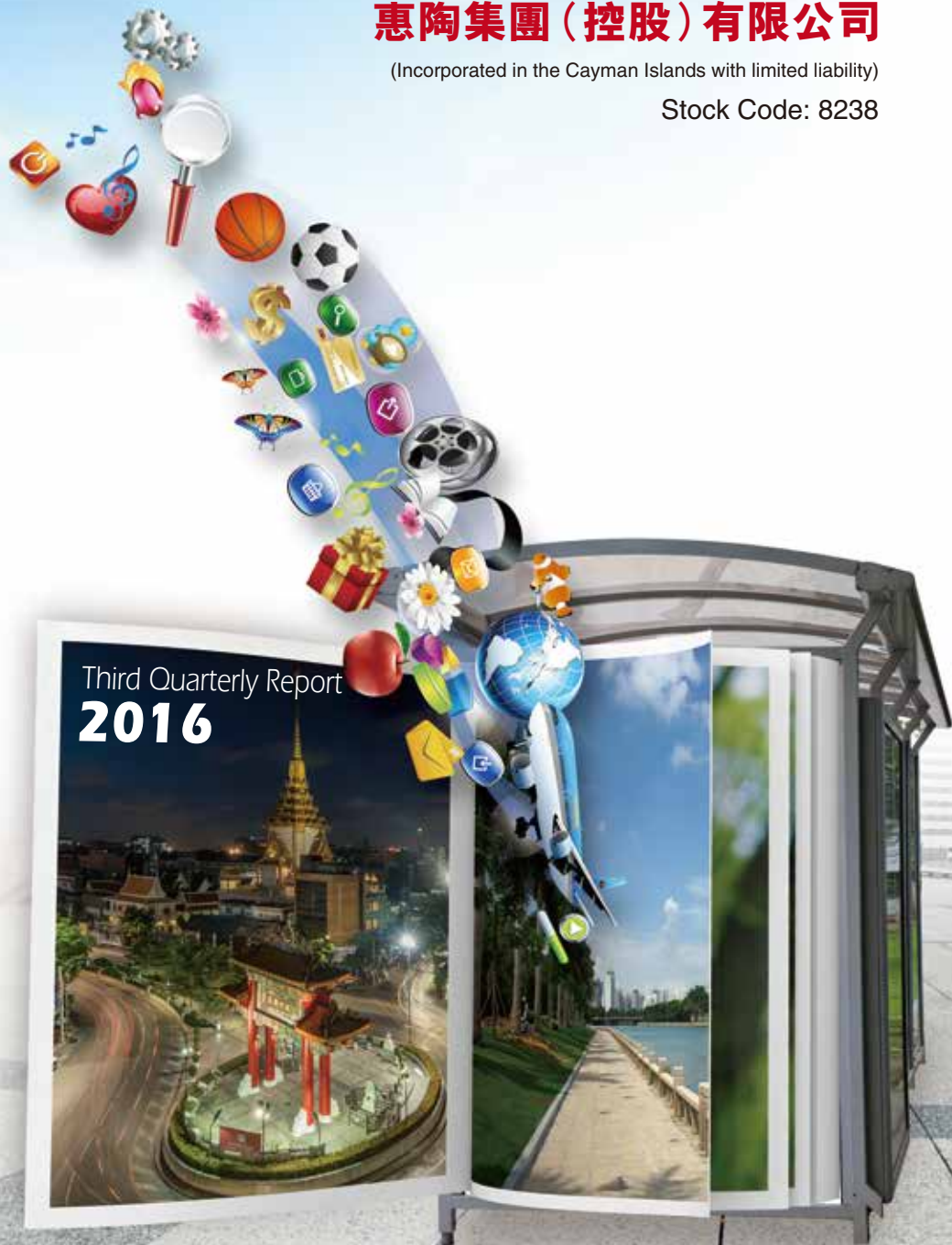


WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8238



Third Quarterly Report
2016

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of Winto Group (Holdings) Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (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 report is accurate and complete in all material respects and not misleading and deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

FINANCIAL RESULTS

The board of directors (the "Board") of Winto Group (Holdings) Limited (the "Company") is pleased to announce the unaudited condensed consolidated financial results of the Company and its subsidiaries (the "Group") for the nine months ended 30 September 2016 together with the comparative unaudited figures for the corresponding period in 2015 as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three and nine months ended 30 September 2016

	Note	Three months ended 30 September		Nine months ended 30 September	
		2016 HK\$ (Unaudited)	2015 HK\$ (Unaudited)	2016 HK\$ (Unaudited)	2015 HK\$ (Unaudited)
Revenue	3	33,595,485	5,354,586	49,937,987	15,614,918
Cost of sales		(32,915,801)	(633,454)	(49,387,143)	(1,698,907)
Gross profit		679,684	4,721,132	550,844	13,916,011
Other revenue and other net income		3,233	1,895	19,036	7,181
Operating expenses		(7,350,789)	(2,766,166)	(14,570,400)	(12,021,360)
(Loss)/Profit from operations		(6,667,872)	1,956,861	(14,000,520)	1,901,832
Fair value change on financial assets at fair value through profit or loss		(5,596,800)	—	(4,727,271)	—
Share of loss of associates		—	—	(200,000)	—
Finance costs		(919,647)	(43,151)	(960,796)	(555,034)
(Loss)/Profit before taxation		(13,184,319)	1,913,710	(19,888,587)	1,346,798
Income tax	4	(268,271)	(640,250)	(537,955)	(1,704,259)
(Loss)/Profit for the period		(13,452,590)	1,273,460	(20,426,542)	(357,461)
Other comprehensive income for the period:					
Items that may be reclassified subsequently to profits or loss:					
Exchange differences on translating foreign operations		1,053	—	1,053	—
Total comprehensive (expense)/ income for the period		(13,451,537)	1,273,460	(20,425,489)	(357,461)

	Note	Three months ended 30 September		Nine months ended 30 September	
		2016 HK\$ (Unaudited)	2015 HK\$ (Unaudited)	2016 HK\$ (Unaudited)	2015 HK\$ (Unaudited)
(Loss)/Profit for the period attributable to:					
Owners of the Company		(13,355,254)	1,273,460	(20,329,206)	(357,461)
Non-controlling interests		(97,336)	—	(97,336)	—
		(13,452,590)	1,273,460	(20,426,542)	(357,461)
Total comprehensive (expense)/ income for the period attributable to:					
Owners of the Company		(13,354,201)	1,273,460	(20,328,153)	(357,461)
Non-controlling interests		(97,336)	—	(97,336)	—
		(13,451,537)	1,273,460	(20,425,489)	(357,461)
		HK cents	HK cents	HK cents	HK cents
(Loss)/Earning per share					
Basic and diluted	6	(0.19)	0.02	(0.28)	(0.01)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2016

	Share capital	Share premium	Convertible bonds reserve	Translation reserve	Retained profits/ (accumulated losses)	Total	Non-controlling interests	Total
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
Balance at 1 January 2015 (audited)	10,000	—	1,239,824	—	9,094,937	10,344,761	—	10,344,761
Loss for the period and total comprehensive loss for the period	—	—	—	—	(357,461)	(357,461)	—	(357,461)
Dividend paid (note 5)	—	—	—	—	(4,000,000)	(4,000,000)	—	(4,000,000)
Issue of new shares	2,510	—	—	—	—	2,510	—	2,510
Issue of shares upon conversion of convertible bonds	2,490	22,492,401	—	—	—	22,494,891	—	22,494,891
Transfer of convertible bonds reserve upon conversion of convertible bonds	—	1,239,824	(1,239,824)	—	—	—	—	—
Issue of new shares by way of placing	1,200,000	43,200,000	—	—	—	44,400,000	—	44,400,000
Share issue expenses	—	(3,477,311)	—	—	—	(3,477,311)	—	(3,477,311)
Capitalisation issue	5,985,000	(5,985,000)	—	—	—	—	—	—
Balance at 30 September 2015 (unaudited)	7,200,000	57,469,914	—	—	4,737,476	69,407,390	—	69,407,390
Balance at 1 January 2016 (audited)	7,200,000	57,469,914	—	—	(666,711)	64,003,203	—	64,003,203
Loss for the period	—	—	—	—	(20,329,206)	(20,329,206)	(97,336)	(20,426,542)
Other comprehensive income:								
Exchange gain on translation of foreign operations	—	—	—	1,053	—	1,053	—	1,053
Total comprehensive (expense)/ income for the period	—	—	—	1,053	(20,329,206)	(20,328,153)	(97,336)	(20,425,489)
Acquisition of subsidiaries	—	—	—	—	—	—	391,212	391,212
Balance at 30 September 2016 (unaudited)	7,200,000	57,469,914	—	1,053	(20,995,917)	43,675,050	293,876	43,968,926



NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

1. BASIS OF PREPARATION

The Company was incorporated in the Cayman Islands on 7 December 2012, as an exempted company with limited liability under the Companies Law (as Revised) of the Cayman Islands. The Company's shares are listed on the GEM since 16 February 2015 (the "Listing").

Pursuant to a group reorganisation (the "Reorganisation"), the Company became the holding company of the subsidiaries now comprising the Group on 9 October 2013, the details of which are as set out in the prospectus issued by the Company dated 30 January 2015 (the "Prospectus").

The unaudited condensed consolidated financial results of the Group for the nine months ended 30 September 2016 are presented in Hong Kong dollars ("HK\$") which is also the functional currency of the Company, unless otherwise stated.

The unaudited condensed consolidated financial results of the Group for the nine months ended 30 September 2016 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the GEM Listing Rules. The unaudited condensed consolidated financial results have been prepared under the historical cost convention, as modified by financial assets at fair value through profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES

The preparation of the unaudited condensed consolidated financial results in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The unaudited condensed consolidated financial results should be read in conjunction with the Group's audited consolidated financial statements and notes thereto for the year ended 31 December 2015.

Adoption of new/revised HKFRS

The adoption of the new/revised HKFRS that are relevant to the Group and effective from the current period, did not have any significant effect on the results and financial position of the Group for the current and prior accounting periods.

The Group has not early adopted any new/revised HKFRS that have been issued but are not yet effective for the current period. The Directors have already commenced an assessment of the impact of these new and revised HKFRS but are not yet in a position to reasonably estimate whether these new and revised HKFRS would have a significant impact on the Group's results of operations and financial position.

3. REVENUE

The principal activities of the Group are (i) sales and free distribution of Chinese lifestyle magazines, the sales of advertising space in the magazines; (ii) provision of outdoor advertising service; (iii) development and operating e-commerce trading platform; (iv) trade of liquefied natural gas ("LNG") and methanol; and (v) mobile phone apps development, provision of apps solutions and provision of online marketing planning and production.

The amount of each significant category of revenue recognised in turnover during the period is as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2016 HK\$ (Unaudited)	2015 HK\$ (Unaudited)	2016 HK\$ (Unaudited)	2015 HK\$ (Unaudited)
Trade of LNG gas and methanol	25,170,524	—	25,170,524	—
Printed media advertising	2,768,502	5,260,223	7,391,826	15,392,899
Outdoor advertising	5,612,197	28,965	17,223,385	28,965
Sales of magazines	44,262	65,398	152,252	193,054
	33,595,485	5,354,586	49,937,987	15,614,918

4. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Income tax recognised in profit or loss:

	Three months ended 30 September		Nine months ended 30 September	
	2016 HK\$ (Unaudited)	2015 HK\$ (Unaudited)	2016 HK\$ (Unaudited)	2015 HK\$ (Unaudited)
Current tax — Hong Kong profits tax				
Provision for the period	268,271	640,250	537,955	1,704,259
	268,271	640,250	537,955	1,704,259

Hong Kong profits tax has been provided at the rate of 16.5% (three and nine months ended 30 September 2015: 16.5%) on the estimated assessable profit during the period arising in or derived from Hong Kong.

The tax rate applicable to the PRC subsidiaries in the Group were 25% (2015: 25%) during the period. However, no provision for PRC enterprise income tax has been made in the financial statements for the nine months ended 30 September 2016 (2015: Nil) as the PRC subsidiaries did not generate any assessable profit for the period.

5. DIVIDEND

During the nine months' period ended 30 September 2015, the Company declared an interim dividend of HK\$4,000,000 (HK\$4.00 per share declared and paid) to its shareholders respectively, the dividends represented dividends declared by the companies now comprising the Group to the then equity holders of the companies prior to the Listing, after elimination of intra-group dividends.

No dividend has been paid or proposed by the Group for the nine months ended 30 September 2016.

6. (LOSS)/EARNING PER SHARE

The basic and diluted loss per share for the nine months ended 30 September 2016 and 2015 is calculated based on the loss attributable to owners of the Company for the nine months ended 30 September 2016 with the loss of HK\$20,329,206 (2015: HK\$357,461) and the weighted average of 7,200,000,000 ordinary shares (2015: 6,997,289,377 after adjusting for share subdivision and capitalisation issue in 2015) in issue during the period, calculated as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2016	2015	2016	2015
(Loss)/profit attributable to equity holders of the Company	(13,355,254)	1,273,460	(20,329,206)	(357,461)
Weighted average number of ordinary shares	7,200,000,000	6,997,289,377	7,200,000,000	6,997,289,377
Basic (loss)/earning per share	HK\$(0.19) cents	HK\$0.02 cents	HK\$(0.28) cents	HK\$(0.01) cents

For the nine months ended 30 September 2015, the weighted average number of ordinary shares has been adjusted to reflect the effect of capitalisation issue and shares subdivision completed on 29 January 2015 and 8 June 2015 respectively.

Diluted and basic loss per share for the nine months ended 30 September 2016 were the same because there was no potential ordinary shares outstanding at the period end date.

Diluted and basic loss per share for the nine months ended 30 September 2015 were the same because there is anti-dilutive effect as if the conversion of all potential ordinary shares arising from convertible bonds.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECTS

The Group is principally engaged in (i) sales and free distribution of Chinese language lifestyle magazines, the sales of advertising space in the magazines; (ii) provision of outdoor advertising services; (iii) development and operating e-commerce trading platform; (iv) trade of LNG and methanol; and (v) mobile phone apps development, provision of apps solutions and provision of online marketing planning and production.

The Group's outdoor business is carried on by a professional outdoor media advertising company engaged in taxi advertising, minibuses advertising, ice cream vehicle advertising, roof top and exterior wall advertising, outdoor light box advertising, and LED screen advertising. The Group's outdoor business major customers included media agency and customers of jewelry. The Group's outdoor business major suppliers included billboard owners, taxi owners, minibus owners and truck owners for provision of outdoor media resources.

In order to seize some valuable media resources, the Group will enter into exclusive right agreements with certain media resources owners before the Group receives any customer orders. The exclusive right agreement may be of fixed licence fee or with minimum guarantee licence fee plus sharing of revenue based on agreed percentage. The Group will also enter into non-exclusive agreements with media resources owners after receiving customer orders.

During year ended 31 December 2015, in order to seize some valuable media resources, the Group entered into an exclusive right agreement with media resources owners with monthly fixed license fee of approximately HK\$2,000,000 before it received any customers order. The average advertising income received from the customers during the nine months ended 30 September 2016 turned out to be much lower than the fixed license fee. As a result, the outdoor advertising business of the Group generated significant gross loss during the nine months ended 30 September 2016.

On 28 June 2016, we acquired 100% equity interests of Lasermoon Limited for a total consideration of HK\$35,000,000. Lasermoon Limited together with its subsidiaries (the "Lasermoon Group") is principally engaged in internet information technology development, LNG e-commerce trading, sale, installation, testing and maintenance of information system, and development of software in the PRC.

In order to improve the Company's efficiency, we have speeded up the development progress in proprietary business platform. Through market resources integration, profit creation as well as our platform companies focus on business management and e-commerce trading platform optimization, the Group has developed proprietary business for energy and chemical products through a non-wholly owned subsidiary since August 2016, with its extensive resources and channels, hoping to attract trades from upstream and downstream enterprises on the e-commerce trading platform.

On 29 August 2016, we acquired 51% equity interests of Qihui Group (International) Limited (formerly known as Gold Upward Technology Limited) for a total consideration of RMB6,000,000. Qihui Group (International) Limited together with its subsidiaries (the "Qihui Group") is principally engaged in the mobile phone apps development and provision of app solutions for its clients. It is also involved in WeChat planning, production and promotion, as well as research in blending WeChat with corporate marketing and planning.

In October 2016, the Group purchased an office premises (the "Property") for a consideration of HK\$11,000,000. The Property is purchased subject to a tenancy agreement which will expire in December 2017. The Company intends to use the Property as office premises of the Group after the expiry of the tenancy agreement and recovery of vacant possession of the Property. The Directors believe that this can save the rental expenses of the Group and provide stable working environment for the Group in the long run.

As a result of facing the downward trend of both our printed media advertising and outdoor advertising business, the Group continues to look for other business opportunities in an attempt to diversify its business areas in order to reduce its reliance upon the existing magazine and advertising business.

FINANCIAL REVIEW

Revenue

Total revenue increased by approximately 219.8% from approximately HK\$15,615,000 for the nine months ended 30 September 2015 to approximately HK\$49,938,000 for the nine months ended 30 September 2016. It was mainly attributable to the Group's new sales of LNG and methanol business which generated approximately HK\$25,171,000 revenue for the nine months ended 30 September 2016, and revenue from outdoor advertising business, which was set up in August 2015, increased from approximately HK\$29,000 for the nine months ended 30 September 2015 to approximately HK\$17,223,000 for the nine months ended 30 September 2016. However, due to reduction in number of clients in printed media advertising business, revenue generated therefrom decreased from approximately HK\$15,393,000 for the nine months ended 30 September 2015 to approximately HK\$7,392,000 for the nine months ended 30 September 2016. Revenue from sales of magazines decreased from approximately HK\$193,000 for the nine months ended 30 September 2015 to approximately HK\$152,000 for the nine months ended 30 September 2016.

Gross Profit

The Group's gross profit decreased from approximately HK\$13,916,000 for the nine months ended 30 September 2015 to approximately HK\$550,000 for the nine months ended 30 September 2016. The decrement was mainly attributable to the gross loss derived from outdoor advertising business. During the year ended 31 December 2015, the Group's outdoor advertising business leases certain media resources with non-cancellable monthly lease payment which is higher than the average advertising income received from customers during the nine months ended 30 September 2016.

Fair Value Change on Financial Assets at Fair Value through Profit or Loss

During the nine months ended 30 September 2016, the Group recorded unrealised fair value loss on changes on investment securities of approximately HK\$4,727,000 (nine month ended 30 September 2015: nil).

Operating expenses

The operating expenses of the Group increased by approximately 21.2% from approximately HK\$12,021,000 for the nine months ended 30 September 2015 to approximately HK\$14,570,000 for the nine months ended 30 September 2016. The increase in the operating expenses was primarily attributable to (i) the increase in operating expenses from outdoor advertising business; (ii) the operating expenses derived from new acquired business; and (iii) the professional fees for acquisition of new business. The increment is partly offset by the absence of professional fees for Listing and donation incurred in the nine months ended 30 September 2015.

Loss Attributable to Owners of the Company

During the nine months ended 30 September 2016, the Group's loss attributable to owners of the Company increased to approximately HK\$20,329,000 from approximately HK\$357,000 for the nine months ended 30 September 2015. This was mainly attributable to (i) the reduction in number of clients from printed media advertising business; (ii) the loss derived from outdoor advertising business; and (iii) the unrealised loss in investment portfolio of listed shares.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 September 2016, interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) held by the Directors and chief executives of the Company which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules are as follows:

LONG POSITIONS IN THE SHARES

Name of Director	Nature of interest	Number of Shares or Underlying Shares	Approximate percentage of shareholding interests
Mr. Kwan Shun Keung Timmy ("Mr. Kwan")	Interests in a controlled corporation (Note)	2,538,232,000	35.25%
Mr. Lan Zhi Cheng ("Mr. Lan")	Beneficial owner	350,000,000	4.86%

Notes: These shares are directly held by Fuwin Group (Holdings) Limited ("Fuwin"), which is beneficially owned as to 60% by Mr. Kwan and as to 40% by Ms. Yip Tsz Lam ("Ms. Yip"). Ms. Yip is the spouse of Mr. Kwan.

Save as disclosed above, as at 30 September 2016, none of the Directors nor chief executives had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or were recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2016, so far as the Directors were aware, the following persons (other than the Directors or chief executive of the Company) had or were deemed or taken to have an interest and/or short position in the Shares or the underlying shares of the Company which were required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under Section 336 of the SFO, and/or who are directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group were as follows:

LONG POSITIONS IN THE SHARES

Name	Nature of interests	Number of Shares or Underlying Shares	Approximate percentage of shareholding interests
Fuwin	Beneficial owner (Note 1)	2,538,232,000	35.25%
Ms. Yip	Interests in a controlled corporation and family interests	2,538,232,000	35.25%
Grand Powerful Group Limited	Beneficial owner (Note 2)	498,000,000	6.92%
Mr. Cheng Ming Kit	Interests in a controlled corporation (Note 2)	498,000,000	6.92%
Ms. Yung Yee Man Sharon	Family interests (Note 3)	498,000,000	6.92%
Mr. Wong Man Hin Charles	Beneficial owner (Note 4)	498,000,000	6.92%
Ms. Loo Chi Yiu	Family interests (Note 4)	498,000,000	6.92%

Notes:

1. *Fuwin is owned as to 60% by Mr. Kwan and 40% by Ms. Yip.*
2. *The entire issued share capital of Grand Powerful Group Limited is owned by Mr. Cheng Ming Kit ("Mr. Cheng"). Mr. Cheng is therefore deemed to be interested in the 498,000,000 shares held by Grand Powerful Group Limited under the SFO.*
3. *Ms. Yung Yee Man Sharon is the spouse of Mr. Cheng and deemed to be interested in the 498,000,000 shares held by Mr. Cheng.*
4. *Ms. Loo Chi Yiu is the spouse of Mr. Wong Man Hin Charles and deemed to be interested in the 498,000,000 shares held by Mr. Wong Man Hin Charles.*

Save as disclosed above, as at 30 September 2016, the Directors were not aware of any other persons who had any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register required to be kept under Section 336 of the SFO, and/or who are directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

SHARE OPTION SCHEME

The Company has a share option scheme (the "Scheme") which was approved and adopted by the sole shareholder of the Company by way of written resolutions passed on 23 January 2015. No share option has been granted under the Scheme since its adoption.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

At no time during the nine months ended 30 September 2016 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them, or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the nine months ended 30 September 2016, the Company did not redeem any of its shares, and neither did the Company nor any of its subsidiaries purchase or sell any of the Company's shares.

COMPLIANCE OF CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings concerning securities transaction by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having been made specific enquiry, all Directors confirmed that they had complied with the required standard of dealings and the code of conduct regarding Directors' securities transactions during the nine months ended 30 September 2016.



COMPLIANCE WITH THE DEED OF NON-COMPETITION

For the purpose of the listing of the Company, each of Fuwin Group (Holdings) Limited, Mr. Kwan Shun Keung Timmy and Ms. Yip Tsz Lam, being the controlling shareholders of the Company, have entered into a deed of non-competition dated 29 January 2015 (the “Deed of Non-competition”) in favour of the Company, further details of which are disclosed in the section headed “Relationship with Controlling Shareholders” of the Prospectus. The independent non-executive Directors have reviewed the compliance with the Deed of Non-competition by Fuwin Group (Holdings) Limited, Mr. Kwan Shun Keung Timmy and Ms. Yip Tsz Lam during the period from the Listing Date up to 30 September 2016, and are satisfied that the Deed of Non-competition has been complied with by all of them throughout.

INTERESTS IN COMPETING BUSINESS

None of the Directors nor the controlling shareholders have any interests in a business which competes or may compete with the business of the Group or have any other conflict of interests with the Group during the nine months ended 30 September 2016.

INTERESTS OF THE COMPLIANCE ADVISER

Mr. Wong Man Hin Charles was interested in 6.92% of the issued share capital of the Company. Mr. Wong holds the position as managing director of VC Brokerage Limited, a wholly owned subsidiary of the holding company of VC Capital Limited (namely Value Convergence Holdings Limited with stock code: 821). He is also a member of senior management and a non-voting member of the executive committee of Value Convergence Holdings Limited. As at 30 September 2016, as notified by the Company’s compliance adviser, VC Capital Limited (the “Compliance Adviser”), save for disclosed and except for the compliance adviser agreement entered into between the Company and the Compliance Adviser on 27 March 2014, neither the Compliance Adviser nor its directors, employees or close associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

AUDIT COMMITTEE

The Company has established an audit committee (the “Committee”) with the written terms of reference in compliance with the GEM Listing Rules. As at the date of this report, the Committee consists of three independent non-executive Directors, namely Ms. Wong Fei Tat (chairman of the Committee), Mr. Tsang Ho Ka Eugene and Mr. Pang Siu Yin. The Committee has reviewed the unaudited condensed consolidated financial results of the Group for the nine months ended 30 September 2016.

CORPORATE GOVERNANCE

The Company has adopted the principles and the code provisions set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 15 to the GEM Listing Rules.

The Directors of the Company consider that the Company has complied with the CG Code during the nine months ended 30 September 2016 and up to the date of this report, except for code provision A.2.1.

Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Kwan is the Chairman and the chief executive officer of the Company. In view of the fact that Mr. Kwan is one of the co-founders of the Group and has been operating and managing our Group since 2009, the Board believes that it is in the best interests of the Group to have Mr. Kwan taking up both roles for effective management and business development. Therefore the Directors consider that the deviation from the code provision A.2.1 is appropriate in such circumstance.

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

Hong Kong, 10 November 2016

As at the date of this report, the Board comprises Mr. Kwan Shun Keung Timmy, Mr. Mak Wai Kit, Ms. Law Shiu Wai and Mr. Lan Zhi Cheng as executive directors; Mr. Liu Kwong Chi Nelson as non-executive director; and Mr. Tsang Ho Ka Eugene, Ms. Wong Fei Tat and Mr. Pang Siu Yin as independent non-executive directors.