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WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8238)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND SHARE CONSOLIDATION

Reference is made to the circular (the “**Circular**”) of Winto Group (Holdings) Limited (the “**Company**”) and the notice (the “**Notice**”) of extraordinary general meeting (“**EGM**”) to the shareholders of the Company (the “**Shareholders**”) both dated 30 January 2019. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise defined herein.

POLL RESULTS OF EGM

The Board is pleased to announce that at the EGM held on 19 February 2019, the ordinary resolution as set out in the Notice was duly passed by the Shareholders by way of poll.

The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking at the EGM.

As at the date of the EGM, the total number of Shares in issue was 8,640,000,000 Shares which was the total number of Shares entitling the holders to attend and vote on the resolution at the EGM. There were no Shares entitling the holders to attend the EGM that were required to abstain from voting in favour of the resolution at the EGM pursuant to Rule 17.47A of the GEM Listing Rules. No Shareholders were required under the GEM Listing Rules to abstain from voting on the resolution at the EGM.

The poll results in respect of the resolution proposed at the EGM are as follows:

Ordinary Resolution*	Number of Shares voted (Approximate%)	
	For	Against
To approve the Share Consolidation	6,570,132,500 (99.56%)	29,160,000 (0.44%)

* *The full text of the ordinary resolution is set out in the Notice.*

As more than 50% of the votes were cast in favour of the above resolution, such resolution was duly passed as an ordinary resolution of the Company by the Shareholders by way of poll.

SHARE CONSOLIDATION

The Board is also pleased to announce that all the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective from Wednesday, 20 February 2019. Dealings in the Consolidated Shares will commence at 9:00 a.m. on Wednesday, 20 February 2019. Please refer to the Circular for the details, including the trading arrangement, the exchange and replacement of share certificates and matching services for odd lots in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from blue to orange.

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

Hong Kong, 19 February 2019

As at the date hereof, the Board comprises Mr. Tang Yau Sing as an executive Director; 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 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 GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the day of its publication and on the website of the Company at <http://www.wintogroup.hk>.