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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)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE UPDATE ON POSSIBLE TRANSACTION**

This announcement is made pursuant to Rule 3.7 of The Code on Takeovers and Mergers (“**Takeovers Code**”). Reference is made to the announcements of the Company dated 13 June 2019, 17 June 2019 and 15 July 2019 (the “**Announcements**”). Unless the context requires otherwise, terms used herein shall have the same meanings as defined in the Announcements.

#### **UPDATE ON THE POSSIBLE TRANSACTION**

The Board has been informed by the Receivers that discussion with potential purchasers in relation to the Possible Transaction are still in progress and no legally binding sale and purchase agreement in respect of the Relevant Shares has been entered into in relation to the Possible Transaction as at the date of this announcement. The Possible Transaction may or may not proceed.

#### **UPDATE ON NUMBER OF THE RELEVANT SHARES**

From 6 August 2019 to 12 August 2019, 11,148,000 shares of the Company held by the Relevant Shareholders were disposed of on market. Following such disposal, the Relevant Shares represent approximately 76.38% of the issued share capital of the Company.

#### **MONTHLY ANNOUNCEMENTS**

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the GEM Listing Rules and the Takeovers Code (as the case may be).

**WARNINGS:** There is no assurance that the Possible Transaction will materialize or eventually be consummated, and even if materializes, may or may not result in a change of control and lead to a general offer under Rule 26.1 of Takeovers Code. The Possible Transaction may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

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

Hong Kong, 15 August 2019

*As at the date of this announcement, the Board comprises Mr. Tang Yau Sing and Mr. Wong Siu Hung, Patrick as executive Directors and Mr. Tsang Zee Ho, Paul, Ms. Wang Yan and Mr. Lau Fai, Lawrence 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>.*