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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)

DISPOSAL OF SHARES BY A SUBSTANTIAL SHAREHOLDER

This announcement is made by Winto Group (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The board of directors (the “**Board**”) of the Company announces that on 6 March 2017, the Company was informed by Fuwin Group (Holdings) Limited (“**Fuwin**”), a substantial shareholder of the Company, that it had disposed of 1,692,232,000 shares of HK\$0.001 each in the capital of the Company (the “**Shares**”) on 6 March 2017 for a consideration of HK\$0.025 per share (the “**Disposal**”). The Shares disposed of represent approximately 19.59% of the issued share capital of the Company as at the date of this announcement. Upon completion of the Disposal, Fuwin will cease to hold any shares in the Company.

Of the Shares disposed of by Fuwin, 846,232,000 shares (representing approximately 9.79% of the issued share capital of the Company as at the date of this announcement) were purchased for a consideration of HK\$0.025 per share by Mr. Wong Man Hin Charles (“**Mr. Wong**”), another substantial shareholder of the Company (the “**Purchase**”). Upon completion of the Purchase, Mr. Wong will have 1,704,232,000 shares, which represent approximately 19.72% of the issued share capital of the Company as at the date of this announcement.

By order of the Board
Winto Group (Holdings) Limited
Mak Wai Kit
Executive Director

Hong Kong, 6 March 2017

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>.