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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)

APPOINTMENT OF DIRECTORS AND CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Directors**”, and each a “**Director**”) of Winto Group (Holdings) Limited (the “**Company**”) is pleased to announce that with effect from 15 April 2019:

- (i) Mr. Wong Siu Hung, Patrick (“Mr. Wong”) has been appointed as an executive Director, members of executive committee, treasury committee and corporate governance & risk management committee of the Board;
- (ii) Mr. Chen Xiao (“Mr. Chen”) has been appointed as a non-executive Director, member of the corporate governance & risk management committee of the Board;
- (iii) Ms. Wang Yan (“Ms. Wang”) has been appointed as an independent non-executive Director, members of audit committee, remuneration committee, nomination committee and corporate governance & risk management committee of the Board;
- (iv) Mr. Lau Fai Lawrence (“Mr. Lau”) has been appointed as an independent non-executive Director, member of audit committee, remuneration committee, nomination committee and corporate governance & risk management committee of the Board; and
- (v) Mr. Tang Yau Sing has been redesignated as chairman of the nomination committee, and Mr. Tse Chi Wai has been redesignated as a member of the nomination committee.

APPOINTMENT OF DIRECTORS

The board of directors (the “Board” or the “Director(s)”) of Winto Group (Holdings) Limited (the “Company”, together with its subsidiaries, collectively the “Group”) is pleased to announce the appointment of Mr. Wong Siu Hung, Patrick as the executive Director, Mr. Chen Xiao as the non-executive Director and Ms. Wang Yan and Mr. Lau Fai Lawrence as the independent non-executive Directors with effect from 15 April, 2019.

Wong Siu Hung, Patrick

Mr. Wong Siu Hung, Patrick (“Mr. Wong”), age 63, was appointed as an executive Director and served as director of subsidiaries of Huscoke Holdings Limited (stock code: 704.HK) with effect from 3 November 2016. Mr. Wong was appointed as a joint general manager and authorized representative on 17 November 2016 and re-designated as general manager on 25 November 2016 and subsequently re-designated as non-executive Director and resigned as authorized representative on 9 April 2018. Mr. Wong was an executive director of Titan Petrochemicals Group Limited (stock code: 1192.HK) between 2008 and 2015.

Mr. Wong has more than 30 years of working experience in banking, finance, commodity trading and project development. Mr. Wong was an executive director of Titan Petrochemicals between 2008 and 2016. Prior to joining Titan Petrochemicals, Mr. Wong was the senior vice president of Commodity and Trade Finance at Societe Generale Singapore and the chief executive officer in the China Division of Louis Dreyfus Group, a global commodity trading firm.

Mr. Wong is an associate member of Chartered Institute of Bankers, United Kingdom, fellow member of the Hong Kong Institute of Directors since 1 April 2017 and member of The Institute of Management Consultants Hong Kong since 1 August of the same year and qualified as Certified Management Consultant. Mr. Wong holds a Master degree in Applied Finance from Macquarie University, Australia and completed the Executive Diploma in Management Consulting from The Hong Kong Polytechnic University on 12 October 2017.

Save as disclosed above, Mr. Wong did not hold any other directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years. He did not hold any position in the Company or its subsidiaries before, nor has any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Mr. Wong has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Wong has not entered into any service contract with the Company. Mr. Wong will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Mr. Wong will be entitled to a remuneration of HK\$1,200,000 per annum, which was determined by the Board on recommendation of the remuneration committee by reference to his duties and responsibilities with the Company, the Company's performance and current market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Wong that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

Chen Xiao

Mr. Chen Xiao ("Mr. Chen"), age 45, has close to 20-year experiences in the banking and securities industry. His experiences cover principal investment, credit and equity-linked origination, sales and trading. He is currently the Managing Director, Head of CM Securities (HK) Company Limited ("CMS"). CMS's parent company is China Minsheng Financial Holding Corporation Limited (stock code: 245.HK).

Before that, Mr. Chen has been the Chief Investment Officer at Zhong Shan Asset Management, Managing Director at Crosby Securities, and Guosen Securities (HK). Prior to that he has held various positions with financial institutions including StormHarbour Securities (HK), Royal Bank of Scotland, ABN Amro Bank, DBS Bank, and JP Morgan.

Mr. Chen acquired a Master of Business Administration degree from the Cornell University in the United States of America in 2002 and a bachelor's degree in computer science from the National University of Singapore in 1997.

Mr. Chen is an independence non-executive director of DBA Telecommunications (Asia) Holdings Limited (stock code: 3335.HK) since June 2013.

Save as disclosed above, Mr. Chen did not hold any other directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years. He did not hold any position in the Company or its subsidiaries before, nor has any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Mr. Chen has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Chen has not entered into any service contract with the Company. Mr. Chen will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Mr. Chen will be entitled to a remuneration of HK\$120,000 per annum, which was determined by the Board on recommendation of the remuneration committee by reference to his duties and responsibilities with the Company, the Company's performance and current market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Chen that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

Wang Yan

Ms. Wang Yan ("Ms. Wang"), age 32, has over 8 years of experience in the securities and investment industry. Ms. Wang obtained a Bachelor degree of Business Administration from the Chinese University of Hong Kong in 2009. She is currently a director of a company specialized in the information technology sector.

Ms. Wang was an executive director of Suncorp Technologies Limited (stock code: 1063. HK) from June 2014 to April 2016.

Save as disclosed above, Ms. Wang did not hold any other directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years. She did not hold any position in the Company or its subsidiaries before, nor has any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Ms. Wang has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Ms. Wang has not entered into any service contract with the Company. Ms. Wang will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Ms. Wang will be entitled to a remuneration of HK\$120,000 per annum, which was determined by the Board on recommendation of the remuneration committee by reference to her duties and responsibilities with the Company, the Company's performance and current market situation. Ms. Wang confirmed that she meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Ms. Wang that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

Lau Fai Lawrence

Mr. Lau Fai Lawrence (“Mr. Lau”), age 47, is currently a practising certified public accountant in Hong Kong and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. Mr. Lau graduated from The University of Hong Kong with a bachelor’s degree in business administration in 1994 and obtained a master’s degree in corporate finance from Hong Kong Polytechnic University in 2007.

Mr. Lau is currently the company secretary of BBMG Corporation (stock code: 2009.HK) since August 2008, an executive Director of Future World Financial Holdings Limited (stock code: 572.HK) since January 2014, an independent non-executive director of Tenwow International Holdings Limited (in provisional liquidation) (stock code: 1219.HK) since 26 November 2018, Primeview Holdings Limited (stock code: 789.HK) since April 2008, Titan Petrochemicals Group Limited (stock code: 1192.HK) since March 2014 and HKBridge Holdings Limited (stock code: 2323.HK) since March 2016. Mr. Lau was a non-executive director of Alltronics Holdings Limited (stock code: 833.HK) between March 2017 and December 2018.

Mr. Lau has provided a confirmation to the Board that he had a good track record in attending the meetings of his directorships. The Board believes that Mr. Lau will still be able to devote sufficient time to the Board in the future, notwithstanding he is currently holding the sixth listed company directorship (including the independent non-executive directorship of the Company).

Save as disclosed above, Mr. Lau did not hold any other directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years. He did not hold any position in the Company or its subsidiaries before, nor has any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Mr. Lau has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Lau has not entered into any service contract with the Company. Mr. Lau will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Mr. Lau will be entitled to a remuneration of HK\$120,000 per annum, which was determined by the Board on recommendation of the remuneration committee by reference to his duties and responsibilities with the Company, the Company’s performance and current market situation. Mr. Lau confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Lau that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

The Board would like to take this opportunity to welcome Mr. Wong, Mr. Chen, Ms. Wang and Mr. Lau in joining the Board.

CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD

The Board further announces that the changes of each of the Board Committee as follows:

Corporate Governance & Risk Management Committee

Mr. Wong Siu Hung, Patrick, Mr. Chen Xiao, Ms. Wang Yan and Mr. Lau Fai Lawrence have been appointed as the members of the Corporate Governance & Risk Management Committee of the Company with effect from 15 April, 2019. The members of Corporate Governance & Risk Management Committee comprises of Mr. Tse Chi Wai (Chairman), Mr. Tang Yau Sing, Mr. Wong Siu Hung, Patrick, Mr. Chen Xiao, Mr. Wen Kai, Mr. Tsang Zee Ho, Paul, Ms. Wang Yan and Mr. Lau Fai Lawrence.

Audit Committee

Ms. Wang Yan and Mr. Lau Fai, Lawrence have been appointed as the members of the Audit Committee of the Company with effect from 15 April, 2019. The members of Audit Committee comprises of Mr. Tsang Zee Ho, Paul (Chairman), Mr. Wen Kai, Mr. Tse Chi Wai, Ms. Wang Yan and Mr. Lau Fai Lawrence.

Executive Committee

Mr. Wong Siu Hung, Patrick has been appointed as the member of the Executive Committee of the Company with effect from 15 April, 2019. The members of Executive Committee comprises of Mr. Tang Yau Sing (Chairman) and Mr. Wong Siu Hung, Patrick.

Nomination Committee

Ms. Wang Yan and Mr. Lau Fai Lawrence have been appointed as the members of the Nomination Committee of the Company with effect from 15 April, 2019.

Mr. Tang Yau Sing has been appointed as chairman of the Nomination Committee with effect from 15 April, 2019 and Mr. Tse Chi Wai ceased to be the chairman of the Nomination Committee. Mr. Tse Chi Wai still remains as a member of the Nomination Committee with effect from 15 April, 2019. The members of Nomination Committee comprises of Mr. Tang Yau Sing (Chairman), Mr. Wen Kai, Mr. Tsang Zee Ho, Paul, Mr. Tse Chi Wai, Ms. Wang Yan and Mr. Lau Fai Lawrence.

Remuneration Committee

Ms. Wang Yan and Mr. Lau Fai Lawrence have been appointed as the members of the Remuneration Committee of the Company with effect from 15 April, 2019. The members of Remuneration Committee comprises of Mr. Wen Kai (Chairman), Mr. Tang Yau Sing, Mr. Tsang Zee Ho, Paul, Mr. Tse Chi Wai, Ms. Wang Yan and Mr. Lau Fai Lawrence.

Treasury Committee

Mr. Wong Siu Hung, Patrick has been appointed as the member of the Treasury Committee of the Company with effect from 15 April, 2019. The members of Treasury Committee comprises of Mr. Tang Yau Sing (Chairman) and Mr. Wong Siu Hung, Patrick.

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

Hong Kong, 12 April 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 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>.