

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**”).

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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 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 the 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 Placing Shares comprising  
120,000,000 New Shares and 60,000,000  
Sale Shares**

**Placing Price : HK\$0.37 per Placing Share, excluding  
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**



- The Placing Price is determined at HK\$0.37 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).
- The 180,000,000 Placing Shares offered by the Company and the Selling Shareholder (comprising 120,000,000 New Shares offered by the Company and 60,000,000 Sale Shares offered by the Selling Shareholder) under the Placing have been moderately over-subscribed by approximately 1.81 times.
- Pursuant to the Placing, 180,000,000 Placing Shares have been conditionally allocated to a total of 127 selected professional, institutional and other investors.
- Based on the Placing Price of HK\$0.37 per Placing share, the net proceeds to be received by the Company from the Placing, after deducting the total underwriting commission, fees and expenses relating to the Placing to be borne by the Company, are estimated to be approximately HK\$28.9 million.
- The Directors confirmed that to the best of their knowledge and belief, all places under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial Shareholders or existing Shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue. The Directors also confirmed that there will not be any new substantial Shareholder of the Company within the meaning of the GEM Listing Rules immediately after completion of the Placing and the Capitalisation Issue.
- Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 16 February 2015. Shares will be traded in board lots of 8,000 Shares each.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares in the secondary market. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **PLACING PRICE AND USE OF PROCEEDS**

Pursuant to the Price Determination Agreement entered into between the Company and the Joint Lead Managers on Friday, 6 February 2015, the Placing Price has been agreed at HK\$0.37 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

Based on the Placing Price of HK\$0.37 per Placing share, the net proceeds to be received by the Company from the Placing, after deducting the total underwriting commission, fees and expenses relating to the Placing to be borne by the Company, are estimated to be approximately HK\$28.9 million.

The Directors intend to apply the net proceeds of the Placing in accordance with the purposes set forth in the section “Future plans and use of proceeds” in the Prospectus in the following manner:

- (a) as to approximately HK\$4.3 million, representing approximately 15.0% of the net proceeds, for enhancing public awareness to the Group’s magazines;
- (b) as to approximately HK\$7.4 million, representing approximately 25.5% of the net proceeds, for publishing new magazines;
- (c) as to approximately HK\$14.9 million, representing approximately 51.5% of the net proceeds, for enhancing corporate image and strengthening marketing activities; and
- (d) as to approximately HK\$2.3 million, representing approximately 8.0% of the net proceeds, for working capital.

The net proceeds of to be received by the Selling Shareholder is expected to be approximately HK\$21.5 million (after deducting underwriting commission).

## **LEVELS OF INDICATIONS OF INTERESTS UNDER THE PLACING**

The 180,000,000 Placing Shares offered by the Company and the Selling Shareholder (comprising 120,000,000 New Shares offered by the Company and 60,000,000 Sale Shares offered by the Selling Shareholder) under the Placing were moderately over-subscribed by approximately 1.81 times.

## RESULTS OF ALLOCATION

Pursuant to the Placing, 180,000,000 Placing Shares have been conditionally allocated to a total of 127 selected professional, institutional and other investors. The distribution of the Placing Shares is set out as below:

	<b>Aggregate number of Placing Shares allocated</b>	<b>Aggregate percentage of the total number of Placing Shares allocated</b>	<b>Approximate percentage of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue</b>
Top placee	29,704,000	16.50%	4.13%
Top 5 placees	140,648,000	78.14%	19.53%
Top 10 placees	172,928,000	96.07%	24.02%
Top 25 placees	178,920,000	99.40%	24.85%

### Number of Placing Shares allocated

### Number of placees

8,000 to 80,000	111
80,001 to 800,000	3
800,001 to 8,000,000	6
8,000,001 and above	7
Total	<u>127</u>

The Directors confirmed that to the best of their knowledge and belief, all placees under the Placing are independent of and not connected and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial Shareholders or existing Shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined under the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, has been or will be placed with more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue. The Directors also confirmed that there will not be any new substantial shareholder of the Company within the meaning of the GEM Listing Rules immediately after completion of the Placing and the Capitalisation Issue.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of at least 25% of its total issued share capital at the time when the Shares commence dealings on GEM and of the Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. The Directors confirmed that, immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.

## DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company 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 (i.e. Monday, 16 February 2015) or on any other date as 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.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

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

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 stated in the paragraph headed “Grounds for termination” in the “Underwriting” section of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Such events include, without limitation, any act of God, war, riot, public disorder, civil commotion, fire, flood, tsunami, explosion, epidemic, pandemic, act of terrorism, earthquake, strike or lock-out. In the event that the Underwriting Agreement is terminated, an announcement 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>.

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. on the Listing Date (i.e. Monday, 16 February 2015).

## COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 16 February 2015. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Exchange Website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at <http://oceanmediahk.com>. Shares will be traded in board lot 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, 13 February 2015

*This announcement, for which 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 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 on the Company's website at <http://oceanmediahk.com>.*