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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 SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING IN RELATION TO THE POSSIBLE ACQUISITION

This is a voluntary announcement made by Winto Group (Holdings) Limited (the “**Company**”).

Reference is made to the announcements made by the Company on 11 April 2016 (the “**Announcement**”) in relation to the non-legally binding memorandum of understanding dated 11 April 2016 (the “**MOU**”) entered into between the Vendor and the Company in respect of the Possible Acquisition. Unless otherwise defined herein or the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Announcement.

As additional time is required for, among other things, completing the due diligence works and negotiating the terms for the transaction documents for the Possible Acquisition, the Vendor and the Purchaser have entered into a supplemental memorandum of understanding (the “**Supplemental MOU**”) on 4 July 2016 to extend the due diligence period of the MOU to 4 September 2016.

The Board wishes to emphasize that the Possible Acquisition is subject to, among other things, the signing of the formal sale and purchase agreement and the terms of the Possible Acquisition are subject to further negotiation between the Company and the Vendor. As at the date of this announcement, no legally binding agreement in relation to the Possible Acquisition has been entered into. As such, the Possible Acquisition may or may not proceed. The Possible Acquisition, if materialised, may constitute a notifiable transaction of the Company pursuant to the GEM Listing Rules. Shareholders of the Company and investors are advised to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Possible Acquisition will be made by the Company in accordance with all applicable requirements of the GEM Listing Rules as and when appropriate.

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

Hong Kong, 4 July 2016

As at the date of this announcement, the Board comprises Mr. Kwan Shun Keung Timmy, Mr. Mak Wai Kit and Ms. Law Shiu Wai as executive directors; Mr. Liu Kwong Chi Nelson as non-executive director; and Mr. Tsang Ho Ka Eugene, Ms. Wong Fei Tat and Mr. Pang Siu Yin 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 of Hong Kong Limited 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://www.wintogroup.hk>