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WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 8238)

CHANGES IN DIRECTORSHIP

The Board hereby announces the following changes in its directorship, all with effect from 9 May 2016:

- Mr. Lee and Mr. Yu, retired as independent non-executive Directors; and Mr. Lee ceased to be the chairman of the Audit Committee as well as member of the Nomination Committee and the CGRM Committee of the Company; and Mr. Yu ceased to be the chairman of the Nomination Committee as well as member of the Audit Committee and the Remuneration Committee;
- Mr. Tsang resigned as non-executive Director and ceased to be the chairman of the CGRM Committee;
- Mr. Liu has been re-designated to be a non-executive Director and ceased to be a member of the Audit Committee; and
- Ms. Wong, Mr. Mak and Mr. Liu have been appointed as the chairman of the Audit Committee, the Nomination Committee; and the CGRM Committee respectively.

The board (the “**Board**”) of directors (the “**Directors**”) of Winto Group (Holdings) Limited (the “**Company**”) hereby announces the following changes in its directorship, all with effect from 9 May 2016:

- (1) According to article 84(1) of the articles of association of the Company, Mr. Lee Kwok Tung Louis (“**Mr. Lee**”) and Mr. Yu Chon Man (“**Mr. Yu**”), both independent non-executive Directors, shall retire at the annual general meeting (“**AGM**”) held on 9 May 2016. Being eligible, they did not offer themselves for re-election due to their other business engagements which require more of their dedication. Mr. Lee and Mr. Yu thus retired at the conclusion of the AGM. Both Mr. Lee and Mr. Yu have confirmed that they have no disagreement with the Board and there is no matter which needs to be brought to the attention of Shareholders in respect of their retirement.

Following their retirement, Mr. Lee ceased to be the chairman of the audit committee (the “**Audit Committee**”) as well as member of the nomination committee (the “**Nomination Committee**”) and the corporate governance & risk management committee (the “**CGRM Committee**”) of the Company; and Mr. Yu ceased to be the chairman of the Nomination Committee as well as member of the Audit Committee and the remuneration committee (the “**Remuneration Committee**”).

- (2) Mr. Tsang Hin Man Terence (“**Mr. Tsang**”) tendered his resignation as non-executive Director due to his other business engagements which require more of his dedication. Mr. Tsang has confirmed that he has no disagreement with the Board and there is no matter which needs to be brought to the attention of Shareholders in respect of his resignation. Following his resignation, Mr. Tsang ceased to be the chairman of the CGRM Committee.
- (3) Mr. Liu Kwong Chi Nelson (“**Mr. Liu**”) has been re-designated as a non-executive Director and has ceased to be a member of the Audit Committee.

Mr. Liu, aged 48, was appointed as an independent non-executive Director on 23 April 2015. Mr. Liu holds a bachelor degree of social science (hons) from the University of Hong Kong, a bachelor of law (hons) degree from Manchester Metropolitan University, the United Kingdom and a master degree of laws in Chinese & comparative Law from the City University of Hong Kong. Mr. Liu was admitted as a solicitor of the High Court of Hong Kong Special Administrative Region in August 2001. He is a co-founder and a senior partner of Messrs. Cheung & Liu Solicitors with extensive experiences in commercial and corporate legal matters. Mr. Liu is a visiting lecturer in intellectual property in the Hong Kong Polytechnic University and a committee member of the Hong Kong Institute of Patent Attorneys. Mr. Liu was an independent non-executive director of Blue Sky Power Holdings Limited (Formerly known as China Print Power Group Limited) (Hong Kong Stock Code: 6828; Singapore Stock Code: UQ7) from January 2012 to July 2013.

Save as disclosed, he did not hold any directorship in other listed public companies in the last three years, nor has he previously held any position in the Company or its subsidiaries. Mr. Liu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Liu has never had, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

Mr. Liu has entered into a letter of appointment with the Company for an initial term of one year with effect from 9 May 2016, subject to re-election by shareholders in accordance with the Company’s articles of association. Mr. Liu will be entitled to a remuneration of HK\$120,000 per annum, which was determined by the Board on recommendation of the Remuneration Committee by reference to his duties and responsibilities with the Company, the Company’s performance and current market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-designation of Mr. Liu that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange.

- (4) Appointment of chairman respectively of various committees of the Board as below:
 - a. Ms. Wong Fei Tat (“**Ms. Wong**”) has been appointed as the chairman of the Audit Committee;

- b. Mr. Mak Wai Kit (“**Mr. Mak**”) has been appointed as the chairman of the Nomination Committee; and
- c. Mr. Liu has been appointed as the chairman of the CGRM Committee.

The Board would like to express its gratitude to Mr. Lee, Mr. Yu and Mr. Tsang for their contribution to the Company during their tenure of service, and extend its welcome to Ms. Wong, Mr. Mak and Mr. Liu to the new positions.

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

Hong Kong, 9 May 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. 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.

This announcement, for which the directors of 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 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>.