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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)**

#### **1) RESIGNATION OF DIRECTORS; 2) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND 3) CHANGE OF AUTHORISED REPRESENTATIVES**

Reference is made to the composite document dated 23 January 2018 jointly issued by the Company and the Offeror (the “**Composite Document**”) in relation to the Offer. Capitalised terms used herein, unless the context requires otherwise, shall bear the same meanings as defined in the Composite Document. As disclosed in the Composite Document, it was intended the following executive Directors, non-executive Director and independent non-executive Directors, namely Mr. Mak Wai Kit, Ms. Law Shiu Wai, Mr. Liu Kwong Chi Nelson, Mr. Tsang Ho Ka Eugene, Ms. Wong Fei Tat and Mr. Pang Siu Yin (the “**Resigning Directors**”) would resign with effect from the earliest time permitted under the Takeovers Code (that is, upon the Closing Date).

Reference is also made to the joint announcement of the Company and the Offeror dated 13 February 2018 in relation to, among others, the close of Offer.

#### **RESIGNATION OF DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 2 March 2018:

- (1) Mr. Mak Wai Kit has resigned as executive Director and ceased to act as the chairman of the Executive Committee and the Nomination Committee as well as a member of the Remuneration Committee, the Treasury Committee and the Corporate Governance & Risk Management Committee;
- (2) Ms. Law Shiu Wai (“**Ms. Law**”) has resigned as executive Director and ceased to act as the chairman of the Treasury Committee as well as a member of the Executive Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance & Risk Management Committee;

- (3) Mr. Liu Kwong Chi Nelson has resigned as non-executive Director and ceased to act as the chairman of the Corporate Governance & Risk Management Committee as well as a member of the Remuneration Committee and the Nomination Committee;
- (4) Mr. Tsang Ho Ka Eugene has resigned as independent non-executive Director and ceased to act as the chairman of the Remuneration Committee as well as a member of the Audit Committee and the Corporate Governance & Risk Management Committee;
- (5) Ms. Wong Fei Tat has resigned as independent non-executive Director and ceased to act as the chairman of the Audit Committee as well as a member of the Remuneration Committee, the Nomination Committee and the Corporate Governance & Risk Management Committee;
- (6) Mr. Pang Siu Yin has resigned as independent non-executive Director and ceased to act as member of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance & Risk Management Committee;
- (7) Mr. Tang Yau Sing (“**Mr. Tang**”), an executive Director, will act as the chairman of the Executive Committee and the Treasury Committee, as well as a member of the Remuneration Committee, the Nomination Committee and the Corporate Governance & Risk Management Committee;
- (8) Mr. Wen Kai, an independent non-executive Director, will act as the chairman of the Remuneration Committee, as well as a member of the Audit Committee, the Nomination Committee and the Corporate Governance & Risk Management Committee;
- (9) Mr. Tsang Zee Ho Paul, an independent non-executive Director, will act as the chairman of the Audit Committee, as well as a member of the Remuneration Committee, the Nomination Committee and the Corporate Governance & Risk Management Committee; and
- (10) Mr. Tse Chi Wai, an independent non-executive Director, will act as the chairman of the Nomination Committee and the Corporate Governance & Risk Management Committee, as well as a member of the Audit Committee and the Remuneration Committee.

The resignation of the Resigning Directors was due to change in control of the Company after close of the Offer. Each of the Resigning Directors has confirmed that he/she has no disagreement with the Board and there are no matters in respect of his/her resignation that need to be brought to the attention of the Shareholders. The Board would like to express its gratitude to the Resigning Directors for their contributions to the Company during their tenure of office.

## CHANGE OF AUTHORISED REPRESENTATIVES

Following the resignation of Ms. Law as executive Director, she will cease to be the authorised representatives of the Company under Rule 5.24 of the GEM Listing Rules (the “**Authorised Representatives**”). Mr. Tang has been appointed as an Authorised Representative with effect from 2 March 2018.

By order of the Board  
**Winto Group (Holdings) Limited**  
**Tang Yau Sing**  
*Executive Director*

Hong Kong, 2 March 2018

*As at the date of this announcement, the Board comprises Mr. Tang Yau Sing as executive director; and Mr. Wen Kai, Mr. Tsang Zee Ho, Paul and Mr. Tse Chi Wai 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.*

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