

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement appears for information purposes only and does not constitute an intention or offer to acquire, purchase or subscribe for any securities of Winto Group (Holdings) Limited nor is it a solicitation of any acceptance, vote or approval in any jurisdiction.

**SOURCE CREATION
INTERNATIONAL LIMITED**

創源國際有限公司

(Incorporated in the British Virgin Islands with limited liability)

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)

JOINT ANNOUNCEMENT DELAY IN DESPATCH OF COMPOSITE DOCUMENT

Financial adviser to the Offeror



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.

As stated in the Joint Announcement, it is the intention of the Offeror and the Board to combine the offer document and the offeree board circular into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document, together with the form(s) of acceptance, is required to be despatched to the Independent Shareholders and Optionholders within 21 days of the date of the Joint Announcement, i.e. on or before 8 October 2019, unless consent is granted by the Executive to extend the deadline for the despatch of the Composite Document.

As additional time is required to finalise the contents of the Composite Document, including, among other things, the letter from Independent Financial Adviser to the Independent Board Committee in relation to the Offers, an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to extend the deadline for the despatch of the Composite Document to a date falling on or before 16 October 2019. The Executive has granted such consent as at the date of this announcement.

Further announcement will be jointly made by the Company and the Offeror when the Composite Document together with the form(s) of acceptance is despatched.

For and on behalf of
Source Creation International Limited
Lui Man Wah
Sole Director

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

Hong Kong, 4 October 2019

As at the date of this joint 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.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Lui Man Wah.

This joint 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 joint announcement (other than the information relating to the Offeror and parties acting in concert with it, the terms of the Offers and the future intention of the Offeror regarding the Group) 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 joint announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and parties acting in concert with them), and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.

This joint 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 joint announcement will also be published on the Company’s website at <http://www.wintogroup.hk>.

The English text of this joint announcement shall prevail over its Chinese text.