

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/5/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Winto Group (Holdings) Limited
Date Submitted	5/6/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>8238</u> Descrip	otion :	Winto Group		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month	5,000,000,000	HK\$0.02	HK\$100,000,000.00	
Increase/(decrease)	Nil		Nil	
Balance at close of the month	5,000,000,000	HK\$0.02	HK\$100,000,000.00	
(2) Stock code : <u>N/A</u> Descrip	otion :			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month				
Increase/(decrease)				
Balance at close of the month				

2. Preference Shares

Stock code :	N/A	_Descript	ion :		
			No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close	e of precedir	ng month			
Increase/(decrea	ase)	_		-	
Balance at close	e of the mon	th _			

3. Other Classes of Shares

Stock code : <u>N/A</u> Descrip	otion :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month (*State currency*) :

HK\$100,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	e No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	432,000,000	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil			
Balance at close of the month	432,000,000			

III. Details of Movements in Issued Share Capital

Share Options (under	Share Optio	in Schemes of	the issuer)			
Particulars of share						No. of new shares of
option scheme						issuer which may be
including EGM					the month pursuant	issued pursuant
approval date	Ν	lovement duri	ng the month		thereto	thereto as at close of
(dd/mm/yyyy) and						the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Exercise Price						
HK\$1.3						
(See Remarks)						
Share Option						
Scheme adopted						
in February 2015						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	7,440,000
(Note 1)						
2.Exercise Price						
HK\$						
Meeting approved						
(/ /)						
Ordinary shares						
(Note 1)						
3.Exercise Price						
HK\$						
Meeting approved						
(/ /)						
Ordinary shares						
(Note 1)						
		Total	A. (Ordina	ry shares)	Nil	
			(Preferenc	ce shares)		
				her class)		
Total funds raised dur	ing the mont	h from exercis	e	Nil		
of options (State curre				INII		

Share Options (under Share Option Schemes of the Issuer)

Warrants to	Issue Shares	of the Issuer	which are	to be Listed
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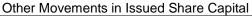
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>\</u> .						
<u> </u>						
(/) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
2.						
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(/ /)						
Stock code (if listed) Class of shares	<u> </u>					
issuable (Note 1)	\backslash					
Subscription price		<u>\</u>				
EGM approval date (if applicable)		\mathbf{i}				
(dd/mm/yyyy)	(/ /) 🔪				
3.						
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Stock code (if listed)			\backslash			
Class of shares						
Cube estination matice			\backslash			
EGM approval date				\backslash		
(if applicable)		`		\mathbf{i}		
(dd/mm/yyyy) 4.	(/ /)				
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(/ /) Stock code (if listed)					\backslash	
Stock code (if listed) Class of shares					\backslash	
Subscription price					\backslash	
(if applicable)						\backslash
(dd/mm/yyyy)	(/ /)				\mathbf{n}
		Total B	(Ording	ary shares)		\backslash
		TUIALD	(Preferen	ce shares)		· \
			(O	ther class)		

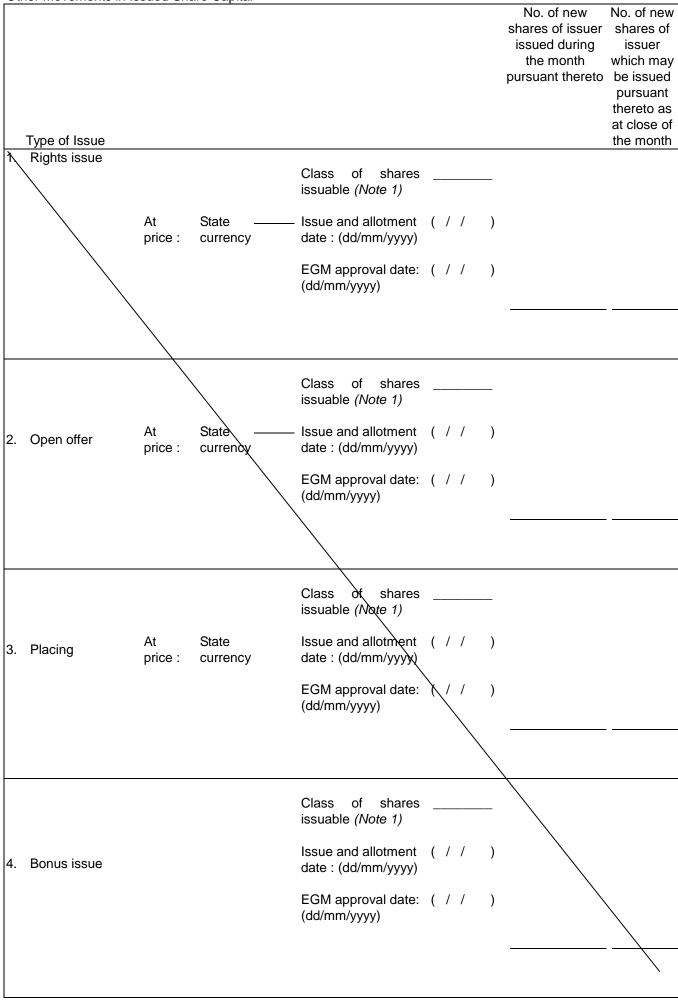
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
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	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy))	(/ /)					
2.	, 					
	_					
Stock code (if listed)						
Class of shares issuable (Note 1)	\backslash					
Subscription price						
EGM approval date		\prec				
(if applicable)						
(dd/mm/yyyy)	(/ /)	_ \				
<u>3.</u>	_	\backslash				
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Stock code (if listed)			\rightarrow			
Class of shares			\backslash			
inquichle (Note 1)			\backslash			
Subscription price				\backslash		
EGM approval date				\mathbf{i}		
(if applicable) (dd/mm/yyyy)				$\overline{\}$		
4	(/ /)			\backslash		
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Stock code (if listed)					$\overline{}$	
Class of shares		—			\backslash	
issuable (Note 1)					\backslash	
Subscription price						\setminus
EGM approval date (if applicable)						\searrow
	(/ /)					\sim
(<u>-</u>		T	otal C. (Ordina	ary shares)		
			(Preferen	ce shares)		
			(O	ther class)		-

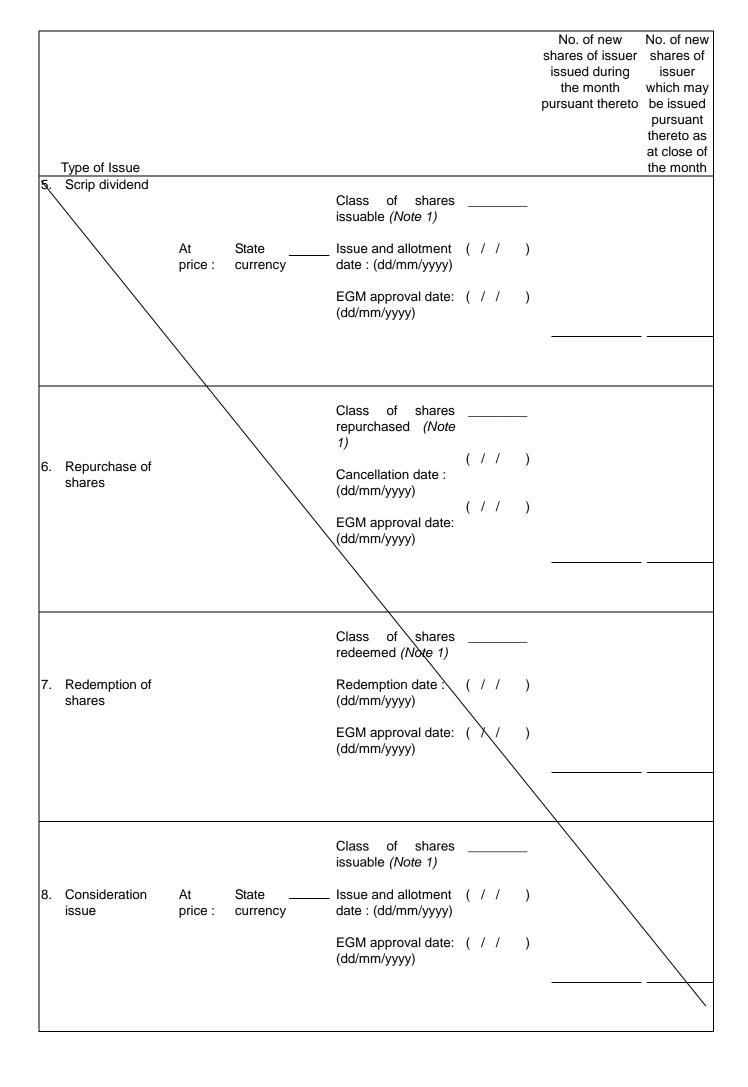
Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
" <u>`</u>	-	
shares (Note 1)		
2.		
shares (Note 1)		
3.		
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shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		







			No. of new
		ares of issuer	shares of
		sued during	issuer
			which may
	pur	suant thereto	be issued
			pursuant
			thereto as
Time of loove			at close of
Type of Issue			the month
9. Capital reorganisation	Class of shares		
realganisation	issuable (Note 1)		
	Issue and allotment (/ /)		
	date : (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)		
	Class of shares issuable (Note 1)		
10. Other At State —	Issue and allotment (/ /)		
(Please specify) price : currency	date : (dd/mm/yyyy)		
	<pre></pre>		
	EGM approval date: (/ /)		
	(dd/mm/yyyy)		
	Total E. (Ordinary shares	s) Nil	
	(Preference shares		
	(Other class	3)	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to	o E):	
(These figures should be the same as the relevant figures under II above ("Movements Capital").)	in Issi	ued Share

IV. Confirmations

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We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:
(*Note 2*)
(i) all money due to the listed issuer in respect of the issue of securities has been received by it;
(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

(iv)	all the securities of each class are in all respects identical (Note 3);
(v)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(vii)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: Tricor Investor Services Limited

Title: Branch share registrar (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.