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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)

GRANT OF SHARE OPTIONS

The announcement is made pursuant to Rule 23.06A of Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of Winto Group (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that on 13 April, 2018, share options (the “**Share Option(s)**”) carrying rights to subscribe for a total of 148,800,000 ordinary shares of the Company (“**Share(s)**”) were granted under the share option scheme of the Company (as adopted in February 2015) to certain eligible participants (the “**Grantee(s)**”), including the independent non-executive directors (“**INED(s)**”) of the Company and certain consultants to the Group. Given below are particulars or information relating to the said grants:-

Date of grant (“ Date of Grant ”) :	13 April, 2018
Subscription prices :	HK\$0.065 per Share
Number of Share Options granted :	Share Options to subscribe for an aggregate of 148,800,000 Shares
Closing price of Shares on the date of grant :	HK\$0.059 per Share
Validity period of Share Options :	(a) First tranche is exercisable from 13 April, 2018 to 16 February, 2025 (b) Second tranche is exercisable from 13 October, 2018 to 16 February, 2025 (c) Third tranche is exercisable from 13 April, 2019 to 16 February, 2025 (d) Fourth tranche is exercisable from 13 October, 2019 to 16 February, 2025

Each tranche covers one-fourth of the relevant options (i.e. exercisable to the extent of one-fourth of the relevant total number of Shares) granted to each of the Grantees.

Among the 148,800,000 Share Options granted above, 21,600,000 Share Options were granted to the Directors, details of which are as follows:-

<u>Name</u>	<u>Capacity</u>	<u>Number of Shares under Share Options</u>
Wen Kai	INED	7,200,000
Tsang Zee Ho Paul	INED	7,200,000
Tse Chi Wai	INED	7,200,000

Save as disclosed above, none of the Grantee is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the GEM Listing Rules) of any of them.

The subscription price of HK\$0.065 per Share is not less than the highest of (i) the closing price of HK\$0.059 per Shares as stated in the daily quotation sheet issued by the Stock Exchange on 13th April, 2018, being the Date of Grant; (ii) the average closing price of HK\$0.055 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; (iii) the nominal value of the Share of HK\$0.001 each in the capital of the Company.

The grant of the Share Options to each of the above Directors has been approved by the INEDs pursuant to Rule 23.04(1) of the GEM Listing Rules (excluding the INED who is the Grantee).

By Order of the Board
Winto Group (Holdings) Limited
Tang Yau Sing
Executive Director

Hong Kong, 13 April 2018

As at the date of this announcement, the Board comprises Mr. Tang Yau Sing as an executive director; and Mr. Wen Kai, Mr. Tsang Zee Ho Paul and Mr. Tse Chi Wai 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>.