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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)**

### **CHANGE OF COMPLIANCE ADVISER**

The board of directors (the “**Board**”) of Winto Group (Holdings) Limited (the “**Company**”) hereby announces that the Company and VC Capital Limited (“**VCL**”) have mutually agreed to terminate the compliance adviser agreement entered into between the Company and VCL on 27 March 2014 due to the departure of a principal at VCL and as a result of which VCL is unable to fulfill the relevant licensing and regulatory requirement after the principal’s departure. Therefore, VCL is unable to continuously provide compliance advisory service to the Company. The termination will take effect on 26 October 2017.

Save as disclosed in this announcement, the Board and VCL confirm that, as the date of this announcement, there are no other material matters relating to the change of compliance adviser that need to be drawn to the attention of the shareholders of the Company and the Stock Exchange.

The Board also announces that Gram Capital Limited (“**Gram Capital**”) has been appointed as the new compliance adviser to the Company as required pursuant to Rule 6A.27 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (“**GEM**”) with effect from 26 October 2017 until the date, pursuant to Rule 18.03 of the Rules Governing the Listing of Securities on the GEM in respect of the financial results of the Company for the second full financial year commencing after the date of the Company’s initial listing (being the financial year ending 31 December 2017), or until the compliance adviser agreement entered into between the Company and Gram Capital is terminated in accordance with its terms, whichever is earlier.

Gram Capital is a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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

Hong Kong, 25 October 2017

*As at the date of this announcement, the Board comprises Mr. Mak Wai Kit, Ms. Law Shiu Wai and Mr. Tang Yau Sing 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 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>.*