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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)**

## **DECISION OF THE GEM LISTING (REVIEW) COMMITTEE AND SUSPENSION OF TRADING**

This announcement is made by Winto Group (Holdings) Limited (the “**Company**”) pursuant to Rule 9.17 of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements (collectively, the “**Announcements**”) of the Company dated 21 June 2019, 2 July 2019 and 18 September 2019, respectively. Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as defined in the Announcements.

The Board wishes to inform the Shareholders and potential investors of the Company that the review hearing of the Decision by the GEM Listing (Review) Committee (the “**GEM LRC**”) took place on 2 September 2020. On 7 September 2020, the Company received a letter from the GEM LRC which notifies the Company that the GEM LRC was of the view that the Company had failed to maintain a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated under Rule 17.26 of the GEM Listing Rules to the Stock Exchange to warrant its continued listing. The GEM LRC decided to uphold the Committee Decision to suspend trading in the Company’s shares under Rule 9.04 of the GEM Listing Rules (the “**GEM LRC Decision**”).

The GEM LRC arrived at its decision, amongst others:

- (a) the Company failed to demonstrate that both the magazines and advertising business and the exhibitions and trade show business are viable and sustainable; and
- (b) in light of the above, the Company failed to satisfy the GEM LRC that the operations of its assets would enable the Company to carry out businesses with sufficient level of operations to justify the continued listing of the Company’s shares.

The Stock Exchange requested the Company to re-comply with Rule 17.26 of the GEM Listing Rules. If the Company fails to do so by the expiry of the 12-month period, being 7 September 2021, the Stock Exchange will proceed to cancel the listing of the Company pursuant to Rule 9.14A(2)(a) of the GEM Listing Rules.

The Board is still in the process of reviewing the GEM LRC Decision and is discussing the same with the Company's legal advisers and financial adviser for preparing proposal(s) to demonstrate that the Company has a sufficient level of operations and assets as required under Rule 17.26 of the GEM Listing Rules. The Company also reserves the right to have the GEM LRC Decision referred to the Listing Appeals Committee for review under Rule 4.07(6)(c) of the predecessor Chapter 4 of the GEM Listing Rules (as in force before 6 July 2019).

## **SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company has been suspended with effect from 9:00 a.m. on 8 September 2020.

Further announcement(s) will be made by the Company to update the Shareholders on the progress of the resumption as and when appropriate and in accordance with the requirements of the GEM Listing Rules.

**Shareholders who have any queries about the implications of the GEM LRC Decision are advised to seek appropriate professional advice.**

By order of the Board  
**Winto Group (Holdings) Limited**  
**Li Ka Yee Daphne**  
*Executive Director*

Hong Kong, 8 September 2020

*As at the date of this announcement, the Board comprises Mr. Hung Yuen Kin and Ms. Li Ka Yee Daphne as executive Directors, Mr. Lui Man Wah as non-executive director and Ms. Wong Chi Ling, Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung 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>.*