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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)

CHANGE OF USE OF PROCEEDS

Reference is made to the Prospectus relating to the Placing for the listing of the Company’s shares on the GEM Board of the Stock Exchange and the Change of use of proceeds Announcement, Acquisition of Property Announcement and Completion of Acquisition of Property Announcement. In order to allow more flexibility to the Company and to improve efficiency of use of proceeds of the Group, the Company has decided to partially change the use of proceeds from the Placing.

Reference is made to the prospectus (the “**Prospectus**”) of Winto Group (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 30 January 2015 and the announcement dated 26 June 2015 (the “**Change of use of proceeds Announcement**”), the announcement dated 7 October 2016 (the “**Acquisition of Property Announcement**”) and the announcement dated 30 November 2016 (the “**Completion of Acquisition of Property Announcement**”). Unless otherwise specified herein, all capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus and those announcements.

The Company raised net proceeds of approximately HK\$28.9 million from the Placing. As stated in the Change of use of proceeds Announcement, approximately 25.6% of the net proceeds (i.e. approximately HK\$7.4 million, the “**First Relevant Net Proceeds Balance**”) from the Placing is to be used for publishing new magazines in traveling, second-hand commercial vehicles, yacht, dining, interior & renovation and/or other areas such as finance and fashion. In September 2015, the Group completed the acquisition of 20% equity interests in Strategist Media Holdings Limited. The Company applied HK\$5.0 million of the net proceeds from the listing to settle the consideration for the acquisition. The Directors consider that there will not be further investment in other magazine(s) in foreseeable future, it is proposed to change the use of the remaining First Relevant Net Proceeds Balance of approximately HK\$2.4 million to working capital.

As mentioned in the Acquisition of Property Announcement, on 7 October 2016, the Company entered into the Provisional Agreement for the acquisition of a property. The acquisition was completed on 30 November 2016. As stated in the section headed “Future plans and use of proceeds” of the Prospectus, approximately 51.6% of the net proceeds (i.e. approximately HK\$14.9 million, the “**Second Relevant Net Proceeds Balance**”) from the Placing is to be used for enhance corporate image and strengthen marketing activities. The Company applied approximately HK\$12.0 million of the net proceeds from the listing to settle the consideration for the acquisition. The Directors consider that there will not be further investment in

purchasing office property and renovation works in foreseeable future, it is proposed to change the use of the remaining Second Relevant Net Proceeds Balance of approximately HK\$2.9 million to working capital.

The Directors believe that the increase in working capital of approximately HK\$5.3 million will allow more flexibility to the Company and improve efficiency of use of proceeds of the Group and is beneficial to the Company and its shareholders as a whole.

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

Hong Kong, 2 December 2016

As at the date of this announcement, 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.

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 the Growth Enterprise Market (“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>.