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WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 8238)

VOLUNTARY ANNOUNCEMENT

ACQUISITION OF 20% EQUITY INTEREST IN STRATEGIST MEDIA HOLDINGS LIMITED

On 21 July 2015, Leading Profile, a wholly-owned subsidiary of the Company, entered into the Subscription Agreement with the Target Company and the four existing shareholders of Strategist Publishing Limited, pursuant to which Leading Profile has agreed to subscribe for and the Target Company has agreed to allot and issue new shares representing 20% of the enlarged issued share capital of the Target Company to Leading Profile subject to certain terms and conditions of the Subscription Agreement.

The Acquisition does not constitute any notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules or any connected transaction under Chapter 20 of the GEM Listing Rules.

This announcement is made by the Company on a voluntary basis.

On 21 July 2015, Leading Profile, a wholly-owned subsidiary of the Company, entered into the Subscription Agreement with the Target Company and the four existing shareholders of Strategist Publishing Limited, pursuant to which Leading Profile has agreed to subscribe for and the Target Company has agreed to allot and issue new shares representing 20% of the enlarged issued share capital of the Target Company to Leading Profile subject to certain terms and conditions of the Subscription Agreement. The Target Company is an investment holding company incorporated in the British Virgin Islands with limited liability. It will hold the entire issued share capital and the businesses of Strategist Publishing Limited after going through a corporate and business restructuring before the Completion.

To the best knowledge, information and belief of the Directors, and having made all reasonable enquiries, the Target Company, Strategist Publishing Limited and their respective ultimate beneficial owners are Independent Third Parties.

The Consideration will be HK\$5.0 million. The Company intends to apply part of the net proceeds from the Placing to settle the Consideration in full. Upon Completion, the Target Company will be held 20% by Leading Profile and 44%, 12%, 12% and 12% by the four existing shareholders of Strategist Publishing Limited respectively.

Strategist Publishing Limited is incorporated in Hong Kong on 8 December 2014 with limited liability. It is principally engaged in the publication and the sales of a weekly Chinese finance and investment magazine, namely 港股策略王, mainly through the network of convenience

stores and newsstands in Hong Kong. Magazine contents cover finance, wealth management, property investment, lifestyle and etc. Strategist Publishing Limited also involves in the businesses of online advertising, investor relation services and event management.

In view of the recent increase in stock market activity, the Directors believe that more readers will be interested in stock related topics and the acquisition of interests in the Target Company will allow the Group to involve in the publication of a finance and investment magazine. Having considered the acceptability of this magazine to the market, the Directors expect that the Acquisition will enable the Group to capture further advertising business opportunities through cross-selling advertising spaces in broadened range of magazines. Based on the above, the Directors consider that the Acquisition is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

None of the applicable percentage ratios under Rule 19.07 of the GEM Listing Rules in respect of the Acquisition exceeds 5%. The Acquisition does not constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules or any connected transaction under Chapter 20 of the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Acquisition”	the subscription of new shares in the Target Company representing 20% of the enlarged issued share capital of the Target Company by Leading Profile pursuant to the Subscription Agreement
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or a public holiday) on which banks are open for business in Hong Kong
“Company”	Winto Group (Holdings) Limited (惠陶集團(控股)有限公司), a company incorporated in the Cayman Islands on 7 December 2012 as an exempted company with limited liability and the securities of which are listed on the GEM
“Completion”	completion of the Acquisition is expected to take place within 5 Business Day after the fulfillment of certain terms and conditions of the Subscription Agreement (or such other date as the parties may agree). If the conditions are not fulfilled on or prior to 31 August 2015 (or such later date as the parties shall agree), the Subscription Agreement shall terminate
“connected persons”	has the meaning ascribed thereto under the GEM Listing Rules
“Consideration”	the consideration payable by Leading Profile to the Target Company for the Acquisition
“Director(s)”	the director(s) of the Company
“GEM”	The Growth Enterprise Market of Stock Exchange

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM (as amended, supplemented or otherwise modified from time to time)
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Third Parties”	third parties independent of and not connected (as defined under the GEM Listing Rules) with the Company and connected person(s) of the Company
“Leading Profile”	Leading Profile Limited, a wholly-owned subsidiary of the Company, incorporated in the British Virgin Islands on 1 July 2015 with limited liability
“Placing”	the placing of 120,000,000 new shares and 60,000,000 sale shares of HK\$0.01 each of the Company on 16 February 2015 upon the listing of the shares of the Company on GEM
“Share(s)”	ordinary share(s) of par value of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the agreement dated 21 July 2015 entered into between Leading Profile Limited, the Target Company and the four existing shareholders of Strategist Publishing Limited in relation to the Acquisition
“Target Company”	Strategist Media Holdings Limited (策略王傳媒控股有限公司), a company incorporated in the British Virgin Islands on 6 July 2015 with limited liability
“%”	per cent

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

Hong Kong, 21 July 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://www.wintogroup.hk>.