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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)

INSIDE INFORMATION MEMORANDUM OF UNDERSTANDING IN RELATION TO THE POTENTIAL DISPOSAL

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the SFO.

THE MOU

Reference is made to the announcement of the Company dated 20 April 2017 in relation to the potential disposal of a subsidiary of the Company.

The Board is pleased to announce that on 28 April 2017 (after trading hours), the Company and the Potential Purchaser entered into the MOU in relation to the Potential Disposal. Principal terms of the MOU are summarized below:

Date: 28 April 2017

Parties: (i) the Company
(ii) the Potential Purchaser

The Potential Purchaser is a company incorporated in Hong Kong. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Potential Purchaser and its ultimate beneficial owners are Independent Third Parties.

Subject matter

The Potential Purchaser intends to purchase from the Company the Sale Shares and the Sale Loan.

Consideration

The consideration payable by the Potential Purchaser for the purchase of the Sale Shares and the Sale Loan shall be negotiated between the Company and the Potential Purchaser.

Due diligence

The Potential Purchaser shall engage its legal, financial or other professional advisers to commence due diligence review of the Target Company and its respective subsidiaries between the signing of the MOU and the signing of the Definitive Agreement.

Conditions precedent

Completion of the Potential Disposal shall be conditional upon the conditions to be agreed in the Definitive Agreement.

Definitive Agreement

The parties to the MOU shall use reasonable endeavours to enter into the Definitive Agreement within thirty (30) days from the date of the MOU or on such later date as may be agreed between the Potential Purchaser and the Company.

Legal obligations

Except for some general provisions on matters comprising confidentiality and costs obligations, third party rights and governing law, the MOU shall not be legally binding and no legal obligations or liabilities will be incurred by the Potential Purchaser and the Company in respect of the Potential Disposal or any other matters referred to therein unless and until any Definitive Agreement has been executed.

GENERAL

As at the date of this announcement, the terms and conditions of the Potential Disposal are still being negotiated and no Definitive Agreement or other legally binding agreement has been entered into. The Potential Disposal, if materializes, may constitute a notifiable transaction for the Company under Chapter 19 of the GEM Listing Rules. Further announcement(s) will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

The Board wishes to emphasize that the Potential Disposal is subject to, among other things, the signing of the Definitive Agreement, the terms and conditions of which are yet to be agreed and may deviate from those set out in the MOU. As the Potential Disposal may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

TERMS AND DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Company”	Winto Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Growth Enterprise Market of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules and the word “connected” shall be construed accordingly

“Definitive Agreement”	a definitive sale and purchase agreement and any ancillary agreements or documents in respect of the Potential Disposal
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) and its/their ultimate beneficial owner(s) which are independent of the Company and its connected persons and their respective associates
“MOU”	the memorandum of understanding dated 28 April 2017 entered into between the Company and the Potential Purchaser
“Potential Disposal”	the potential disposal of the Sale Shares and the Sale Loan
“Potential Purchaser”	the potential purchaser of the Sale Shares and the Sale Loan
“Sale Loan”	all of the loans that the Target Company and its subsidiaries owes to the Company from time to time
“Sale Shares”	all of the issued shares of the Target Company
“SFO”	the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Lasermoon Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company

By order of the Board
Winto Group (Holdings) Limited
Mak Wai Kit
Executive Director

Hong Kong, 28 April 2017

As at the date of this announcement, the Board comprises 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 of The Stock Exchange of Hong Kong Limited 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>.