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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)

CHANGE OF USE OF PROCEEDS

Reference is made to the Prospectus relating to the Placing for the listing of the Company’s shares on the GEM Board of the Stock Exchange. In order to allow more flexibility for the Company to capture market opportunities, the Company has decided to change the use of the Relevant Net Proceeds.

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 Company raised net proceeds of approximately HK\$28.9 million from the Placing. As stated in the section headed “Future plans and use of proceeds” of the Prospectus, approximately 25.6% of the net proceeds (i.e. approximately HK\$7.4 million, the “**Relevant Net Proceeds**”) from the Placing is to be used for publishing new magazines in traveling, second-hand commercial vehicles, yacht, dining and interior & renovation. The publication of such magazines has been delayed as more time is required for the planning and market feasibility searches. Up to the date of this announcement, the Company has not utilised any amount of net proceeds from the Placing for publishing of new magazines. During the research process, the Company has identified good market potential for magazines covering other areas of interests including finance, fashion, etc. In order to allow more flexibility for the Company to capture market opportunities, it is proposed to change the use of the Relevant Net Proceeds to the publication of new magazines covering areas of interests of those mentioned in the Prospectus and/or other areas such as finance and fashion; and if market opportunities arise, the Company may consider acquisition(s) of or cooperation with other magazine company(ies) for development of new magazines. The Directors consider that investment in other magazine(s) through acquisition(s) will be in the interest of the Company as this would save time and cost as compared with that may incur for planning, development and launch of new magazines of the Group.

The change of use of proceeds mentioned above remains in line with the Company's business strategy to expand its publication to a wider range of lifestyle magazines in Hong Kong and to attract more advertising customers by publishing magazines with more extensive coverage of interests in the lifestyle sector.

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

Hong Kong, 26 June 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 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, 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>