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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)

VOLUNTARY ANNOUNCEMENT FINANCIAL ASSISTANCE FROM CONTROLLING SHAREHOLDER

This announcement is made by Winto Group (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company announces that the Company has recently entered into a loan agreement (the “**Loan Agreement**”) with Mr. Lui Man Wah (“**Mr. Lui**”), the controlling shareholder (within the meaning of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) of the Company, pursuant to which Mr. Lui has agreed to make available to the Company and the Company has agreed to accept an unsecured loan facility of up to HK\$40 million (the “**Shareholder’s Loan**”) during the available period which will expire on 31 December 2021. The Shareholder’s Loan will bear an interest of 2% per annum. The Shareholder’s Loan will be utilised by the Company for the purpose of replenishing the Company’s working capital and repaying debts when they fall due.

As of the date of this announcement, an aggregate amount of HK\$5 million of the Shareholder’s Loan has been drawn which has been/will be utilised to repay the outstanding debts due and owing to independent third parties of the Group.

The Directors (including the independent non-executive Directors) consider that the terms of the Loan Agreement (including the interest rate of the Shareholder’s Loan) are arrived at after arm’s length negotiations between the Company and Mr. Lui and are on normal commercial terms or better.

As Mr. Lui is the controlling shareholder (within the meanings of the GEM Listing Rules) of the Company who is interested in approximately 74.08% of the issued share capital of the Company, the entering into of the Loan Agreement and the transactions contemplated thereunder constituted a connected transaction of the Company under Chapter 20 of the GEM Listing Rules. As the receiving of the Shareholder's Loan is not secured by any assets of the Group and is conducted on normal commercial terms or better, the entering into of the Loan Agreement and the transactions contemplated thereunder is fully exempted from the reporting, announcement, circular, independent financial advice and shareholders' approval requirements pursuant to Rule 20.88 of the GEM Listing Rules.

By Order of the Board
Winto Group (Holdings) Limited
Li Ka Yee Daphne
Executive Director

Hong Kong, 26 November 2019

As at the date of this announcement, the Board comprises Mr. Hung Yuen Kin and Ms. Li Ka Yee Daphne as executive directors, Mr. Lui Man Wah as non-executive director and Ms. Wong Chi Ling, Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung 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 GEM Listing Rules 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>.