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WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8238)

VOLUNTARY ANNOUNCEMENT

This is a voluntary announcement made by the Company.

On 11 April 2016 (after trading hours), Leading Profile and the Vendor entered into the MOU, pursuant to which Leading Profile intends to acquire and the Vendor intends to sell the Sale Shares for a consideration of RMB6,000,000.

This is a voluntary announcement made by Winto Group (Holdings) Limited (the “Company”, together with its subsidiaries, the “Group”).

On 11 April 2016 (after trading hours), Leading Profile Limited (wholly owned subsidiary of the Company) (“Leading Profile”) and 麥鳳梅 (Mai Fengmei*) (the “Vendor”) entered into a memorandum of understanding (the “MOU”), pursuant to which Leading Profile intends to acquire and the Vendor intends to sell 51% of the equity interests (the “Sale Shares”), in 廣州啟匯營銷策劃有限公司 (Guangzhou Qihui Marketing and Planning Company Limited*) (the “Target Company”) for a consideration of RMB6,000,000 (the “Possible Acquisition”).

To the best knowledge, information and belief of the directors (the “Directors”) of the Company, and having made all reasonable enquiries, the Vendor and its ultimate beneficial owners are third parties independent of the Group and its connected persons.

Leading Profile agrees to pay to the Vendor an earnest money (the “Earnest Money”) in the sum of RMB2,500,000 within 5 business days from the date of the MOU. The Earnest Money shall be refunded and returned to Leading Profile in full with no interest within 5 business days if the Possible Acquisition cannot materialise. The Earnest Money shall become part of the Consideration if the Possible Acquisition materialises.

The Vendor agrees that the due diligence period will not be more than three months, or any extended period mutually agreed, from the date of the MOU the Company and its legal and financial advisors, auditors and valuers will be given full and free access to inspect the Target Company’s personnel, properties, contracts, books and records, and other documents and data to conduct due diligence review. The Possible Acquisition is subject to a satisfactory outcome of the due diligence review.

INFORMATION ON THE TARGET COMPANY

The Target Company 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.

REASONS FOR ENTERING INTO THE MOU

The principal activity of the Company is investment holding. The Company's subsidiaries are principally engaged in sales and free distribution of Chinese language lifestyle magazines, the sales of advertising space in the magazines and provision of outdoor advertising services.

Whilst the Group remains focused on developing its existing businesses, the Directors consider that the Possible Acquisition if materialised will provide an opportunity for the Company to expand its existing business portfolio into a line of business with growth potential and in line with our existing business.

GENERAL

Judging from the present situation, if the transaction contemplated under the MOU is made, such transaction does not constitute a notifiable transaction or connected transaction of the Company under the Rules Governing the Listing of Securities on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules").

The Possible Acquisition is subject to, among others, the signing of a legally binding Acquisition Agreement, the terms and conditions of which are yet to be agreed between the Company and the Vendor. As such, the Possible Acquisition may or may not proceed. Shareholders and investors of the Company are urged to exercise caution when dealing in the securities of the Company.

* *Translation for identification purpose only*

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

Hong Kong, 11 April 2016

As at the date of this announcement, the Board comprises Mr. Kwan Shun Keung Timmy, 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, Ms. Wong Fei Tat and Mr. Pang Siu Yin as independent non-executive directors.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted and remains on the website of the Company at <http://www.wintogroup.hk>.