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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)**

### **MAJOR TRANSACTION**

### **FURTHER DELAY IN DESPATCH OF CIRCULAR**

Reference is made to (i) the announcement of the Company dated 11 October 2018 relating to the entering into of the memorandum of understanding for the possible acquisition of 51% of the issued share capital of a special purpose vehicle, which shall in turn hold the entire equity interest in 眾體時代(北京)科技有限公司 (Zhongti Times (Beijing) Technology Co., Ltd\*) (the “**Target Company**”) upon completion of the Restructuring; (ii) the announcement of the Company dated 4 December 2018 relating to the entering into the Agreement and the Acquisition (the “**First Announcement**”); (iii) the announcement of the Company dated 6 December 2018 relating to the entering into the Supplemental Agreement; (iv) the announcement of the Company dated 27 December 2018 relating to the entering into the Second Supplemental Agreement; (v) the announcement dated 7 January 2019 relating to the entering into the Third Supplemental Agreement; and (vi) the clarification announcement dated 16 January 2019. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the First Announcement.

As disclosed in the First Announcement, the Company is required to despatch a circular (the “**Circular**”) containing, among other things, (i) further details of the Agreement and the transaction contemplated thereunder; (ii) the accountants’ report of the Target Company; and (iii) the pro forma financial statements of the Enlarged Group, to the Shareholders within 15 business days after the publication of the Announcement, which should be on or before 27 December 2018.

As additional time is required for the Company to prepare and finalise certain information to be included in the Circular, the Company will apply for a waiver from strict compliance with Rule 19.41(a) of the GEM Listing Rules for a further extension of time to despatch the Circular to the Shareholders on or before 30 April 2019. The Company will make further announcement as and when appropriate.

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

Hong Kong, 28 February 2019

*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 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>.*

\* *English name for identification purpose only*