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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)

INSIDE INFORMATION AND RESUMPTION OF TRADING

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

The Company had received a letter from Alvarez & Marsal Asia Limited (“**A&M**”), claiming that Mr. Alexander Lawson and Mr. Christopher Kennedy have been appointed as joint and several receivers (the “**Receivers**”) over 341,103,500 shares of the Company (the “**Relevant Shares**”) hold by Noble Gate International Limited, Shareholder Value Fund and Maxace Holdings Limited (collectively “**Relevant Shareholders**”).

The Relevant Shares represent approximately 78.96% of the issued share capital of the Company as at the date of this announcement.

According to the letter from A&M, the Receivers indicated that they intend to run a sale process to sell the Relevant Shares, which, if successful, will result in a change of the controlling shareholder of the Company.

The Company will contact the Receivers and Relevant Shareholders with a view to ascertaining the validity of the Receivers’ claim.

The Company will issue further announcement(s) to provide updates on the above matters as and when required pursuant to the GEM Listing Rules and the Code on Takeovers and Mergers.

PUBLIC FLOAT

Based on the information available to the Company, the Company is given to understand that Mr. Tang Yau Sing, the majority shareholder and executive Director of the Company, sold the entire interest in Maxace Holdings Limited which owns 18,000,000 shares of the Company, representing approximately 4.17% of the issued share capital of the Company in July 2018 (the “**Disposal Shares**”). Since the above-mentioned sale was taken place and as at the date of this announcement, Maxace Holdings Limited is an independent third party of the directors, the chief executive or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them. As of the date of this announcement, the Disposed Shares remain being pledged in favour of GF Securities (Hong Kong) Brokerage Limited.

As the Disposed Shares are counted towards the public float of the Company, the public float of the Company is approximately 25.21% and could be maintained as at the date of this announcement.

RESUMPTION OF TRADING

Trading in the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) was halted with effect from 9:00 a.m. on 13 June 2019 at the request of the Company pending the publication of this announcement. An application has been made to the Stock Exchange for the resumption of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on 14 June 2019.

WARNING: SHAREHOLDERS AND POTENTIAL INVESTORS ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY, AND IF THEY ARE IN DOUBT ABOUT THEIR POSITION, THEY SHOULD CONSULT THEIR PROFESSIONAL ADVISERS.

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

Hong Kong, 13 June 2019

As at the date of this announcement, the Board comprises Mr. Tang Yau Sing and Mr. Wong Siu Hung, Patrick as executive Directors and Mr. Tsang Zee Ho, Paul, Ms. Wang Yan and Mr. Lau Fai Lawrence 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>.