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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)

UPDATES REGARDING THE REQUISITION FOR CONVENING EXTRAORDINARY GENERAL MEETING

This announcement is made by Winto Group (Holdings) Limited (the “**Company**”) pursuant to Rule 17.10(2)(a) of the GEM Listing Rules, and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the announcement dated 11 September 2019 (the “**Announcement**”) of the Company in relation to the Requisition. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

The Company has obtained legal advice from Cayman counsel in respect of the legality and procedural regularity of the Requisition. Cayman counsel is of the opinion that resolutions to remove Mr. Tang Yau Sing and Mr. Tsang Zee Ho, Paul as Directors of the Company and from any position in any of the Board committees of the Company (the “**Proposed Resolutions**”) can be properly moved in an extraordinary general meeting.

However, the Company received a notice dated 20 September 2019 from the Requisitioning Shareholder that the Requisitioning Shareholder would like to withdraw all the Proposed Resolutions, and have no intention to convene the extraordinary general meeting by itself according to article 58 of the Company’s articles of association nor make any claim against the Board for not convening the extraordinary general meeting according to the Requisition dated 2 September 2019.

On the basis that the Requisitioning Shareholder has already withdrawn the request in relation to the Proposed Resolutions, the Board consider that there is no necessity to put the Proposed Resolutions for voting, and convene the extraordinary general meeting.

By order of the Board
Winto Group (Holdings) Limited
Wong Siu Hung, Patrick
Executive Director

Hong Kong, 20 September 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>.