
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Winto Group (Holdings) Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

Capitalised terms used in this circular shall have the same meanings as defined in the section headed “Definitions” in this circular.

This circular, for which the directors of Winto Group (Holdings) Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 circular 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 circular misleading.

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)

PROPOSED SHARE SUBDIVISION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of Winto Group (Holdings) Limited to be held at 1804B, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 5 June 2015 at 3:00 p.m. is set out on page 9 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting, or any adjourned meeting, should you so wish.

This circular will remain on GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the Company’s website at <http://oceanmediahk.com>.

14 May 2015

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company adopted on 23 January 2015 and as amended from time to time
“Board”	the board of Directors
“Business Day”	a day on which the Stock Exchange is open for business to deal in securities
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Winto Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the securities of which are listed on the GEM
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on 5 June 2015 at 1804B, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong to consider and, if thought fit, to approve the proposed Share Subdivision
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 May 2015, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Share(s)”	ordinary share(s) in the issued and unissued capital of the Company, the par value of which being of HK\$0.01 each prior to the Share Subdivision
“Shareholder(s)”	holder(s) of Shares or Subdivided Shares, as the case may be

DEFINITIONS

“Share Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Share Subdivision”	the proposed subdivision of every one (1) issued and unissued Share of par value of HK\$0.01 each into ten (10) Subdivided Shares of par value of HK\$0.001 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of par value of HK\$0.001 each in the share capital of the Company upon completion of the Share Subdivision
“%” or “per cent”	percentage or per cent

EXPECTED TIMETABLE

The expected timetable relating to the Share Subdivision is as follows:

Event	Time and date
Latest time for return of proxy form of the EGM (not less than 48 hours prior to time of the EGM)	3:00 p.m. on Wednesday, 3 June 2015
Expected date and time of the EGM	3:00 p.m. on Friday, 5 June 2015
Publication of announcement of results of the EGM	Friday, 5 June 2015
<p>The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” below.</p>	
Effective date of the Share Subdivision	Monday, 8 June 2015
First day of free exchange of existing share certificates for new share certificates for Subdivided Shares	Monday, 8 June 2015
Commencement of dealings in the Subdivided Shares	9:00 a.m. on Monday, 8 June 2015
Original counter for trading in Shares (in board lots of 8,000 Shares) temporarily closes	9:00 a.m. on Monday, 8 June 2015
Temporary counter for trading in Subdivided Shares in board lots of 80,000 Subdivided Shares (in the form of existing share certificates) opens	9:00 a.m. on Monday, 8 June 2015
Original counter for trading in Subdivided Shares in board lots of 8,000 Subdivided Shares (in the form of new share certificates) re-opens	9:00 a.m. on Monday, 22 June 2015
Parallel trading in the Shares and the Subdivided Shares (in the form of new and existing share certificates) begins	9:00 a.m. on Monday, 22 June 2015
Temporary counter for trading in board lots of 80,000 Subdivided Shares (in the form of existing share certificates) closes	4:00 p.m. on Monday, 13 July 2015

EXPECTED TIMETABLE

Parallel trading in the Shares and the Subdivided Shares
(in the form of new and existing certificates) ends 4:00 p.m. on
Monday, 13 July 2015

Last day of free exchange of existing certificates for
new certificates for Subdivided Shares Wednesday, 15 July 2015

All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

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)

Executive Directors:

Mr. Kwan Shun Keung Timmy
Ms. Yip Tsz Lam
Mr. Mak Wai Kit
Ms. Law Shiu Wai

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Non-executive Director:

Mr. Tsang Hin Man Terence

*Head office and principal place of
business in Hong Kong:*

Unit 4, 7th Floor,
Nan Fung Commercial Centre
19 Lam Lok Street,
Kowloon Bay, Kowloon
Hong Kong

Independent Non-executive Directors:

Mr. Lee Kwok Tung Louis
Mr. Tsang Ho Ka Eugene
Mr. Yu Chon Man
Mr. Liu Kwong Chi Nelson
Ms. Wong Fei Tat

14 May 2015

To the Shareholders

Dear Sir/Madam,

**PROPOSED SHARE SUBDIVISION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolution to be proposed at the EGM and to give you notice of the EGM. Resolution to be proposed at the EGM includes an ordinary resolution relating to the Share Subdivision.

2. PROPOSED SHARE SUBDIVISION

The Board proposes to put forward to the Shareholders a proposal to effect the proposed Share Subdivision whereby every one (1) existing issued and unissued Share of par value of \$0.01 each in the share capital of the Company will be subdivided into ten (10) Subdivided Shares of par value of \$0.001 each.

LETTER FROM THE BOARD

Conditions of the Share Subdivision

The Share Subdivision is conditional upon (i) the passing of an ordinary resolution to approve the Share Subdivision by the Shareholders at the EGM; and (ii) the Stock Exchange granting approval to the listing of, and permission to deal in, the Subdivided Shares.

Assuming all conditions are fulfilled, the Share Subdivision will become effective on the Business Day following passing of the ordinary resolution at the EGM, which is expected to be 5 June 2015.

Effect of the Share Subdivision

As at the Latest Practicable Date, the authorised share capital of the Company is \$100,000,000 divided into 10,000,000,000 Shares of \$0.01 each, of which 720,000,000 Shares have been issued and are fully paid or credited as fully paid. Assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the EGM, immediately after the Share Subdivision becoming effective, the authorised share capital of the Company will become \$100,000,000 divided into 100,000,000,000 Subdivided Shares of \$0.001 each, of which 7,200,000,000 Subdivided Shares of par value of HK\$0.001 each will be in issue which are fully paid or credited as fully paid.

As at the date of this circular, the Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank pari passu with each other in all respects with the Shares in issue prior to the Share Subdivision and the Share Subdivision will not result in any change in the rights of the Shareholders.

Upon the Share Subdivision becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged with 8,000 Subdivided Shares for each board lot.

Free exchange of Subdivided Shares' certificates and trading arrangement

Subject to the Share Subdivision becoming effective, which is expected to be on Monday, 8 June 2015, Shareholders may, during the period from Monday, 8 June 2015 to Wednesday, 15 July 2015 (both days inclusive) between 9:00 a.m. and 4:30 p.m. on any Business Day, submit share certificates for the existing Shares in red colour to the Share Registrar to exchange, at the expense of the Company, for new certificates of the Subdivided Shares in blue colour. Thereafter, each share certificate for the existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new share certificate issued for the Subdivided Shares or each share certificate for the

LETTER FROM THE BOARD

existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher. Nevertheless, the share certificates for the existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Subdivided Shares at any time after Monday, 13 July 2015 but are not accepted for trading, settlement and registration upon completion of the Share Subdivision.

It is expected that the new share certificates will be available for collection within a period of ten Business Days after the submission of the existing share certificates. The new share certificates will be blue in colour so as to be distinguished from the existing share certificates which are red in colour.

Listing application

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in on which listing or permission to deal in is being or is proposed to be sought on other stock exchanges.

3. REASONS FOR THE SHARE SUBDIVISION

Upon the proposed Share Subdivision becoming effective, the par value of each share of the Company will decrease and the total number of shares of the Company in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price of the shares of the Company. The Board believes that the Share Subdivision will reduce the trading spread as well as the volatility of the trading price of its shares and thus improving liquidity in the Company's Subdivided Shares. In view of the above, the Board considers that the Share Subdivision is beneficial to the Company and the Shareholders as a whole.

Other than the relevant expenses, including but not limited to professional fees and printing charges incurred, the implementation of the Share Subdivision will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests of the Shareholders. The Directors believe that the Share Subdivision will not have any material adverse effect on the financial position of the Group.

LETTER FROM THE BOARD

4. ACTIONS TO BE TAKEN

The EGM notice is set out on page 9 of this circular. At the EGM, a resolution will be proposed to approve the Share Subdivision.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for the ordinary resolution put to the vote of the EGM pursuant to Article 66 of the Articles of Association and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

You will find enclosed with this circular a form of proxy for use at the EGM. Whether or not you are able to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event no later than 48 hours before the time for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

5. COMPETING BUSINESS

None of the business or interest of the Directors or Substantial Shareholders or any of its subsidiaries or any of their respective close associates competes or may compete with the business of the Group under Rule 11.04 of GEM Listing Rules nor does or may any of such persons have any other conflicts of interest with the Group.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes 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 circular 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 circular misleading.

7. RECOMMENDATION

The Directors believe that the proposed Share Subdivision is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Accordingly, the Directors recommend that all Shareholders should vote in favour of the ordinary resolution approving the Share Subdivision at the EGM.

By order of the Board
Winto Group (Holdings) Limited
Kwan Shun Keung Timmy
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Winto Group (Holdings) Limited (the “**Company**”) will be held at 1804B, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 5 June 2015 at 3:00 p.m. for the following purpose:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval to the listing of, and permission to deal in, the Subdivided Shares (as hereafter defined), each of the issued and unissued ordinary shares of \$0.01 each in the share capital of the Company be and is hereby subdivided into 10 ordinary shares of \$0.001 each (the “**Subdivided Shares**”), with effect from the business day which is a settlement day for the trading of shares of the Company on the Stock Exchange immediately following the date on which this resolution is passed (the “**Share Subdivision**”) and that any director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by the Director in his/her absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in, for completion of the Share Subdivision including but not limited to, to cancel any existing share certificates and to issue new share certificates in respect of the Subdivided Shares to holders of the existing shares of the Company pursuant to the Share Subdivision.”

By Order of the Board
Winto Group (Holdings) Limited
Kwan Shun Keung Timmy
Chairman

Hong Kong, 14 May 2015

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

Unit 4, 7th Floor,
Nan Fung Commercial Centre
19 Lam Lok Street,
Kowloon Bay, Kowloon
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company (“**Share Registrar**”), Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. As at the date of this notice, the board of Directors comprises Mr. Kwan Shun Keung Timmy, Ms. Yip Tsz Lam, Mr. Mak Wai Kit and Ms. Law Shiu Wai as executive directors; Mr. Tsang Hin Man Terence as non-executive director; and Mr. Lee Kwok Tung Louis, Mr. Tsang Ho Ka Eugene, Mr. Yu Chon Man, Mr. Liu Kwong Chi Nelson and Ms. Wong Fei Tat as independent non-executive directors.