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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)**

### **COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**PLACING AGENT**



**VC Brokerage Limited**

The Board announces that all conditions of the Placing have been fulfilled and the completion of the Placing took place on 30 December 2016. A total of 1,440,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.028 pursuant to the terms and conditions of the Placing Agreement.

Reference is made to the announcement of Winto Group (Holdings) Limited (the “**Company**”) dated 13 December 2016 in respect of the Placing (the “**Announcement**”). Unless defined otherwise, capitalised terms used herein have the same meanings as those defined in the Announcement.

#### **COMPLETION OF THE PLACING**

The Board announces that all conditions of the Placing have been fulfilled and the completion of the Placing took place on 30 December 2016. A total of 1,440,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.028 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

To the best of the Director’s knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owners are Independent Third Parties. None of the Placees becomes a substantial shareholder (as defined under the Listing Rules) of the Company upon completion of the Placing. The net proceeds from the Placing, after deducting relevant expenses incurred in relation to the Placing, amount to approximately HK\$38.2 million which is presently expected to be used as general working capital of the Group and future business expansion.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The 1,440,000,000 Placing Shares represent approximately (i) 20.00% of the issued share capital of the Company immediately before completion of the Placing and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the Placing Shares issued under the Placing is HK\$1,440,000.

Set out below is the shareholding structure of the Company immediately before and after completion of the Placing:

	Immediately before completion of the Placing		Immediately after completion of the Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
<b>Shareholders</b>				
Fuwin Group (Holdings) Limited (Note 1)	2,538,232,000	35.25	2,538,232,000	29.38
Mr. Lan Zhi Cheng	350,000,000	4.86	350,000,000	4.05
<b>Public Shareholders</b>				
Grand Powerful Group Limited (Note 2)	498,000,000	6.92	498,000,000	5.76
Mr. Wong Man Hin Charles	498,000,000	6.92	498,000,000	5.76
Other public Shareholders	3,315,768,000	46.05	3,315,768,000	38.38
Places	—	0.00	1,440,000,000	16.67
Total	<u>7,200,000,000</u>	<u>100.00</u>	<u>8,640,000,000</u>	<u>100.00</u>

Notes:

1. Fuwin Group (Holdings) Limited is owned as to 60% by Mr. Kwan Shun Keung Timmy and 40% by Ms. Yip Tsz Lam.
2. Grand Powerful Group Limited, a company incorporated in the British Virgin Islands with limited liability which is wholly-owned by Mr. Cheng Ming Kit.

By order of the Board  
**Winto Group (Holdings) Limited**  
**Mak Wai Kit**  
Company Secretary

Hong Kong, 30 December 2016

*As at the date of this announcement, the Board comprises Mr. Mak Wai Kit, Ms. Law Shiu Wai and Mr. Lan Zhi Cheng 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 GEM of the Stock Exchange 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>.*