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## **Winto Group (Holdings) Limited**

### **惠陶集團(控股)有限公司**

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

**(Stock Code: 8238)**

#### **APPOINTMENT OF DIRECTORS AND MEMBERS OF COMMITTEES**

The Board is pleased to announce that each of Mr. Mak and Ms. Law has been appointed as an executive director of the Company, and each of Mr. Liu and Ms. Wong has been appointed as an independent non-executive director of the Company with effect from 23 April 2015. On the same day, Mr. Liu and Ms. Wong were appointed as members of the audit committee; Mr. Mak, Ms. Law, Mr. Liu and Ms. Wong as members of the remuneration committee and the nomination committee; and Ms. Law, Mr. Liu and Ms. Wong as members of the corporate governance committee of the Company.

The board of directors (the “Board”) of Winto Group (Holdings) Limited (the “Company”, together with its subsidiaries, the “Group”) is pleased to announce that each of Mr. Mak Wai Kit (“Mr. Mak”) and Ms. Law Shiu Wai (“Ms. Law”) has been appointed as an executive director of the Company, and each of Mr. Liu Kwong Chi Nelson (“Mr. Liu”) and Ms. Wong Fei Tat (“Ms. Wong”) has been appointed as an independent non-executive director of the Company, all with effect from 23 April 2015. On the same day, Mr. Liu and Ms. Wong were appointed as members of the audit committee; Mr. Mak, Ms. Law, Mr. Liu and Ms. Wong as members of the remuneration committee and the nomination committee; and Ms. Law, Mr. Liu and Ms. Wong as members of the corporate governance committee of the Company.

#### **MR. MAK WAI KIT**

Mr. Mak, aged 35, is the financial controller of the Group and company secretary of the Company as well as a member of the corporate governance committee. Mr. Mak joined the Group in 2012 and is primarily responsible for financial management and accounting of the Group. Mr. Mak is a member of the Hong Kong Institute of Certified Public Accountants. He has approximately 10 years of working experience with local and international audit firms. Before joining the Group, Mr. Mak was an audit manager of an international audit firm. He obtained a bachelor’s degree of arts in accountancy from the Hong Kong Polytechnic University in 2002.

Mr. Mak has not held any directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years. Save as disclosed above, he has not previously held any position in the Company or its subsidiaries. He does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Mr. Mak has never had, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

Mr. Mak has entered into a service agreement with the Company for an initial term of three years but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Mr. Mak will be entitled to a remuneration of HK\$910,000 per annum, which was determined by the Board on recommendation of the remuneration committee by reference to his duties and responsibilities with the Company, the Company's performance and current market situation.

#### **MS. LAW SHIU WAI**

Ms. Law, aged 46, has been an assistant chief operating officer of the Group since March 2015. She holds a bachelor degree of commerce (accounting) from Curtin University of Technology. She is a member of CPA Australia and Hong Kong Institute of Certified Public Accountants. She also has more than 20 years of experience in accounting and administration. As regards her experience with listed companies, Ms. Law was the accounting manager of Dah Hwa International (Holdings) Limited (stock code: 600) from August 1990 to September 1999 and the finance manager of Winteam Pharmaceutical Group Limited (stock code: 570) from March 2007 to December 2009. Both companies are listed on the Main Board of the Stock Exchange.

Ms. Law has not held any directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years. Save as disclosed above, she has not previously held any position in the Company or its subsidiaries. She does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Ms. Law has never had, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

Ms. Law has entered into a service agreement with the Company for an initial term of three years but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Ms. Law will be entitled to a remuneration of HK\$520,000 per annum, which was determined by the Board on recommendation of the remuneration committee by reference to her duties and responsibilities with the Company, the Company's performance and current market situation.

#### **MR. LIU KWONG CHI NELSON**

Mr. Liu, aged 47, holds a bachelor degree of social science (hons) from the University of Hong Kong, a bachelor of law (hons) degree from Manchester Metropolitan University, the United Kingdom and a master degree of laws in Chinese & comparative Law from the City University of Hong Kong.

Mr. Liu was admitted as a solicitor of the High Court of Hong Kong Special Administrative Region in August 2001. He is a co-founder and a senior partner of Messrs. Cheung & Liu Solicitors with extensive experiences in commercial and corporate legal matters. Mr. Liu is a visiting lecturer in intellectual property in the Hong Kong Polytechnic University and a vice president of the Hong Kong Institute of Patent Attorneys.

Mr. Liu was an independent non-executive director of Blue Sky Power Holdings Limited (Formerly known as China Print Power Group Limited) (Hong Kong Stock Code: 6828; Singapore Stock Code: UQ7) from January 2012 to July 2013. Save as disclosed above, Mr. Liu did not hold any other directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years. He has not previously held any position in the Company or its subsidiaries, nor has any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Mr. Liu has never had, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

Mr. Liu has entered into an appointment letter with the Company for an initial term of three years but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Mr. Liu will be entitled to a remuneration of HK\$120,000 per annum, which was determined by the Board on recommendation of the remuneration committee by reference to his duties and responsibilities with the Company, the Company's performance and current market situation.

#### **MS. WONG FEI TAT**

Ms. Wong, aged 40, holds a bachelor degree in commerce from the University of Sydney, and a postgraduate diploma in corporate administration and a master degree in corporate governance from the Hong Kong Polytechnic University. Ms. Wong is an associate member of the Chartered Institute of Management Accountants, the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries and is a certified practising accountant of CPA Australia. She has over 19 years of experience in the accounting field.

Ms. Wong was an independent non-executive director of China Motion Telecom International Limited (Stock Code: 989) from February 2006 to November 2013, and an independent non-executive director of Blue Sky Power Holdings Limited (Hong Kong Stock Code: 6828; Singapore Stock Code: UQ7) from January 2012 to November 2014. Save as disclosed above, Ms. Wong did not hold any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the past three years. Ms. Wong has not previously held any position in the Company or its subsidiaries, nor has any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Ms. Wong has never had, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

Ms. Wong has entered into an appointment letter with the Company for an initial term of three years but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Ms. Wong will be entitled to a remuneration of HK\$120,000 per annum, which was determined by the Board on recommendation of the remuneration committee by reference to her duties and responsibilities with the Company, the Company's performance and current market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Mak, Ms. Law, Mr. Liu and Ms. Wong that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange.

The Board would like to take this opportunity to welcome Mr. Mak, Ms. Law, Mr. Liu and Ms. Wong in joining the Board.

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

Hong Kong, 23 April 2015

*As at the date of this announcement, the Board comprises Mr. Kwan Shun Keung Timmy, Ms. Yip Tsz Lam, Mr. Mak Wai Kit and Ms. Law Shiu Wai as executive directors; Mr. Tsang Hin Man Terence as non-executive director; and Mr. Lee Kwok Tung Louis, Mr. Tsang Ho Ka Eugene, Mr. Yu Chon Man, Mr. Liu Kwong Chi Nelson and Ms. Wong Fei Tat as independent non-executive directors.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of the Stock Exchange for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted and remains on the website of the Company at <http://oceanmediahk.com>*