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Winto Group (Holdings) Limited

惠陶集團（控股）有限公司

(Incorporated in Cayman Islands with limited liability)

(stock code: 8238)

CLARIFICATION ANNOUNCEMENT

The Group announced that there was an inadvertent omission in the Prospectus in relation to the interest of the Pre-IPO Convertible Bondholders in the holding company of the 4th largest supplier of the Group for the eight months ended 31 August 2014.

Upon the conversion of the Pre-IPO Convertible Bonds on 29 January 2015, the Pre-IPO Convertible Bondholders became the Shareholders while they are also shareholders of the holding company, Blue Sky Power, of the 4th largest supplier of the Group for the eight months ended 31 August 2014.

As at the date of the Prospectus, Mr. Cheng Ming Kit was interested in 12.91% of the share capital of Blue Sky Power (comprising 12.38% shares of Blue Sky Power and 0.53% interest in share options of Blue Sky Power); and Mr. Wong Man Hin Charles held 1.92% of the issued shares of Blue Sky Power.

Save for the information disclosed in this clarification announcement, all the details contained in the Prospectus remain unchanged. The Directors are of the view that the clarification set out below is not material to the Placing; and (i) it is not a significant change affecting any matter contained in the Prospectus; or (ii) no significant new matter has arisen, the inclusion of information in respect of which would have been required to be in the Prospectus if it had arisen before the Prospectus was issued therefore no supplementary prospectus is required under GEM Listing Rule 14.24.

Reference is made to the prospectus (the “**Prospectus**”) of Winto Group (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 30 January 2015. Unless otherwise specified herein, all capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

The Board noted that there was inadvertent omission made in the Prospectus in relation to the interest of the Pre-IPO Convertible Bondholders in the holding company of the 4th largest supplier of the Group for the eight months ended 31 August 2014. Upon the conversion of the Pre-IPO Convertible Bonds on 29 January 2015, Grand Powerful (which is wholly owned by Mr. Cheng Ming Kit) and Mr. Wong Man Hin Charles became the Shareholders; and each of them will hold approximately 6.92% of the issued share capital of the Company immediately upon Listing. As at the date of the Prospectus, Mr. Cheng Ming Kit was interest in 12.91% of the share capital of Blue Sky Power Holdings Limited (stock code: 6828, “**Blue Sky Power**”, formerly known as China Print Power Group Limited) (comprising 12.38% shares of Blue Sky Power and 0.53% interest in share options of Blue Sky Power); and Mr. Wong Man Hin

Charles held 1.92% of the issued shares of Blue Sky Power. The 4th largest supplier of the Group for the eight months ended 31 August 2014 (the “**Printer**”) was a wholly-owned subsidiary of Blue Sky Power during the Track Record Period and remains a wholly-owned subsidiary of Blue Sky Power up to the date of this announcement.

On page 136 of the Prospectus, it was mentioned that “None of the Directors or their respective close associates or existing Shareholders who owns more than 5% of the issued share capital of the Company immediately following the completion of the Placing has any interest in any of the top five suppliers”. The Board would like to clarify that such statement should be read as “As at the date of this prospectus, Mr. Cheng Ming Kit and Mr. Wong Man Hin Charles respectively held 12.91% interest in (comprising 12.38% shares and 0.53% interest in share options) and 1.92% issued shares of Blue Sky Power Holdings Limited (stock code: 6828) which is the holding company of the 4th largest supplier of the Group for the eight months ended 31 August 2014. Save as disclosed, none of the Directors or their respective close associates or existing Shareholders who owns more than 5% of the issued share capital of the Company immediately following the completion of the Placing has any interest in any of the top five suppliers”.

On the third paragraph of page 86 of the Prospectus, it was mentioned that “To the best knowledge of the Directors, the beneficial owners of Grand Powerful and the Second Pre-IPO Convertible Bondholder did not have any past or present relationships (including, with limitation, family, trust, business, employment relationships) or any agreements, arrangements or understanding with the Group, shareholders, Directors or senior management and any of their respective associates; and each of them has been an Independent Third Party as at the Latest Practicable Date.” The Board would like to clarify such statement should read as “Save for the interest of Mr. Cheng Ming Kit and Mr. Wong Man Hin Charles in Blue Sky Power Holdings Limited (stock code: 6828) which is the holding company of the 4th largest supplier of the Group for the eight months ended 31 August 2014 as disclosed under the sub-section headed “Suppliers” of the “Business” section on page 136 of this prospectus, to the best knowledge of the Directors, the beneficial owners of Grand Powerful and the Second Pre-IPO Convertible Bondholder did not have any past or present relationships (including, with limitation, family, trust, business, employment relationships) or any agreements, arrangements or understanding with the Group, shareholders, Directors or senior management and any of their respective associates; and each of them has been an Independent Third Party as at the Latest Practicable Date.”

Save for the information disclosed above, all the details contained in the Prospectus remain unchanged. The inadvertent omission, do not, by themselves, render any other statements and information in the Prospectus inaccurate or misleading in any material respects nor did it materially impact the investors’ judgement of the business, financial and operating conditions of the Group or the suitability of listing of the Group.

The Directors are of the view that the clarification set out above is not material to the Placing and the Group as the interests of Mr. Cheng Ming Kit and Mr. Wong Man Hin Charles in Blue Sky Power do not affect the Printer's status as an Independent Third Party; and the printing charge paid to the Printer was immaterial, which amounted to HK\$0, HK\$0, approximately HK\$17,000 and HK\$77,000 representing nil, nil, approximately 0.9% and 5.0% of the total cost of sales of the Group for the three years ended 31 December 2013 and the eight months ended 31 August 2014 respectively; and has minimal impact on the Group's operating results during the Track Record Period. The Directors are of the view that the clarification set out above (i) is not a significant change affecting any matter contained in the Prospectus; or (ii) no significant new matter has arisen, the inclusion of information in respect of which would have been required to be in the Prospectus if it had arisen before the Prospectus was issued, and therefore no supplementary prospectus is required under GEM Listing Rule 14.24.

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

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, 5 February 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 Stock Exchange Website at 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>.