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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



Reference is made to the announcements (the “**Announcements**”) of Winto Group (Holdings) Limited (the “**Company**”) dated 13 March 2023 and 14 March 2023 in relation to the Placing. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions set out in the Placing Agreement have been fulfilled. The Placing was completed on 3 April 2023 in accordance with the terms of the Placing Agreement. An aggregate of 103,680,000 Placing Shares, representing approximately 16.67% of the issued share capital of the Company immediately after completion of the Placing, have been successfully placed to not less than six Placees at the Placing Price of HK\$0.14 per Placing Share.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, each of the Placees and where appropriate, their respective ultimate beneficial owners is an Independent Third Party, and none of the Placees has become a substantial Shareholder immediately upon completion of the Placing.

The net proceeds from the Placing, after deduction of all relevant expenses (including but not limited to placing commission, legal expenses and disbursements), are approximately HK\$14.2 million. The Company intends to use the net proceeds for expenditure for current business development of the Group.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after completion of the Placing is as follows:

Shareholders	Immediately before Completion of the Placing		Immediately after Completion of the Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Source Creation International Limited (<i>note 1</i>)	320,023,300	61.73%	320,023,300	51.44%
Placees (<i>note 2</i>)	–	–	103,680,000	16.67%
Other Public Shareholders	<u>198,376,700</u>	<u>38.27%</u>	<u>198,376,700</u>	<u>31.89%</u>
Total	<u>518,400,000</u>	<u>100.00%</u>	<u>622,080,000</u>	<u>100.00%</u>

Notes:

- (1) Source Creation International Limited is incorporated in the British Virgin Islands with limited liabilities and wholly owned by Mr. Lui Man Wah (“**Mr. Lui**”). Mr. Lui is a non-executive director and the ultimate controlling party of the Company.
- (2) The Placees are treated as public Shareholders.

By Order of the Board
Winto Group (Holdings) Limited
Hung Yuen Kin
Executive Director

Hong Kong, 3 April 2023

As at the date of this announcement, the Board comprises Mr. Hung Yuen Kin as executive Director, 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 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>.