

# WINTO GROUP (HOLDINGS) LIMITED 惠陶集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 8238



2019  
First Quarterly Report  
第一季度報告

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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.

*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 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 or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

### 香港聯合交易所有限公司(「聯交所」)GEM特色

GEM的地位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司一般為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

本報告的資料乃遵照《聯交所GEM證券上市規則》(「GEM上市規則」)而刊載，旨在提供有關惠陶集團(控股)有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告所載任何陳述或本報告產生誤導。

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# Financial Results

## 財務業績

The board (the “Board”) of Directors of Winto Group (Holdings) Limited is pleased to announce the unaudited consolidated financial results of the Company and its subsidiaries (the “Group”) for the three months ended 31 March 2019 together with the comparative unaudited figures for the corresponding period in 2018 as follows:

惠陶集團(控股)有限公司董事會(「董事會」)欣然公佈本公司及其附屬公司(「本集團」)截至2019年3月31日止三個月的未經審核綜合財務業績連同2018年同期的未經審核比較數字如下：

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

### 未經審核綜合損益及其他全面收益表

For the three months ended 31 March 2019

截至2019年3月31日止三個月

		Three months ended 31 March 截至3月31日止三個月	
		2019 2019年 HK\$ 港元 (Unaudited) (未經審核)	2018 2018年 HK\$ 港元 (Unaudited) (未經審核) (Restated) (經重列)
		Notes 附註	
<b>Continuing operations</b>	<b>持續經營業務</b>		
Revenue	收益	3	954,638
Cost of sales	銷售成本		(460,931)
<b>Gross profit</b>	<b>毛利</b>		<b>44,568</b>
Other income	其他收入		14,467
Operating expenses	經營開支		(5,353,060)
Other gains or losses	其他收益或虧損		129,770
Finance costs	財務費用		-
<b>Loss before tax</b>	<b>除稅前虧損</b>		<b>(4,715,116)</b>
Income tax expense	所得稅開支	4	-

# Financial Results

## 財務業績

Three months ended 31 March  
截至3月31日止三個月

		Notes 附註	2019 2019年 HK\$ 港元 (Unaudited) (未經審核)	2018 2018年 HK\$ 港元 (Unaudited) (未經審核) (Restated) (經重列)
<b>Loss for the period from continuing operations</b>	持續經營業務的期內虧損		<b>(6,437,775)</b>	(4,715,116)
<b>Discontinued operation</b> Loss for the period from the discontinued operation	終止經營業務 終止經營業務的期內虧損	5	<b>(30,909)</b>	(1,353,888)
<b>Loss for the period</b>	期內虧損		<b>(6,468,684)</b>	(6,069,004)
Other comprehensive expense Item that may be reclassified subsequently to profit or loss: – exchange difference on translation	其他全面開支 其後可重新分類至 損益的項目： – 匯兌差額		<b>(197,007)</b>	(201,023)
<b>Total comprehensive expense for the period</b>	期內全面開支總額		<b>(6,665,691)</b>	(6,270,027)

# Financial Results

## 財務業績

Three months ended 31 March  
截至3月31日止三個月

	Notes 附註	2019 2019年 HK\$ 港元 (Unaudited) (未經審核)	2018 2018年 HK\$ 港元 (Unaudited) (未經審核) (Restated) (經重列)
<b>Loss for the period attributable to:</b>	<b>應佔期內虧損：</b>		
Owner of the Company	本公司擁有人		
– for continuing operations	– 持續經營業務	(5,936,022)	(4,715,116)
– for discontinued operation	– 終止經營業務	(15,763)	(690,483)
Non-controlling interests	非控股權益		
– for continuing operations	– 持續經營業務	(501,753)	–
– for discontinued operation	– 終止經營業務	(15,146)	(663,405)
		<b>(6,468,684)</b>	<b>(6,069,004)</b>
<b>Total comprehensive expense attributable to:</b>	<b>應佔全面開支總額：</b>		
Owner of the Company	本公司擁有人	(6,055,593)	(5,508,121)
Non-controlling interests	非控股權益	(610,098)	(761,906)
		<b>(6,665,691)</b>	<b>(6,270,027)</b>
<b>From continuing and discontinued operations</b>	<b>持續及終止經營業務</b>		
Loss per share	每股虧損		
Basic and diluted (HK Cents)	基本及攤薄(港仙)	7	(1.25)
		<b>(1.38)</b>	
<b>From continuing operations</b>	<b>持續經營業務</b>		
Loss per share	每股虧損		
Basic and diluted (HK Cents)	基本及攤薄(港仙)	7	(1.09)
		<b>(1.37)</b>	

# Unaudited Consolidated Statement of Changes in Equity

## 未經審核綜合權益變動表

For the three months ended 31 March 2019

截至2019年3月31日止三個月

		Share capital	Share premium	Exchange reserve	Share option reserve	Accumulated losses	Total	Non-controlling interest	Total
		股本	股份溢價	匯兌儲備	購股權儲備	累計虧損	總額	非控股權益	總額
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元
At 1 January 2018 (audited)	於2018年1月1日(經審核)	8,640,000	94,330,810	(76,455)	-	(42,088,126)	60,806,229	(2,350,589)	58,455,640
Loss for the period	期內虧損	-	-	-	-	(5,405,599)	(5,405,599)	(663,405)	(6,069,004)
Other comprehensive expense for the period	期內其他全面開支	-	-	(102,522)	-	-	(102,522)	(98,501)	(201,023)
Total comprehensive expense for the period	期內全面開支總額	-	-	(102,522)	-	(5,405,599)	(5,508,121)	(761,906)	(6,270,027)
At 31 March 2018 (unaudited)	於2018年3月31日(未經審核)	8,640,000	94,330,810	(178,977)	-	(47,493,725)	55,298,108	(3,112,495)	52,185,613
At 1 January 2019 (audited)	於2019年1月1日(經審核)	8,640,000	94,330,810	83,532	3,962,312	(79,551,848)	27,464,806	(2,622,092)	24,842,714
Loss for the period	期內虧損	-	-	-	-	(5,951,785)	(5,951,785)	(516,899)	(6,468,684)
Other comprehensive expense for the period	期內其他全面開支	-	-	(103,808)	-	-	(103,808)	(93,199)	(197,007)
Total comprehensive expense for the period	期內全面開支總額	-	-	(103,808)	-	(5,951,785)	(6,055,593)	(610,098)	(6,665,691)
Recognition of equity settled share-based payment	確認股本結算股份付款	-	-	-	578,149	-	578,149	-	578,149
As at 31 March 2019 (unaudited)	於2019年3月31日(未經審核)	8,640,000	94,330,810	(20,276)	4,540,461	(85,503,633)	21,987,362	(3,232,190)	18,755,172

# Notes to the Unaudited Consolidated Financial Results

## 未經審核綜合財務業績附註

### 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 have been listed on GEM since 16 February 2015 (the "Listing").

The unaudited consolidated financial results of the Group for the three months ended 31 March 2019 are presented in Hong Kong dollars ("HK\$"), unless otherwise stated.

The unaudited consolidated financial results of the Group for the three months ended 31 March 2019 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 consolidated financial results have been prepared under the historical cost convention, as modified by financial assets at fair value through profit or loss.

### 1. 編製基準

本公司於2012年12月7日根據開曼群島公司法(修訂本)在開曼群島註冊成立為一間獲豁免有限公司。本公司股份自2015年2月16日起於GEM上市(「上市」)。

除另有指明外，本集團截至2019年3月31日止三個月的未經審核綜合財務業績乃以港元(「港元」)呈列。

本集團截至2019年3月31日止三個月的未經審核綜合財務業績已按照香港會計師公會頒佈的香港財務報告準則(「香港財務報告準則」)及GEM上市規則的披露規定編製。未經審核綜合財務業績已根據歷史成本法編製，並就按公平值計入損益的金融資產而有所修改。



# Notes to the Unaudited Consolidated Financial Results

## 未經審核綜合財務業績附註

### 2. SIGNIFICANT ACCOUNTING POLICIES

The preparation of the 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 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 2018.

#### 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.

### 2. 重大會計政策

編製符合香港財務報告準則的綜合財務業績需要使用若干關鍵會計估計。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。未經審核綜合財務業績應與本集團截至2018年12月31日止年度的經審核綜合財務報表及其附註一併省閱。

#### 採納新訂／經修訂香港財務報告準則

採納與本集團相關並自本期間起生效的新訂／經修訂香港財務報告準則對本集團於本會計期間及過往會計期間的業績及財務狀況並無任何重大影響。

本集團並無提早採納於本期間內已頒佈但尚未生效的任何新訂／經修訂香港財務報告準則。董事已開始評估該等新訂及經修訂香港財務報告準則的影響，但尚無法合理評估該等新訂及經修訂香港財務報告準則是否會對本集團的經營業績及財務狀況造成重大影響。

# Notes to the Unaudited Consolidated Financial Results

## 未經審核綜合財務業績附註

### 3. REVENUE

An analysis of the Group's revenue for the period from continuing operations is as follows:

### 3. 收益

本集團持續經營業務之期內收益分析如下：

		Three months ended 31 March 截至3月31日止三個月	
		2019 2019年 HK\$ 港元 (Unaudited) (未經審核)	2018 2018年 HK\$ 港元 (Unaudited) (未經審核) (Restated) (經重列)
Provision of exhibition and trade show services	提供展覽及貿易展覽服務	1,057,080	-
Sales of magazines and advertising income	銷售雜誌及廣告收入	72,855	954,638
		1,129,935	954,638

# Notes to the Unaudited Consolidated Financial Results

## 未經審核綜合財務業績附註

### 4. INCOME TAX EXPENSE

### 4. 所得稅開支

Three months ended  
31 March  
截至3月31日止三個月

		2019 2019年 HK\$ 港元 (Unaudited) (未經審核)	2018 2018年 HK\$ 港元 (Unaudited) (未經審核) (Restated) (經重列)
<b>Continuing operations</b>	持續經營業務		
Current tax:	當期稅項：		
Hong Kong	香港	-	-

Hong Kong profits tax has been provided at the rate of 16.5% (three months ended 31 March 2018: 16.5%) on the estimated assessable profit during the period arising in or derived from Hong Kong.

香港利得稅乃就於期內在香港產生或源自香港的估計應課稅利潤按稅率16.5% (截至2018年3月31日止三個月：16.5%) 計提撥備。

# Notes to the Unaudited Consolidated Financial Results

## 未經審核綜合財務業績附註

### 5. DISCONTINUED OPERATION

In April 2019, the Group entered into a sale and purchase agreement with an independent third party, pursuant to which the Group disposed of its 51% equity interest in Qihui Group (International) Limited (“Qihui”). Qihui and its subsidiaries (the “Qihui Group”) carried out the mobile apps business, is regarded as a discontinued operation.

The results from the discontinued operation is set out below. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated to represent the mobile apps business as a discontinued operation.

### 5. 終止經營業務

於2019年4月，本集團與獨立第三方訂立買賣協議，據此，本集團出售其於啟匯集團(國際)有限公司(「啟匯」)之51%股權。啟匯及其附屬公司(「啟匯集團」)進行手機應用程式業務，被視為終止經營業務。

來自終止經營業務的業績載列如下。綜合損益及其他全面收益表的比較數據已重列，以呈列作為終止經營業務的手機應用程式業務。

#### Three months ended 31 March 截至3月31日止三個月

		2019 2019年 HK\$ 港元 (Unaudited) (未經審核)	2018 2018年 HK\$ 港元 (Unaudited) (未經審核) (Restated) (經重列)
Revenue	收益	–	968,174
Cost of sales	銷售成本	–	(1,066,179)
Gross loss	毛損	–	(98,005)
Operating expenses	經營開支	<b>(30,909)</b>	(1,254,806)
Finance costs	財務費用	–	(1,077)
Loss for the period	期內虧損	<b>(30,909)</b>	(1,353,888)
Attributable to:	應佔：		
Owner of the Company	本公司擁有人	<b>(15,763)</b>	(690,483)
Non-controlling interest	非控股權益	<b>(15,146)</b>	(663,405)

# Notes to the Unaudited Consolidated Financial Results

## 未經審核綜合財務業績附註

### 6. DIVIDEND

No dividend has been paid or proposed by the Group for the three months ended 31 March 2019 (three months ended 31 March 2018: nil).

### 7. LOSS PER SHARE Continuing operations

The calculation of basic and diluted loss per share for continuing operations attributable to the owners of the Company is calculated based on the below figures:

### 6. 股息

本集團於截至2019年3月31日止三個月並無派付或建議派付任何股息(截至2018年3月31日止三個月：無)。

### 7. 每股虧損 持續經營業務

本公司擁有人應佔持續經營業務每股基本及攤薄虧損乃根據以下數據計算：

		Three months ended 31 March 截至3月31日止三個月	
		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Loss for the period attributable to owner of the Company	本公司擁有人應佔期內虧損	5,936,022	4,715,116
Weighted average number of ordinary shares for the purpose of calculation of loss per share	就計算每股虧損的普通股加權平均數	432,000,000	432,000,000

No diluted loss per share has been presented for the periods ended 2018 because there were no potential ordinary shares outstanding during the periods.

For the period ended 31 March 2019, the computation of diluted loss per shares does not assume the conversion of the Company's outstanding share options since their assumed exercise would result in a decrease in loss per share from continuing operations.

概無就截至2018年止期間呈列每股攤薄虧損，原因為於該等期間並無已發行的潛在普通股。

截至2019年3月31日止期間，計算每股攤薄虧損並無假設本公司之尚未行使購股權已獲轉換，因其假設行使將引致來自持續經營業務每股虧損減少。

# Notes to the Unaudited Consolidated Financial Results

## 未經審核綜合財務業績附註

### 7. LOSS PER SHARE (continued)

#### Continuing and discontinued operations

The calculation of the basic loss per share attributable to the owners of the Company for continuing and discontinued operations is calculated based on the below figures:

		Three months ended 31 March 截至3月31日止三個月	
		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Loss for the period attributable to owner of the Company	本公司擁有人應佔期內虧損	5,936,022	4,715,116

The denominators used are the same as those set out above for the continuing operations.

#### Discontinued operation

The calculation of the basic loss per share attributable to the owners of the Company is calculated based on the below figures:

		Three months ended 31 March 截至3月31日止三個月	
		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Loss for the period attributable to owner of the Company	本公司擁有人應佔期內虧損	15,763	690,483

The denominators used are the same as those set out above for the continuing operations.

### 7. 每股虧損(續)

#### 持續及終止經營業務

本公司擁有人就持續及終止經營業務應佔每股基本虧損乃根據以下數據計算：

所用基數與上文持續經營業務所載者相同。

#### 終止經營業務

本公司擁有人應佔每股基本虧損乃根據以下數據計算：

所用基數與上文持續經營業務所載者相同。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND PROSPECTS

In April 2019, the Group completed the disposal of 51% equity interest in Qihui Group (International) Limited (“Qihui”). Upon the completion of the disposal, the Group has discontinued the mobile apps business.

The Group will also continue to integrate its business units and regularly review the profile of our business units to enhance the return to shareholders.

### FINANCIAL REVIEW

#### Revenue

Total revenue from continuing operations increased by approximately 18% from approximately HK\$955,000 (restated) for the three months ended 31 March 2018 to approximately HK\$1,130,000 for the three months ended 31 March 2019. It was mainly attributable to the Group’s income from provision of exhibition and trade show services.

#### Cost of Sales

The cost of sales from continuing operations increased by approximately 135% from approximately HK\$461,000 (restated) for the three months ended 31 March 2018 to approximately HK\$1,085,000 for the three months ended 31 March 2019. The increase in cost of sales from continuing operations was mainly due to the exhibition and trade show business.

### 業務回顧及前景

於2019年4月，本集團完成出售啟匯集團（國際）有限公司（「啟匯」）之51%股權。完成出售後，本集團已終止經營手機應用程式業務。

本集團亦將繼續整合其業務單位並定期檢討我們的業務單位組合以增加股東回報。

### 財務回顧

#### 收益

持續經營業務的總收益由截至2018年3月31日止三個月約955,000港元（經重列）增加約18%至截至2019年3月31日止三個月約1,130,000港元，主要由於本集團提供展覽及貿易展覽服務之收入所致。

#### 銷售成本

持續經營業務的銷售成本由截至2018年3月31日止三個月約461,000港元（經重列）增加約135%至截至2019年3月31日止三個月約1,085,000港元。持續經營業務銷售成本增加主要由於展覽及貿易展覽業務所致。

# Management Discussion and Analysis

## 管理層討論及分析

### Gross Profit

Gross profit from continuing operations decreased from approximately HK\$494,000 (restated) for the three months ended 31 March 2018 to approximately HK\$45,000 for the three months ended 31 March 2019. The decrease in gross profit from continuing operations was mainly attributable to the decrease in gross profit derived from the magazines and advertising business.

### Operating Expenses

The operating expenses from continuing operations of the Group increased by approximately 15% from approximately HK\$5,353,000 (restated) for the three months ended 31 March 2018 to approximately HK\$6,151,000 for the three months ended 31 March 2019. The increase in the operating expenses from continuing operations was primarily attributable to recognition of the share option expense.

### 毛利

持續經營業務的毛利由截至2018年3月31日止三個月約494,000港元(經重列)減少至截至2019年3月31日止三個月約45,000港元。持續經營業務的毛利減少乃主要歸因於雜誌及廣告業務所產生的毛利減少。

### 經營開支

本集團持續經營業務的經營開支由截至2018年3月31日止三個月約5,353,000港元(經重列)增加約15%至截至2019年3月31日止三個月約6,151,000港元。持續經營業務的經營開支增加主要由於確認購股權開支所致。



# Management Discussion and Analysis

## 管理層討論及分析

### Loss Attributable to Owners of the Company

During the three months ended 31 March 2019, the Group's loss attributable to owners of the Company for the continuing operations increased from approximately HK\$4,715,000 (restated) for the three months ended 31 March 2018 to approximately HK\$5,936,000. This was mainly attributable to the increased operating expenses and finance costs from continuing operations.

### SHARE OPTION SCHEME

The Company has a share option scheme (the "Scheme"), which was approved and adopted by the then sole shareholder of the Company by way of written resolutions passed on 23 January 2015. A total of 148,800,000 shares were granted by the Company under the Scheme on 13 April 2018.

The share consolidation on the basis of every twenty shares in the existing issued and unissued share capital into one consolidated share was approved on 19 February 2019. As a result, the 148,800,000 outstanding share options became 7,440,000 share options.

### 本公司擁有人應佔虧損

截至2019年3月31日止三個月，本集團持續經營業務的本公司擁有人應佔虧損由截至2018年3月31日止三個月約4,715,000港元（經重列）增加至約5,936,000港元。此乃主要由於持續經營業務的經營開支及財務費用增加所致。

### 購股權計劃

本公司設有一項購股權計劃（「該計劃」），該計劃乃由本公司當時唯一股東以書面決議案（於2015年1月23日通過）的方式批准及採納。於2018年4月13日，本公司根據該計劃授出合共148,800,000股股份。

以現有已發行及未發行股本中每二十股合併為一股合併股份為基準之股份合併於2019年2月19日獲批准。因此，148,800,000份尚未行使購股權變為7,440,000份購股權。

# Other Information

## 其他資料

### DIRECTORS AND CHIEF EXECUTIVES' INTEREST AND/OR SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 31 March 2019, interest and short position of the Directors and chief executive 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 (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were 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 which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, required to be notified to the Company and the Stock Exchange, were as follows:

#### (A) Interest in the Shares of the Company

Name of Director	Capacity	Interest in Shares	Approximate Percentage of Shareholding	Note
董事姓名	身份	於股份的權益	Interest 股權概約 百分比	附註
Mr. Tang Yau Sing ("Mr. Tang") 鄧有聲先生 (「鄧先生」)	Interest in controlled corporation 受控法團權益	194,662,700 (L)	45.06%	1, 2

### 董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及／或淡倉

於2019年3月31日，董事及主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文被當作或視作擁有的權益及淡倉），或根據證券及期貨條例第352條須由本公司存置之登記冊所記錄的權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

#### (A) 於本公司股份的權益

## Other Information

### 其他資料

*Notes:*

- 1) Mr. Tang is the ultimate beneficial owner of these Shares, which are directly held by Noble Gate International Limited ("Noble Gate"), the holding company of the Company. The entire issued share capital of Noble Gate is wholly owned by Mr. Tang.
- 2) Duplication in the interest between Mr. Tang and Noyal Gate represents the same block of Shares.
- 3) As at 31 March 2019, the Company had 432,000,000 shares.

*Abbreviation: "L" stands for long position.*

*附註：*

- 1) 鄧先生為有關股份的最終實益擁有人，有關股份由本公司控股公司基爵國際有限公司（「基爵」）直接持有。基爵全部已發行股本由鄧先生全資擁有。
- 2) 鄧先生與基爵之間權益的重疊乃涉及同一批股份。
- 3) 於2019年3月31日，本公司共有432,000,000股股份。

*簡稱：「L」代表好倉。*

# Other Information

## 其他資料

### (B) Interest in Share Options of the Company

Details of the particulars of interest (all being personal interest) in share options held during the three months ended 31 March 2019 by Directors (and/or their respective associate(s)) of the Company to subscribe for Shares of the Company granted/exercisable under the share option scheme of the Company were as follows:

### (B) 於本公司購股權的權益

下文載列於截至2019年3月31日止三個月期間本公司董事(及/或彼等各自的聯繫人)於購股權中持有可認購根據本公司購股權計劃所授出/可予行使的本公司股份的權益詳情(均為個人權益):

Name of Directors 董事姓名	Total No. as at 31 March 2019 (approximate percentage based on no. of shares in issue) 於2019年3月31日的總數(按已發行股份數目計算的概約百分比)	Date of Grant (Day/Month/Year) 授出日期(日/月/年)	No. of Share Options 購股權數目			Subscription Price per Share (HK\$) 每股股份的認購價(港元)	Vesting/Exercise Period (Day/Month/Year) 歸屬/行使期(日/月/年)
			As at 1 January 2019 於2019年1月1日	Changes during the Period 期內變動	As at 31 March 2019 於2019年3月31日		
Mr. Tsang Zee Ho Paul 曾思豪先生	360,000 (0.08%)	13/04/2018	90,000	-	90,000	1.3	13/04/2018 - 16/02/2025
			90,000	-	90,000	1.3	13/10/2018 - 16/02/2025
			90,000	-	90,000	1.3	13/04/2019 - 16/02/2025
			90,000	-	90,000	1.3	13/10/2019 - 16/02/2025
			Total 總計	360,000	-	360,000	
Mr. Tse Chi Wai 謝志偉先生	360,000 (0.08%)	13/04/2018	90,000	-	90,000	1.3	13/04/2018 - 16/02/2025
			90,000	-	90,000	1.3	13/10/2018 - 16/02/2025
			90,000	-	90,000	1.3	13/04/2019 - 16/02/2025
			90,000	-	90,000	1.3	13/10/2019 - 16/02/2025
			Total 總計	360,000	-	360,000	
Mr. Wen Kai 鄧凱先生	360,000 (0.08%)	13/04/2018	90,000	-	90,000	1.3	13/04/2018 - 16/02/2025
			90,000	-	90,000	1.3	13/10/2018 - 16/02/2025
			90,000	-	90,000	1.3	13/04/2019 - 16/02/2025
			90,000	-	90,000	1.3	13/10/2019 - 16/02/2025
			Total 總計	360,000	-	360,000	

Note:

On 20 February 2019, the Company completed the share consolidation whereby every twenty(20) issued and unissued existing shares of HK\$0.001 each was consolidated into one (1) share of HK\$0.02 each ("Share Consolidation").

The number and the exercise price of the share options were adjusted accordingly. For details, please refer to the announcement of the Company dated 1 March 2019.

附註:

於2019年2月20日,本公司已完成股份合併,據此,每二十(20)股每股面值0.001港元之已發行及未發行現有股份合併為一(1)股每股面值0.02港元之股份(「股份合併」)。

購股權之數目及行使價已相應作出調整。詳情請參閱本公司日期為2019年3月1日之公告。

## Other Information

### 其他資料

Save as disclosed above, as at 31 March 2019, none of the Directors nor chief executives had 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 were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest and short position which were taken or deemed to have under such provisions of the SFO), or were recorded pursuant to Section 352 of the SFO, or were otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

除上文所披露者外，於2019年3月31日，概無董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中，持有須根據證券及期貨條例第XV部第7及8分部的規定知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例相關條文被當作或視作擁有的權益及淡倉），或根據證券及期貨條例第352條記錄的權益或淡倉，或根據GEM上市規則第5.46至5.67條知會本公司及聯交所的權益或淡倉。

# Other Information

## 其他資料

### SUBSTANTIAL SHAREHOLDERS' INTEREST AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2019, so far as the Directors are aware, the following persons (other than the Directors or chief executives of the Company) had or were deemed or taken to have the following interest and/or short position in the shares or the underlying shares of the Company which were required to be notified to the Company and the Stock Exchange 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:

### 主要股東於本公司股份及相關股份的權益及／或淡倉

於2019年3月31日，就董事所知，以下人士（本公司董事或主要行政人員除外）已擁有或被視作或已當作擁有根據證券及期貨條例第XV部第2及3分部須知會本公司及聯交所的本公司股份或相關股份的權益及／或淡倉，或須記錄於本公司須根據證券及期貨條例第336條存置的登記冊的股份或相關股份的權益及／或淡倉如下：

### INTEREST IN THE SHARES OF THE COMPANY

### 於本公司股份的權益

Name of Shareholders	Capacity	Interest in Shares	Approximate Percentage of Shareholding	Notes
股東名稱	身份	於股份的權益	股權概約百分比	附註
Shareholder Value Fund	Beneficial owner 實益擁有人	128,440,800 (L)*	29.73%	2, 3
CM Asset Management (Hongkong) Company Limited ("CM Asset Management") 中民資產管理(香港)有限公司 (「中民資產管理」)	Investment manager 投資經理	128,440,800 (L)*	29.73%	2, 3
Noble Gate 基爵	Beneficial owner 實益擁有人	194,662,700 (L)*	45.06%	

# Other Information

## 其他資料

Name of Shareholders	Capacity	Interest in Shares	Approximate Percentage of Shareholding Interest	Notes
股東名稱	身份	於股份的權益	股權概約百分比	附註
GF Securities (Hong Kong) Brokerage Limited 廣發證券(香港)經紀有限公司	Person having a security interest in shares 於股份中擁有抵押權益的人士	341,103,500 (L)*	78.96%	4
GF Holdings (Hong Kong) Corporation Limited 廣發控股(香港)有限公司	Interest in a controlled corporation 受控法團權益	341,103,500 (L)*	78.96%	4
GF Securities Co., Ltd. 廣發證券股份有限公司	Interest in a controlled corporation 受控法團權益	341,103,500 (L)*	78.96%	4

Notes:

- As at 31 March 2019, the Company had 432,000,000 shares in issues.
  - CM Asset Management is General Partner (fund manager) of Shareholder Value Fund. Accordingly, CM Asset Management is deemed to be interested in the Shares held by Shareholder Value Fund.
  - Duplication in interest between Shareholder Value Fund and CM Asset Management represents the same block of Shares.
  - Duplication in interest among GF Securities (Hong Kong) Brokerage Limited, GF Holdings (Hong Kong) Corporation Limited and GF Securities Co., Ltd represents the same block of Shares.
- \* On 20 February 2019, the Company completed the share consolidation whereby every twenty(20) issued and unissued existing shares of HK\$0.001 each was consolidated into one (1) share of HK\$0.02 each.

附註：

- 於2019年3月31日，本公司共有432,000,000股已發行股份。
  - 中民資產管理為Shareholder Value Fund的普通合夥人(基金經理)。因此，中民資產管理被視為於Shareholder Value Fund持有的股份中擁有權益。
  - Shareholder Value Fund與中民資產管理之間權益的重疊乃涉及同一批股份。
  - 廣發證券(香港)經紀有限公司、廣發控股(香港)有限公司與廣發證券股份有限公司之間權益的重疊乃涉及同一批股份。
- \* 於2019年2月20日，本公司已完成股份合併，據此，每二十(20)股每股面值0.001港元之已發行及未發行現有股份合併為一(1)股每股面值0.02港元之股份。

Abbreviation: "L" stands for long position.

簡稱：「L」代表好倉。

## Other Information

### 其他資料

Save as disclosed above, the Directors are not aware of any other persons who had any interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provision 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 by the Company under section 336 of the SFO, as at 31 March 2019.

#### **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

During the three months ended 31 March 2019, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

#### **DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTEREST IN COMPETING BUSINESS**

During the three months ended 31 March 2019, the Directors are not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) that competes or may compete with the business of the Group and any other conflict of interest which such person has or may have with the Group.

除上文所披露者外，就董事所知，於2019年3月31日，概無任何其他人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益或淡倉，或須記錄於根據證券及期貨條例第336條存置的登記冊的權益或淡倉。

#### **購買、出售或贖回本公司上市證券**

截至2019年3月31日止三個月，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

#### **董事及控股股東於競爭業務的權益**

截至2019年3月31日止三個月，董事並不知悉董事、本公司控股股東及彼等各自的聯繫人（定義見GEM上市規則）擁有任何與本集團業務構成競爭或可能構成競爭的業務或權益，亦不知悉有關人士與本集團之間有或可能有任何其他利益衝突。



# Other Information

## 其他資料

### AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee has been established in accordance with the GEM Listing Rules and comprises Mr. Tsang Zee Ho Paul (chairman), Mr. Wen Kai, Mr. Tse Chi Wai, Ms. Wang Yan and Mr. Lau Fai Lawrence, all of them being independent non-executive Directors.

The Audit Committee has reviewed with the management this quarterly report, including the unaudited consolidated financial results of the Group for the three months ended 31 March 2019, prior to recommending them to the Board for approval.

The consolidated financial results of the Group for the three months ended 31 March 2019 have not been audited by the Company's auditor.

By Order of the Board

**Winto Group (Holdings) Limited**

**Tang Yau Sing**

*Executive Director*

Hong Kong, 15 May 2019

*As at the date of this report, the Board comprises Mr. Tang Yau Sing and Mr. Wong Siu Hung Patrick as executive Directors; Mr. Chen Xiao as non-executive Director; and Mr. Wen Kai, Mr. Tsang Zee Ho Paul, Mr. Tse Chi Wai, Ms. Wang Yan and Mr. Lau Fai Lawrence as independent non-executive Directors.*

### 審核委員會及審閱財務報表

審核委員會已根據GEM上市規則成立，該委員會由曾思豪先生（主席）、聞凱先生、謝志偉先生、王妍女士及劉斐先生（均為獨立非執行董事）組成。

本季度報告（包括本集團截至2019年3月31日止三個月的未經審核綜合財務業績）經審核委員會與管理層審閱後，方始提呈董事會批准。

本集團截至2019年3月31日止三個月之綜合財務業績未經本公司核數師審核。

承董事會命

**惠陶集團（控股）有限公司**

**執行董事**

**鄧有聲**

香港，2019年5月15日

於本報告日期，董事會包括執行董事鄧有聲先生及黃少雄先生；非執行董事陳曉先生；及獨立非執行董事聞凱先生、曾思豪先生、謝志偉先生、王妍女士及劉斐先生。

