

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)**APPENDIX 5****FORMS RELATING TO LISTING****FORM F****THE GROWTH ENTERPRISE MARKET (GEM)****COMPANY INFORMATION SHEET****Case Number:** N/A

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Company name: Winto Group (Holdings) Limited 惠陶集團(控股)有限公司**Stock code (ordinary shares):** 8238

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 23 April 2015.

A. General**Place of incorporation:** Cayman Islands**Date of initial listing on GEM:** 16 February 2015**Name of Sponsor(s):** VC Capital Limited and Ample Capital Limited**Names of directors:**
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)
Executive directors:
KWAN Shun Keung Timmy
YIP Tsz Lam
MAK Wai Kit
LAW Shiu Wai**Non-executive director:**
TSANG Hin Man Terence**Independent non-executive directors:**
LEE Kwok Tung Louis
TSANG Ho Ka
YU Chon Man
LIU Kwong Chi Nelson
WONG Fei Tat

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of shares of HK\$0.01 each in the share capital of the Company ("Shares")	Percentage of shareholding interests
	Fuwin Group (Holdings) Limited	440,400,000 (Note 1)	61.16%
	Kwan Shun Keung Timmy	440,400,000 (Notes 1 & 2)	61.16%
	Yip Tsz Lam	440,400,000 (Notes 1 & 2)	61.16%

Notes:

1. Fuwin Group (Holdings) Limited is owned as to 60% by Kwan Shun Keung Timmy and as to 40% by Yip Tsz Lam. Kwan Shun Keung Timmy and Yip Tsz Lam are deemed to be interested in the Shares held by Fuwin Group (Holdings) Limited.

2. As Kwan Shun Keung Timmy and Yip Tsz Lam are spouses to each other, each of Kwan Shun Keung and Yip Tsz Lam is deemed to be interested in the Shares in which his/her spouse is interested.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 December

Registered address:

Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands

Head office and principal place of business:

Unit 4, 7th Floor, Nan Fung Commercial Centre, 19 Lam Lok Street, Kowloon Bay, Kowloon, Hong Kong

Web-site address (if applicable):

<http://oceanmediahk.com>

Share registrar:

Principal share registrar and transfer office:
Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111, Cayman Islands

Hong Kong branch share registrar and transfer office:
Tricor Investor Services Limited
Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong

Auditors:

CCIF CPA Limited
9/F., Leighton Centre
77 Leighton Road
Causeway Bay
Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries are principally engaged in the sales and free distribution of Chinese-language lifestyle magazines in Hong Kong and the sales of advertising spaces in the aforesaid magazines.

C. Ordinary shares

Number of ordinary shares in issue: 720,000,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 8,000

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Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

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Signed:

KWAN Shun Keung Timmy

YIP Tsz Lam

TSANG Hin Man Terence

LEE Kwok Tung Louis

TSANG Ho Ka Eugene

YU Chon Man

MAK Wai Kit

LAW Shiu Wai

LIU Kwong Chi Nelson

WONG Fei Tat

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*