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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)

ADJUSTMENTS TO OUTSTANDING SHARE OPTIONS

Reference is made to the circular (the “**Circular**”) of Winto Group (Holdings) Limited (the “**Company**”) and the announcement of the Company dated 19 February 2019 (the “**Announcement**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise defined herein.

As stated in the Announcement, the Share Consolidation became effective on 20 February 2019. Dealing in the Consolidated Shares commenced from 9:00 a.m. on 20 February 2019.

ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF SHARES FALLING TO BE ISSUED UPON THE EXERCISE OF OUTSTANDING SHARE OPTIONS UNDER THE SHARE OPTION SCHEME

Pursuant to the terms of the Share Option Scheme, adjustments are required to be made to the exercise price of and the number of Shares entitled to be subscribed for under the Outstanding Options as a result of the Share Consolidation becoming effective.

Before adjustments, there were a total of 148,800,000 Outstanding Options granted under the Share Option Scheme. In accordance with the terms and conditions of the Share Option Scheme and Rule 23.03(13) of the GEM Listing Rules, upon the Share Consolidation becoming effective on 20 February 2019, adjustments shall be made to the exercise price of the Outstanding Options and the number of Consolidated Shares to be allotted and issued upon full exercise of subscription rights attaching to the Outstanding Options in the following manner:

	Before the Share Consolidation becoming effective		After the Share Consolidation becoming effective	
	Exercise price per Outstanding Option (HK\$)	Number of Shares to be allotted and issued upon full exercise of the Outstanding Options	Exercise price per Outstanding Option (HK\$)	Number of Consolidated Shares to be allotted and issued upon full exercise of the Outstanding Options
Outstanding Options granted on 13 April 2018	0.065	148,800,000	1.3	7,440,000

In accordance with the terms and conditions of the Share Option Scheme, the provisions of Rule 23.03(13) of the GEM Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005, the exercise price and number of Consolidated Shares that can be subscribed for were adjusted with effect from 20 February 2019.

Separate notification regarding the adjustments will be sent to the holders of the Outstanding Options.

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

Hong Kong, 1 March 2019

As at the date of this announcement, the Board comprises Mr. Tang Yau Sing as an 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 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 “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>.