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This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Winto Group (Holdings) Limited.

**SOURCE CREATION
INTERNATIONAL LIMITED**

(incorporated in the British Virgin Islands with limited liability)

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)

JOINT ANNOUNCEMENT

**DESPATCH OF THE COMPOSITE OFFER AND RESPONSE
DOCUMENT RELATING TO
MANDATORY UNCONDITIONAL CASH OFFERS BY
LEGO SECURITIES LIMITED FOR AND ON BEHALF OF
SOURCE CREATION INTERNATIONAL LIMITED
FOR ALL THE ISSUED SHARES (OTHER THAN THOSE ALREADY
OWNED AND AGREED TO BE ACQUIRED BY
SOURCE CREATION INTERNATIONAL LIMITED AND PARTIES
ACTING IN CONCERT WITH IT) AND
TO CANCEL ALL THE OUTSTANDING OPTIONS IN
WINTO GROUP (HOLDINGS) LIMITED**

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



Reference is made to (i) the joint announcement dated 17 September 2019 (the “**Joint Announcement**”) issued by Source Creation International Limited (the “**Offeror**”) and Winto Group (Holdings) Limited (the “**Company**”) in relation to, among other things, the mandatory unconditional cash offers by Lego Securities Limited for and on behalf of the Offeror for all the issued shares of the Company (other than those already owned and agreed to be acquired by the Offeror and parties in concert with it) and to cancel all the outstanding options in the Company (the “**Offers**”). and (ii) the composite offer and response document dated 16 October 2019 jointly issued by the Offeror and the Company (the “**Composite Document**”). Unless otherwise stated, the capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

DESPATCH OF COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) expected timetable in respect of the Offers, (ii) a letter from Lego Securities; (iii) a letter from the Board; (iv) a letter from the Independent Board Committee; and (v) a letter from the Independent Financial Adviser, together with the related forms of acceptance and transfer (the “**Forms of Acceptance**”), have been despatched to the Independent Shareholders and the Optionholders on 16 October 2019 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The Offers will be open for acceptance on and from Wednesday, 16 October 2019 and will be closed for acceptance at 4:00 p.m. on 6 November 2019 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. The latest time and date for acceptance of the Offers is 4:00 p.m. on 6 November 2019. The announcement of the results of the Offers will be made by 7:00 p.m. on 6 November 2019.

The expected timetable set out below is indicative only and may be subject to changes. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all time and date references contained in this joint announcement refer to Hong Kong local time and dates.

Event**Time & Date**

2019

Despatch date of the Composite Document and the Forms of Acceptance (<i>Note 1</i>)	Wednesday, 16 October
Offers open for acceptance (<i>Note 1</i>)	Wednesday, 16 October
Latest time and date for acceptance of the Offers and the Closing Date (<i>Note 2</i>)	by 4:00 p.m. on Wednesday, 6 November
Announcement of the results of the Offers (or their extension or revision, if any) on the website of the Stock Exchange (<i>Note 2</i>)	by 7:00 p.m. on Wednesday, 6 November
Latest date for posting of remittances in respect of valid acceptances received under the Offers (<i>Note 3</i>)	Friday, 15 November

Notes:

1. The Offers, which are unconditional in all respects, are made on the date of posting of the Composite Document, and are capable of acceptance on and from that date until 4:00 p.m. on the Closing Date, unless the Offeror revises the Offers in accordance with the Takeovers Code. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed “6. RIGHT OF WITHDRAWAL” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offers must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offers is 4:00 p.m. on Wednesday, 6 November 2019 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. An announcement in respect of the result of the Offers will be issued on the website of the Stock Exchange by 7:00 p.m. on the Closing Date. In the event that the Offeror decides to revise or extend the Offers, all Independent Shareholders and Optionholders, whether or not they have already accepted the Offers, will be entitled to accept the revised Offers under the revised terms. The revised Offers must be kept open for at least 14 days following the date on which the revised offer document(s) are posted and shall not close earlier than the Closing Date.

If there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force on the Closing Date and (i) not cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will remain on the same day, i.e. 4:00 p.m. on the Closing Date.

3. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares and/or the Options tendered under the Offers will be despatched to the Independent Shareholders and/ or the Optionholders accepting the Offers by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for the acceptance of the Offers and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the independent Shareholders and the Optionholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

WARNING

INDEPENDENT SHAREHOLDERS, OPTIONHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY. PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT A LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

INDEPENDENT SHAREHOLDERS AND OPTIONHOLDERS ARE STRONGLY ADVISED TO READ THE COMPOSITE DOCUMENT AND THE FORMS OF ACCEPTANCE CAREFULLY, INCLUDING THE RECOMMENDATION FROM THE INDEPENDENT BOARD COMMITTEE AND THE ADVICE FROM THE INDEPENDENT FINANCIAL ADVISER, BEFORE DECIDING WHETHER OR NOT TO ACCEPT THE OFFERS.

For and on behalf of
Source Creation International Limited
Lui Man Wah
Sole Director

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

Hong Kong, 16 October 2019

As at the date of this joint 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.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Lui Man Wah.

This joint announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it, the terms of the Offers and the future intention of the Offeror regarding the Group) 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 joint announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and parties acting in concert with them), and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.

This joint announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the day of its publication. This joint announcement will also be published on the Company’s website at <http://www.wintogroup.hk>.

The English text of this joint announcement shall prevail over its Chinese text.