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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 INDEPENDENT FINANCIAL ADVISER

Reference is made to the announcement jointly issued by Winto Group (Holdings) Limited (the “**Company**”) and Source Creation International Limited (the “**Offeror**”) dated 17 September 2019 (the “**Joint Announcement**”) in relation to, among other things, the mandatory unconditional cash offers by Lego Securities Limited for and on behalf of the Offeror for all the issued shares of the Company (other than those already owned and agreed to be acquired by the Offeror and parties in concert with it) and to cancel all the outstanding options in the Company. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

The Board is pleased to announce that Euto Capital Partners Limited (“**Euto Capital**”), a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activities under the SFO, has been appointed as the Independent Financial Adviser by the Company to advise the Independent Board Committee in relation to the Offers. The appointment of Euto Capital as the Independent Financial Adviser has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

The letter of advice from Euto Capital in relation to the Offers will be included in the Composite Document to be despatched jointly by the Company and the Offeror to the Independent Shareholders and Optionholders in due course.

By order of the Board of
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 collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any such statement contained in this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the day of its publication. This announcement will also be published on the Company’s website at <http://www.wintogroup.hk>.