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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)**

### **REQUISITION FROM A REGISTERED SHAREHOLDER FOR CONVENING EXTRAORDINARY GENERAL MEETING**

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).

#### **REQUISITION FROM A REGISTERED SHAREHOLDER**

On 2 September 2019, the Company received a letter from Noble Gate International Limited (the “**Requisitioning Shareholder**”), a registered shareholder holding not less than 10% of the paid up capital of the Company, requesting for an extraordinary general meeting of the Company to be held for the purpose of considering and passing resolutions to remove Mr. Tang Yau Sing and Mr. Tsang Zee Ho, Paul as Directors of the Company and from any position in any of the Board committees of the Company (the “**Requisition**”).

According to article 58 of the Company’s articles of association, any one or more members of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition.

The Board is now in course of obtaining legal advice in respect of the legality and procedural regularity of the Requisition. Upon obtaining relevant legal advice, the Company will make further announcement(s) in respect of the Requisition as and when appropriate, and the Board will, if appropriate, convene the extraordinary general meeting for the purpose of considering, and if thought fit, passing the relevant proposed resolutions and dispatch a circular containing details of such resolutions together with a notice of the extraordinary general meeting to the shareholders.

## **TRADING HALT**

Trading in the shares of the Company on The Stock Exchange of Hong Kong Limited remains halted, pending the release of an announcement pursuant to The Hong Kong Code on Takeovers and Mergers, which constitutes inside information of the Company.

By order of the Board  
**Winto Group (Holdings) Limited**  
**Wong Siu Hung, Patrick**  
*Executive Director*

Hong Kong, 11 September 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>.*