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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)

PROPOSED SHARE SUBDIVISION

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The Board proposes to put forward to the Shareholders a proposal to effect the proposed Share Subdivision whereby every one (1) existing issued and unissued Share of par value of HK\$0.01 each in the share capital of the Company will be subdivided into ten (10) Subdivided Shares of par value of HK\$0.001 each. The Share Subdivision will become effective upon fulfillment of the conditions set out under the section headed “Conditions of the Share Subdivision” below.

All Subdivided Shares will rank pari passu with each other in all respects with the Shares in issue prior to the Share Subdivision and the Share Subdivision will not be expected to result in any change in the relevant rights of the Shareholders.

Upon the Share Subdivision becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged with 8,000 Subdivided Shares for each board lot.

GENERAL

An ordinary resolution to approve the proposed Share Subdivision will be proposed at the EGM. A circular containing, among other things, further details about the Share Subdivision and the notice convening the EGM, will be despatched to the Shareholders on or before 15 May 2015.

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Conditions of the Share Subdivision

The Share Subdivision is conditional upon (i) the passing of the ordinary resolution to approve the Share Subdivision by the Shareholders at the EGM; and (ii) the Stock Exchange granting approval to the listing of, and permission to deal in, the Subdivided Shares.

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares.

Assuming all the conditions are fulfilled, the Share Subdivision will become effective on the Business Day following the passing of the ordinary resolution at the EGM, which is expected to be held on 5 June 2015.

Effect of the Share Subdivision

As at the date of this announcement, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Shares of HK\$0.01 each, of which 720,000,000 Shares have been issued and are fully paid or credited as fully paid. Assuming that no further Shares are issued or repurchased between the date of this announcement and the date of the EGM, immediately after the Share Subdivision becoming effective, the authorised share capital of the Company will become HK\$100,000,000 divided into 100,000,000,000 Subdivided Shares of HK\$0.001 each, of which 7,200,000,000 Subdivided Shares of par value of HK\$0.001 each will be in issue which are fully paid or credited as fully paid.

As at the date of this announcement, the Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank pari passu with each other in all respects with the Shares in issue prior to the Share Subdivision and the Share Subdivision will not result in any change in the rights of the Shareholders.

Upon the Share Subdivision becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged with 8,000 Subdivided Shares for each board lot.

Free exchange of Subdivided Shares' certificates and trading arrangement

Subject to the Share Subdivision becoming effective, which is expected to be on Monday, 8 June 2015, Shareholders may, during the period from Monday, 8 June 2015 to Wednesday, 15 July 2015 (both days inclusive) between 9:00 a.m. and 4:30 p.m. on any Business Day, submit share certificates for the existing Shares in red colour to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for new certificates of the Subdivided Shares in blue colour. Thereafter, each share certificate for the existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new share certificate issued for the Subdivided Shares or each share certificate for the existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher. Nevertheless, the share certificates for the existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Subdivided Shares at any time after Monday, 13 July 2015 but are not accepted for trading, settlement and registration upon completion of the Share Subdivision.

It is expected that the new share certificates will be available for collection within a period of ten Business Days after the submission of the existing share certificates. The new share certificates will be blue in colour so as to be distinguished from the existing share certificates which are red in colour.

Reasons for the Share Subdivision

Upon the proposed Share Subdivision becoming effective, the par value of each share of the Company will decrease and the total number of shares of the Company in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price of the shares of the Company. The Board believes that the Share Subdivision will reduce the trading spread as well as the volatility of the trading price of its shares and thus improving liquidity in the Company's Subdivided Shares. In view of the above, the Board considers that the Share Subdivision is beneficial to the Company and the Shareholders as a whole.

Other than the relevant expenses, including but not limited to professional fees and printing charges incurred, the implementation of the Share Subdivision will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests of the Shareholders. The Directors believe that the Share Subdivision will not have any material adverse effect on the financial position of the Group.

EXPECTED TIMETABLE

The expected timetable relating to the Share Subdivision is as follows:

Event	Time and date
Expected date of despatch of the circular, notice and proxy form of the EGM	not later than Friday, 15 May 2015
Latest time for return of proxy form of the EGM (not less than 48 hours prior to time of the EGM)	3:00 p.m. on Wednesday, 3 June 2015
Expected date and time of the EGM	3:00 p.m. on Friday, 5 June 2015
Publication of announcement of results of the EGM	Friday, 5 June 2015
The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the section headed "Conditions of the Share Subdivision" above.	
Effective date of the Share Subdivision	Monday, 8 June 2015
First day of free exchange of existing share certificates for new share certificates for Subdivided Shares	Monday, 8 June 2015
Commencement of dealings in the Subdivided Shares	9:00 a.m. on Monday, 8 June 2015
Original counter for trading in Shares (in board lots of 8,000 Shares) temporarily closes	9:00 a.m. on Monday, 8 June 2015

Temporary counter for trading in Subdivided Shares
in board lots of 80,000 Subdivided Shares
(in the form of existing share certificates) opens 9:00 a.m. on
Monday, 8 June 2015

Original counter for trading in Subdivided Shares
in board lots of 8,000 Subdivided Shares
(in the form of new share certificates) re-opens. 9:00 a.m. on
Monday, 22 June 2015

Parallel trading in the Shares and the Subdivided Shares
(in the form of new and existing share certificates) begins 9:00 a.m. on
Monday, 22 June 2015

Temporary counter for trading in board lots
of 80,000 Subdivided Shares (in the form
of existing share certificates) closes 4:00 p.m. on
Monday, 13 July 2015

Parallel trading in the Shares and the Subdivided Shares
(in the form of new and existing certificates) ends. 4:00 p.m. on
Monday, 13 July 2015

Last day of free exchange of existing certificates
for new certificates for Subdivided Shares Wednesday, 15 July 2015

All times and dates in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate

GENERAL

The EGM will be convened and held for the Shareholders to consider, and if thought fit, to approve, among other matters, the proposed Share Subdivision. A circular containing, among other things, further details about the Share Subdivision and the notice convening the EGM, will be despatched to the Shareholders on or before 15 May 2015.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

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| “Board” | the board of Directors |
| “Business Day” | a day on which the Stock Exchange is open for business to deal in securities |
| “Company” | Winto Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the securities of which are listed on the GEM |
| “Director(s)” | director(s) of the Company |

“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, to approve, among other matters, the proposed Share Subdivision
“GEM”	the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	ordinary share(s) in the issued and unissued capital of the Company, the par value of which being of HK\$0.01 each prior to the Share Subdivision
“Share Subdivision”	the proposed subdivision of every one (1) issued and unissued Share of par value of HK\$0.01 each into ten (10) Subdivided Shares of par value of HK\$0.001 each
“Shareholder(s)”	holder(s) of Shares or Subdivided Shares, as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of par value of HK\$0.001 each in the share capital of the Company upon completion of the Share Subdivision
“%” or “per cent”	percentage or per cent

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

Hong Kong, 6 May 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 GEM 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>