agreed by the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters), the Placing will not become unconditional and will not proceed. In such event, the Company will issue an announcement to be published on the Exchange Website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at <http://oceanmediahk.com>. All share

certificates will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

The Company has applied to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Placing and any new Shares which may be allotted and issued pursuant to the exercise of any options granted or which may be granted under the Share Option Scheme. All necessary arrangements have also been made for the Shares to be admitted into CCASS. If the Stock Exchange grants the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus on GEM, and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

**No receipt will be issued for subscription monies paid. The Company will not issue temporary documents of title.**

The announcement of the level of indications of interest in the Placing, the final Placing Price and the basis of allocation of the Placing Shares will be published on the Exchange Website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at <http://oceanmediahk.com> on 13 February 2015.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on 16 February 2015. Shares will be traded in board lots of 8,000 Shares each. The GEM stock code for the Shares is 8238.

By order of the Board  
**Winto Group (Holdings) Limited**  
**Kwan Shun Keung, Timmy**  
*Chairman and executive Director*

*Executive Directors:*

Kwan Shun Keung, Timmy  
Yip Tsz Lam

*Non-executive Director:*

Tsang Hin Man, Terence

*Independent non-executive Directors:*

Lee Kwok Tung, Louis  
Tsang Ho Ka, Eugene  
Yu Chon Man

Hong Kong, 30 January 2015

*This announcement, for which all the Directors jointly and severally 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, (i) the information contained in this*

*announcement is accurate and complete in all material respects and not misleading or deceptive and (ii) there are no matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement and a copy of the Prospectus will remain on the Exchange Website at [www.hkexnews.hk](http://www.hkexnews.hk) and in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published and remains on the website of the Company at <http://oceanmediahk.com>.*