

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.*

## **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)**

## **(1) APPOINTMENT OF DIRECTORS; AND (2) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

### **APPOINTMENT OF DIRECTORS**

The Board announces that with effect from 16 October 2019,

- (i) Mr. Hung Yuen Kin and Ms. Li Ka Yee Daphne have been appointed as executive Directors;
- (ii) Mr. Lui Man Wah has been appointed as a non-executive Director; and
- (iii) Ms. Wong Chi Ling, Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung have been appointed as independent non-executive Directors.

### **CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

The Board announces that with effect from 16 October 2019,

- (i) Mr. Lui Man Wah has been appointed as a member of each of the remuneration committee, the nomination committee and the corporate governance and risk management committee of the Company;
- (ii) Ms. Wong Chi Ling has been appointed as a member of each of the audit committee, the remuneration committee, the nomination committee and the corporate governance and risk management committee of the Company;
- (iii) Mr. Wong Ling Yan Philip has been appointed as a member of each of the audit committee, the remuneration committee, the nomination committee and the corporate governance and risk management committee of the Company; and
- (iv) Mr. Lee Man Yeung has been appointment as a member of each of the audit committee, the remuneration committee, the nomination committee and the corporate governance and risk management committee of the Company.

# APPOINTMENT OF DIRECTORS

## Executive Directors

The Board is pleased to announce that Mr. Hung Yuen Kin (熊遠健) (“**Mr. Hung**”) and Ms. Li Ka Yee Daphne (李嘉儀) (“**Ms. Li**”) have been appointed as executive Directors with effect from 16 October 2019. Set out below are the biographical details of Mr. Hung and Ms. Li.

**Mr. Hung Yuen Kin** (熊遠健), aged 38, has over 10 years of experience in media and advertisement industries. He obtained a Bachelor of Arts degree in Journalism and Communication from Chu Hai University in 2005.

Mr. Hung was appointed as a deputy managing director of Macau Federal Commercial Association of Convention & Exhibition Industry in September 2019 until 2021. He served as a media production director of Central – Companhia de Comunicacao International, LDA, a company incorporated in Macau, which is principally engaged in media, advertisement and exhibition business from April 2019 to September 2019. He served as a business development director of Pentalker Studio Publication Co., Ltd., which is a book publisher providing cultural and travel information in Macau from July 2016 to April 2019. He also served as a deputy editor-in-chief of “NEW GEN. Monthly” of New Generation Culture Association from June 2017 to July 2018. He was also an editor in chief of Central International Communication Co, Ltd, which is principally engaged in media, advertisement and exhibition business from June 2011 to July 2016. Mr. Hung served as an editor of Wide Connection Limited (being a subsidiary of New Media Group Holdings Limited, now known as Evergrande Health Industry Group Limited, a company listed on the Stock Exchange, stock code: 708), which was principally engaged in magazine publishing, from April 2010 to June 2011. He also served as an editor in chief of Prefix Publication Limited, which is a book publisher providing travel, leisure, lifestyle and cultural information in Hong Kong from March 2009 to April 2010.

**Ms. Li Ka Yee Daphne** (李嘉儀), aged 43, has over 20 years of experience in strategic marketing and advertising industry for advertising and public relations companies.

Ms. Li served as a marketing director of Companhia de Group UO Limited, which is principally engaged in e-commerce, media and publishing, travel and leisure and information technology, in June 2018. She served as a senior account director of McCann Worldgroup Hong Kong Limited, a marketing services company, from January 2018 to February 2018, mainly responsible for relationship management of accounts and performance marketing. She also served as an account director of NDN Group (HK) Limited, which is a digital marketing agency in Hong Kong from August 2016 to November 2017, mainly responsible for accounts retention and agency business development. She served as a director of Shanghai Ogilvy & Mather Marketing Communications Consulting Co., Ltd., which is a public relation agency in Shanghai, from May 2004 to October 2014 mainly responsible for strategic public relations planning and counselling.

Mr. Hung and Ms. Li have each entered into a service contract with the Company for a term of three years commencing from 16 October 2019, which is terminable by either party by giving three-months' written notice. Pursuant to the articles of association (the "**Articles of Association**") of the Company, as appointed to fill casual vacancies of the Board, Mr. Hung and Ms. Li shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that general meeting. They will also be subject to retirement by rotation and re-election in accordance with the Articles of Association.

Under the service agreement, each of Mr. Hung and Ms. Li is entitled to a fixed director's fee of HK\$30,000 per month. The aforementioned director's fee was mutually agreed upon between the Board and each of Mr. Hung and Ms. Li with reference to the prevailing market conditions and was determined by the Board based on each of Mr. Hung and Ms. Li's anticipated efforts and expertise to be exercised on the Company's affairs. The amount of the remuneration for each of Mr. Hung and Ms. Li has been approved by the Board and the remuneration committee of the Company.

As at the date of this announcement, each of Mr. Hung and Ms. Li did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, each of Mr. Hung and Ms. Li did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the date of this announcement, nor did he hold any other position with the Company and other members of the Group or possess any other major appointments or professional qualifications.

Save as disclosed above, as at the date of this announcement, each of Mr. Hung and Ms. Li did not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Rules (the "**GEM Listing Rules**") Governing the Listing of Securities on the GEM) of the Company.

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of each of Mr. Hung and Ms. Li as an executive Director that need to be brought to the attention of the shareholders of the Company, and there is no information relating to each of Mr. Hung and Ms. Li that is required to be disclosed pursuant to any requirements of Rule 17.50(2) of the GEM Listing Rules.

## Non-executive Director

The Board is pleased to announce that Mr. Lui Man Wah ( 呂文華 ) (“**Mr. Lui**”) has been appointed as a non-executive Director with effect from 16 October 2019. Set out below are the biographical details of Mr. Lui.

**Mr. Lui Man Wah** ( 呂文華 ), aged 37, is the sole beneficial owner and sole director of the Offeror. Mr. Lui obtained a Bachelor of Arts degree in business studies from the Hong Kong Polytechnic University in 2004 and obtained a Master of Commerce degree from Macquarie University in 2005.

Mr. Lui has over 10 years of experience in securities and financial institutions. He is experienced in managing listed companies in Hong Kong. Since 13 August 2013, Mr. Lui has been appointed as an executive director of Sun International Group Limited (“**Sun International**”) (a company listed on GEM of the Stock Exchange, stock code: 8029), whose principal businesses included money lending business and provision of securities and futures brokerage, margin financing and asset management. He is mainly responsible for overall management and investment strategy. In addition, Mr. Lui has been serving as the chief executive officer and an executive director of Sun International Securities Limited (“**SISL**”) and Sun International Asset Management Limited (“**SIAML**”) respectively since 29 January 2016, both of which are indirect wholly-owned subsidiaries of Sun International. SISL is principally engaged in the provision of type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 4 (advising on securities) regulated activities under the SFO in Hong Kong, while SIAML is principally engaged in the provision of type 4 (advising on securities), type 5 (advising on futures contracts) and type 9 (asset management) regulated activities under the SFO in Hong Kong. He is mainly responsible for the day-to-day operations of SISL and SIAML. Furthermore, Mr. Lui had served as an executive director of Imperium Group Global Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 776) from October 2012 to July 2013, which is principally engaged in (i) the investment and operation in energy and natural resources (including precious metals) related projects and services; and (ii) the provision of loan financing and investment and management consultation services in the PRC. He was also appointed as an independent non-executive director of Suncity Group Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1383) from February 2012 to July 2012. From January 2010 to October 2010, Mr. Lui was a representative of Cinda International Securities Limited. From December 2008 to June 2009, he was a representative of Polaris Securities (Hong Kong) Limited.

Mr. Lui has entered into a letter of appointment with the Company for a term of three years commencing from 16 October 2019, which is terminable by either party by giving a month’s written notice. Pursuant to the Articles of Association, as appointed to fill casual vacancies of the Board, Mr. Lui shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that general meeting. He will also be subject to retirement by rotation and re-election in accordance with the Articles of Association.

Under the letter of appointment, Mr. Lui is entitled to a fixed director's fee of HK\$25,000 per month. The aforementioned director's fee was mutually agreed upon between the Board and Mr. Lui with reference to the prevailing market conditions and was determined by the Board based on Mr. Lui's anticipated efforts and expertise to be exercised on the Company's affairs. The amount of the remuneration for Mr. Lui has been approved by the Board and the remuneration committee of the Company.

As at the date of this announcement, Mr. Lui was deemed interested in 319,680,000 shares of the Company through his controlled corporation.

Save as disclosed above, as at the date of this announcement, Mr. Lui did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the date of this announcement, nor did he hold any other position with the Company and other members of the Group or possess any other major appointments or professional qualifications.

Save as disclosed above, as at the date of this announcement, Mr. Lui did not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of Mr. Lui as a non-executive Director that need to be brought to the attention of the shareholders of the Company, and there is no information relating to Mr. Lui that is required to be disclosed pursuant to any requirements of Rule 17.50(2) of the GEM Listing Rules.

### **Independent non-executive Directors**

The Board is pleased to announce that Ms. Wong Chi Ling (黃子玲) (“**Ms. Wong**”), Mr. Wong Ling Yan Philip (黃靈恩) (“**Mr. Wong**”) and Mr. Lee Man Yeung (李文洋) (“**Mr. Lee**”) have been appointed as independent non-executive Directors with effect from 16 October 2019. Set out below are the biographical details of Ms. Wong, Mr. Wong and Mr. Lee.

**Ms. Wong Chi Ling (黃子玲)**, aged 48, possesses over 25 years of experience in finance, accounting and company secretarial services experience in Hong Kong. She obtained a master degree of arts in parent education and a professional diploma in guidance and counselling from The Chinese University of Hong Kong, a postgraduate diploma in early childhood education from The Hong Kong Baptist University and a bachelor degree of arts in accountancy from the Hong Kong Polytechnic University. Ms. Wong is a fellow member of The Association of Chartered Certified Accountants in the United Kingdom, a fellow member of The Institute of Chartered Accountants in England and Wales and an associate member of Institute of Certified Public Accountants.

Ms. Wong is currently the group financial controller of RNP Jewelry Design Limited, which engages in the trading and manufacturing of jewelry products, since March 2015. Ms. Wong is responsible for corporate accounting, finance and corporate secretarial matters. Ms. Wong worked in H.C. Wong & Co., Certified Public Accountants (Practising), responsible for providing corporate secretarial services from August 2007 to March 2015, with her last positions as senior manager. She served as an accounting officer II of the government of the Hong Kong Special Administrative Region from April 1997 to May 2007. She also served as an accounting manager of Sam Woo Engineering Equipment Limited from September 1996 to April 1997 and a staff accountant at Ernst & Young from August 1994 to August 1996.

**Mr. Wong Ling Yan Philip (黃靈恩)**, aged 38, has over 10 years of experience in management and business operation. He is a member of the Hong Kong Institute of Surveyors and obtained a Master Degree of Business Administration from the Chinese University of Hong Kong in 2010.

Mr. Wong is currently the chief executive officer of YOOV Internet Technology Limited (“YOOV”), which specialize in providing cloud-based enterprise resource planning (ERP) solutions to small and medium-sized enterprises (SME), since January 2016. Prior to the formation of YOOV, Mr. Wong operated a number of English learning centres in Hong Kong from December 2012 to December 2016. He also served as an operations manager of Nan Fung Resources Limited from March 2012 to November 2012. He worked in the Real Estate Asia Division of Wells Fargo Bank, N.A. (Hong Kong branch) from July 2007 to March 2011 with his last position as real estate relationship manager.

**Mr. Lee Man Yeung (李文洋)**, aged 41, has over 13 years of experience in business management in the construction industry. Mr. Lee obtained a certificate in Business Administration and a diploma in Business Management (Banking & Finance) from Holmesglen Institute of TAFE in Melbourne, Australia in May 1999 and August 2000 respectively.

Mr. Lee worked at Hang Tat Engineering Company Limited as a project manager from 2003 to 2010. He was the business owner of APEX Construction & Development Limited from September 2008 to May 2015. He is the founder and has been a director of Le Point Management Company Limited, a company principally engaged in the business of management of restaurants and hospitality group in China since January 2015. Mr. Lee is an independent non-executive director of Pak Wing Group (Holdings) Limited (a company listed on GEM of the Stock Exchange, stock code: 8316) since September 2018. He is also an engineering consultant of Chilego Engineering Co., Limited since December 2010.

Each of Ms. Wong, Mr. Wong and Mr. Lee has confirmed that they meet the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Ms. Wong, Mr. Wong and Mr. Lee have each entered into a letter of appointment with the Company for a term of three years commencing from 16 October 2019, which is terminable by either party by giving a month's written notice. Pursuant to the Articles of Association, as appointed to fill casual vacancies of the Board, Ms. Wong, Mr. Wong and Mr. Lee shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that general meeting. They will also be subject to retirement by rotation and re-election in accordance with the Articles of Association.

Under the letters of appointment, each of Ms. Wong, Mr. Wong and Mr. Lee is entitled to a fixed director's fee of HK\$15,000 per month. The aforementioned director's fee was mutually agreed upon between the Board and each of Ms. Wong, Mr. Wong and Mr. Lee with reference to the prevailing market conditions and was determined by the Board based on each of Ms. Wong, Mr. Wong and Mr. Lee's anticipated efforts and expertise to be exercised on the Company's affairs. The amount of the remuneration for each of Ms. Wong, Mr. Wong and Mr. Lee has been approved by the Board and the remuneration committee of the Company.

As at the date of this announcement, each of Ms. Wong, Mr. Wong and Mr. Lee did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, each of Ms. Wong, Mr. Wong and Mr. Lee did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the date of this announcement, nor did he hold any other position with the Company and other members of the Group or possess any other major appointments or professional qualifications.

Save as disclosed above, as at the date of this announcement, each of Ms. Wong, Mr. Wong and Mr. Lee did not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of each of Ms. Wong, Mr. Wong and Mr. Lee as an independent non-executive Director that need to be brought to the attention of the shareholders of the Company, and there is no information relating to each of Ms. Wong, Mr. Wong and Mr. Lee that is required to be disclosed pursuant to any requirements of Rule 17.50(2) of the GEM Listing Rules.

The Board would also like to take this opportunity to welcome Mr. Hung, Ms. Li, Mr. Lui, Ms. Wong, Mr. Wong and Mr. Lee for joining the Board.

## CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board announces that with effect from 16 October 2019,

- (i) Mr. Lui Man Wah has been appointed as a member of each of the remuneration committee, the nomination committee and the corporate governance and risk management committee of the Company;
- (ii) Ms. Wong Chi Ling has been appointed as a member of each of the audit committee, the remuneration committee, the nomination committee and the corporate governance and risk management committee of the Company;
- (iii) Mr. Wong Ling Yan Philip has been appointed as a member of each of the audit committee, the remuneration committee, the nomination committee and the corporate governance and risk management committee of the Company; and
- (iv) Mr. Lee Man Yeung has been appointment as a member of each of the audit committee, the remuneration committee, the nomination committee and the corporate governance and risk management committee of the Company.

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

Hong Kong, 16 October 2019

*As at the date of this announcement, the Board comprises Mr. Tang Yau Sing, Mr. Wong Siu Hung, Patrick, Mr. Hung Yuen Kin and Ms. Li Ka Yee Daphne as executive Directors, Mr. Lui Man Wah as non-executive Director and Mr. Tsang Zee Ho, Paul, Ms. Wang Yan, Mr. Lau Fai, Lawrence, Ms. Wong Chi Ling, Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung as independent non-executive Directors.*