

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本公告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

## WINTO GROUP (HOLDINGS) LIMITED

### 惠陶集團(控股)有限公司

(於開曼群島註冊成立的有限公司)

(股份代號：8238)

截至2021年3月31日止三個月

首季業績公告

#### 香港聯合交易所有限公司(「聯交所」)GEM的特色

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。

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本公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」)願就本公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，本公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，足以令致本公告或其所載任何陳述產生誤導。

本公司董事會(「董事會」)欣然公佈本公司及其附屬公司(「本集團」)截至2021年3月31日止三個月的未經審核綜合業績(「首季業績」)。本公告載有本公司2021年第一季度報告全文，符合GEM上市規則有關附帶補充首季業績初步公告資料的相關披露規定。

承董事會命  
惠陶集團(控股)有限公司  
執行董事  
熊遠健

香港，2021年5月14日

於本公告日期，董事會包括執行董事熊遠健先生；非執行董事呂文華先生；及獨立非執行董事黃子玲女士、黃靈恩先生及李文洋先生。

本公告將自其刊發之日起計至少保留七日於GEM網站<http://www.hkgem.com>的「最新公司公告」頁內，並將於本公司網站<http://www.wintogroup.hk>登載及保留。

# 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



# 2021

## 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.**

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, 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 report.*

*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场。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。

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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 2021 together with the comparative unaudited figures for the corresponding period in 2020 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2021年3月31日止三個月的未經審核綜合財務業績連同2020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

For the three months ended 31 March 2021

### 未經審核綜合損益及其他全面收益表

截至2021年3月31日止三個月

		Three months ended 31 March	
		截至3月31日止三個月	
		2021	2020
		2021年	2020年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue	收益	3	7,102
Cost of sales	銷售成本	(5,781)	(4,218)
<b>Gross profit</b>	<b>毛利</b>	<b>4,861</b>	2,884
Other income	其他收入	-	12
Operating expenses	經營開支	(2,711)	(3,519)
Finance costs	財務費用	(501)	(350)
<b>Profit/(Loss) before tax</b>	<b>除稅前溢利/(虧損)</b>	<b>1,649</b>	(973)
Income tax expense	所得稅開支	4	-
<b>Profit/(Loss) and total comprehensive income/ (expenses) for the period</b>	<b>期內溢利/(虧損)及全面收入/(開支)總額</b>	<b>1,649</b>	(973)

# FINANCIAL RESULTS

## 財務業績

		Three months ended 31 March	
		截至3月31日止三個月	
		2021	2020
		2021年	2020年
Notes		HK\$'000	HK\$'000
附註		千港元	千港元
<b>Profit/(Loss) for the period attributable to:</b>	<b>應佔期內溢利／(虧損)：</b>		
Owner of the Company	本公司擁有人	<b>1,796</b>	(987)
Non-controlling interests	非控股權益	<b>(147)</b>	14
		<b>1,649</b>	(973)
Profit/(Loss) per share	每股溢利／(虧損)		
Basic and diluted (HK cent)	基本及攤薄(港仙)	<b>0.42</b>	(0.23)

# 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 2021 截至2021年3月31日止三個月

		Share capital	Share premium	Statutory reserve	Fair value through other comprehensive income reserve 按公平值計入其他全面收益儲備	Accumulated losses	Sub-total	Non-controlling interests	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	法定儲備 HK\$'000 千港元	儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	合計 HK\$'000 千港元
At 1 January 2020 (audited)	於2020年1月1日 (經審核)	8,640	94,331	48	(1,423)	(113,880)	(12,284)	386	(11,898)
Loss for the period	期內虧損	-	-	-	-	(987)	(987)	14	(973)
Total comprehensive income/ (expense) for the period	期內全面收入/ (開支)總額	-	-	-	-	(987)	(987)	14	(973)
As at 31 March 2020 (unaudited)	於2020年3月31日 (未經審核)	8,640	94,331	48	(1,423)	(114,867)	(13,271)	400	(12,871)
At 1 January 2021 (unaudited)	於2021年1月1日 (未經審核)	8,640	94,331	48	(1,423)	(112,378)	(10,782)	257	(10,525)
Profit for the period	期內溢利	-	-	-	-	1,796	1,796	(147)	1,649
Total comprehensive income/ (expense) for the period	期內全面收入/ (開支)總額	-	-	-	-	1,796	1,796	(147)	1,649
As at 31 March 2021 (unaudited)	於2021年3月31日 (未經審核)	8,640	94,331	48	(1,423)	(110,582)	(8,986)	110	(8,876)



# NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS

## 未經審核綜合財務業績附註

### 1. GENERAL INFORMATION AND 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 2021 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 2021 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") 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.

### 2. SIGNIFICANT ACCOUNTING POLICIES

The preparation of the consolidated financial results in conformity with HKFRSs 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 unaudited consolidated financial statements for the year ended 31 December 2020.

### 1. 一般資料及編製基準

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2021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2021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。

### 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2020年12月31日止年度的未經審核綜合財務報表一併省閱。

# NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS

## 未經審核綜合財務業績附註

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Adoption of new and amendments to HKFRSs

The adoption of the new and amendments to HKFRSs 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 and amendments to HKFRSs that have been issued but are not yet effective for the current period. The Directors anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### 2. 重大會計政策(續)

#### 採納新訂及其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及其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及其修訂香港財務報告準則。董事預計應用所有新訂香港財務報告準則及其修訂於可見未來對綜合財務報表將無重大影響。

### 3. REVENUE

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

### 3. 收益

本集團期內收益分析如下：

		Three months ended 31 March	
		截至3月31日止三個月	
		2021	2020
		2021年	2020年
		HK\$'000	HK\$'000
		千港元	千港元
Publications and media advertising business	刊物及媒體廣告業務	6,097	4,144
Billboards business	廣告牌業務	3,650	-
Provision of exhibition and trade show services	提供展覽及貿易展覽服務	895	2,958
		10,642	7,102

# 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	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong Profits Tax	香港利得稅		
- Current tax	- 即期稅項	-	-
Macau Complementary Tax	澳門所得補充稅		
- Current tax	- 即期稅項	-	-

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. There is no impact to the Group as the Group does not have any assessable profit in Hong Kong.

Macau Complementary Tax is calculated at 12% of the estimated assessable profits for the years.

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「條例草案」)，引入利得稅兩級制。條例草案於2018年3月28日獲簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格集團主體首2,000,000港元的溢利稅率為8.25%，而超過2,000,000港元的溢利稅率則為16.5%。不符合利得稅兩級制的集團主體的溢利將繼續按16.5%的劃一稅率納稅。由於本集團於香港並無任何應課稅溢利，故並無對本集團構成影響。

澳門所得補充稅乃就該年度的估計應課稅溢利12%計算。

# NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS

## 未經審核綜合財務業績附註

### 5. DIVIDEND

No dividend has been paid or proposed by the Group for the three months ended 31 March 2021 (three months ended 31 March 2020: nil).

### 5. 股息

本集團於截至2021年3月31日止三個月並無派付或建議派付任何股息(截至2020年3月31日止三個月：無)。

### 6. PROFIT/(LOSS) PER SHARE

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

### 6. 每股溢利／(虧損)

本公司擁有人應佔每股基本及攤薄溢利或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	
		2021	2020
		2021年	2020年
		HK\$'000	HK\$'000
		千港元	千港元
Profit/(Loss) for the period attributable to owner of the Company	本公司擁有人應佔期內溢利／(虧損)	1,796	(987)
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 profit or loss per share has been presented for the period ended 31 March 2021 and 2020 because there were no potential ordinary shares outstanding during the periods.

概無就截至2021年及2020年3月31日止期間呈列每股攤薄溢利或虧損，原因為於該等期間並無已發行的潛在普通股。

# NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS

## 未經審核綜合財務業績附註

### 6. PROFIT/(LOSS) PER SHARE (Continued)

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

### 6. 每股溢利／(虧損)(續)

本公司擁有人應佔每股基本溢利／(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	
		2021	2020
		2021年	2020年
		HK\$'000	HK\$'000
		千港元	千港元
Profit/(Loss) for the period attributable to owner of the Company	本公司擁有人應佔期內溢利／(虧損)	1,796	(987)

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW AND PROSPECTS

During the three months ended 31 March 2021, the Group was principally engaged in (i) sales and distribution of publications, and the sales of print and online advertising spaces, (ii) sales of billboards advertising spaces, and (iii) promotion of products and services by organizing exhibitions and shows.

The coronavirus outbreak since early 2020 has brought additional uncertainties in the global macroeconomic situation. The Group expects that the impact of the event may moderate gradually during 2021 with the massive vaccination program underway around the world.

The Group will also continue to pay close attention to the uncertainties in the economic environment, and stay alert to formulate strategies to pursue steady development and strive for generous returns to our shareholders.

### FINANCIAL REVIEW

#### Revenue

Total revenue increased approximately HK\$3,540,000 from approximately HK\$7,102,000 for the three months ended 31 March 2020 to approximately HK\$10,642,000 for the three months ended 31 March 2021. It was mainly due to the Group extended its billboards business in Guangdong – Hong Kong – Macao Greater Bay Area.

### 業務回顧及前景

截至2021年3月31日止三個月，本集團的主要業務為(i)銷售及發行刊物，並銷售印刷及線上廣告位置，(ii)銷售廣告牌廣告位置，及(iii)組織展覽及表演以推銷產品及服務。

2020年初爆發的新冠病毒為全球宏觀經濟環境增添額外不確定因素。本集團預期隨著全球進行大規模疫苗接種計劃，該事件的影響可能於2021年逐漸緩和。

本集團亦將繼續密切關注經濟環境中的不確定因素，並在制定策略時保持警覺性，以追求穩定發展並致力為股東帶來豐厚的回報。

### 財務回顧

#### 收益

總收益由截至2020年3月31日止三個月約7,102,000港元增加約3,540,000港元至截至2021年3月31日止三個月約10,642,000港元，主要由於本集團擴大其於粵港澳大灣區業務分部的廣告牌業務。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Cost of Sales

The cost of sales increased from approximately HK\$4,218,000 for the three months ended 31 March 2020 to approximately HK\$5,781,000 for the three months ended 31 March 2021. The increase was in tandem with the increased revenue of the Group.

### Gross Profit

Gross profit increased from approximately HK\$2,884,000 for the three months ended 31 March 2020 to approximately HK\$4,861,000 for the three months ended 31 March 2021. The increase in gross profit was mainly due to the expansion of publications and media advertising business and billboards business.

### Operating Expenses

The operating expenses of the Group decreased by approximately 23% from approximately HK\$3,519,000 for the three months ended 31 March 2020 to approximately HK\$2,711,000 for the three months ended 31 March 2021. The decrease in the operating expenses was mainly due to effective cost control on administrative expenses.

### Finance Costs

Finance costs of the Group amounted to approximately HK\$501,000 and HK\$350,000 respectively for the three months ended 31 March 2021 and 31 March 2020, mainly consisted of the interest paid to an independent third party borrower and a shareholder as borrower.

### 銷售成本

銷售成本由截至2020年3月31日止三個月約4,218,000港元增加至截至2021年3月31日止三個月約5,781,000港元。該增加符合本集團營業額增加。

### 毛利

毛利由截至2020年3月31日止三個月約2,884,000港元增加至截至2021年3月31日止三個月約4,861,000港元。毛利增加乃主要由於刊物及媒體廣告業務及廣告牌業務之擴充。

### 經營開支

本集團經營開支由截至2020年3月31日止三個月約3,519,000港元減少約23%至截至2021年3月31日止三個月約2,711,000港元。經營開支減少主要由於有效控制行政費用成本。

### 融資成本

本集團截至2021及2020年3月31日止三個月的融資成本分別為約501,000港元及350,000港元，主要包括向一名獨立第三方借款人及向股東貸款支付利息。

# 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

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

As at 31 March 2021, 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:

於2021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) Interest in Shares of the Company

#### (A) 於本公司股份的權益

Name of Director	Capacity	Interest in Shares	Approximate percentage of issued Share Capital of the Company 本公司已發行股本概約百分比
董事姓名	身份	於股份的權益	
Mr. Lui Man Wah	Interests in a controlled corporation (Note)	320,023,300 (L)	74.08%
呂文華先生	受控法團權益(附註)		



# OTHER INFORMATION

## 其他資料

Notes:

1. Mr. Lui Man Wah is the ultimate beneficial owner of these Shares, of which Shares is directly held by Source Creation International Limited ("Source Creation"). The entire issued share capital of Source Creation are wholly owned by Mr. Lui Man Wah.
2. Duplication occurs in respect of the interests held by Mr. Lui Man Wah and Source Creation which they represented the same block of Shares.
3. As at 31 March 2021, the Company has 432,000,000 Shares in issue.

Abbreviation: "L" stands for long positions.

附註：

1. 呂文華先生為有關股份的最終實益擁有人，有關股份由創源國際有限公司（「創源」）直接持有。創源全部已發行股本由呂文華先生全資擁有。
2. 呂文華先生及創源持有的權益出現重疊乃涉及同一批股份。
3. 於2021年3月31日，本公司有432,000,000股已發行股份。

簡稱：「L」代表好倉。

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

As at 31 March 2021, 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2021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 Interest	Note
股東名稱	身份	於股份的權益	概約百分比	附註
Source Creation International Limited 創源國際有限公司	Beneficial owner 實益擁有人	320,023,300 (L)	74.08%	1

Note:

1. As at 31 March 2021, the Company had 432,000,000 shares in issues.

Abbreviation: "L" stands for long position.

附註：

1. 於2021年3月31日，本公司共有432,000,000股已發行股份。

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 2021.

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

During the three months ended 31 March 2021, 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 2021, 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.

### **INTERESTS OF THE COMPLIANCE ADVISER**

As notified by Lego Corporate Finance Limited, compliance adviser of our Company, neither Lego Corporate Finance Limited nor any of its close associates (as defined in the GEM Listing Rules) and none of the directors or employees of Lego Corporate Finance Limited had any interest in the share capital of the Company or any member of our Group (including options or rights to subscribe for such securities, if any) which is required to be notified to our Company pursuant to Rule 6A.32 of the GEM Listing Rules as at 31 March 2021.

除上文所披露者外，就董事所知，於2021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2021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2021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。

### **合規顧問權益**

於2021年3月31日，據本公司合規顧問力高企業融資有限公司所告知，力高企業融資有限公司、其任何緊密聯繫人(定義見GEM上市規則)及力高企業融資有限公司的董事或僱員概無於本公司或本集團任何成員公司的股本中擁有根據GEM上市規則第6A.32條須知會本公司的任何權益(包括購股權或可認購有關證券的權利(如有))。

# 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 Ms. Wong Chi Ling (chairlady), Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung, 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 2021, prior to recommending them to the Board for approval.

The consolidated financial results of the Group for the three months ended 31 March 2021 have not been audited by the Company's auditor.

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

Hong Kong, 14 May 2021

*As at the date of this report, 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.*

### 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，該委員會由黃子玲女士(主席)、黃靈恩先生及李文洋先生(均為獨立非執行董事)組成。

本季度報告(包括本集團截至2021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2021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  
**熊遠健**

香港，2021年5月14日

於本報告日期，董事會包括執行董事熊遠健先生；非執行董事呂文華先生；及獨立非執行董事黃子玲女士、黃靈恩先生及李文洋先生。

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