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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)**

## **APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

Reference is made to the announcement dated 28 November 2017 jointly issued by Winto Group (Holdings) Limited (the “**Company**”), and Noble Gate International Limited (the “**Offeror**”) (the “**Joint Announcement**”). Unless the context otherwise requires, the capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

The Board wishes to announce that TC Capital International Limited (“**TC Capital**”), a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, has been appointed as the independent financial adviser to advise the Independent Board Committee in connection with the Offer and in particular as to whether the Offer is fair and reasonable and as to the acceptance of the Offer. Such appointment has been approved by the Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code.

The letter of advice from TC Capital in respect of the Offer and the recommendation to the Independent Board Committee will be included in the Composite Document to be despatched jointly by the Company and the Offeror to the Shareholders in relation to the Offer.

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

Hong Kong, 13 December 2017

*As at the date of this announcement, the Board comprises three executive directors, namely, Mr. Mak Wai Kit, Ms. Law Shiu Wai and Mr. Tang Yau Sing; one non-executive director, namely Mr. Liu Kwong Chi Nelson and three independent non-executive directors, namely, Mr. Tsang Ho Ka Eugene, Ms. Wong Fei Tat and Mr. Pang Siu Yin.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*