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WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 8238)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

<p>The Board is pleased to announce that Mr. Wen, Mr. Tsang and Mr. Tse have been appointed as independent non-executive Directors with effect from 24 January 2018.</p>
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The board (the “**Board**”) of directors (the “**Directors**”, and each a “**Director**”) of Winto Group (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that:

- (i) Mr. Wen Kai (“**Mr. Wen**”) has been appointed as an independent non-executive Director, members of the audit committee, remuneration committee, nomination committee and corporate governance & risk management committee of the Board;
- (ii) Mr. Tsang Zee Ho, Paul (“**Mr. Tsang**”) has been appointed as an independent non-executive Director, members of the audit committee, remuneration committee, nomination committee and corporate governance & risk management committee of the Board; and
- (iii) Mr. Tse Chi Wai (“**Mr. Tse**”) has been appointed as an independent non-executive Director, members of the audit committee, remuneration committee, nomination committee and corporate governance & risk management committee of the Board,

all with effect from 24 January 2018.

Wen Kai

Mr. Wen, aged 34, has been appointed as an independent non-executive Director, members of the audit committee, remuneration committee, nomination committee and corporate governance & risk management committee of the Board, with effect from 24 January 2018.

Mr. Wen holds a Bachelor of Electronics Engineering degree from the Jiao Tong University in Shanghai. He has over 10 years of experience in venture capital, management consulting, and corporate mergers and acquisitions.

Mr. Wen is currently the Principal at Steamboat Ventures Investment Advisory (Shanghai) Co., Ltd., a venture capital firm. He is also the Founding Partner of two internet companies and Enlight Growth Partners, a venture capital firm dedicated in technology, media and consumer sector investments.

Mr. Wen was the Vice President of Keytone Ventures (Beijing) Advisors, Ltd., a venture capital company focusing on investments on cloud computing, enterprise solutions and technology for the period from September 2014 to November 2016 and Senior Associate of Greater China Division of Singtel Innov8 Ventures Pte. Ltd., the venture capital arm of the Singtel Group, focusing its venture investments on technologies and solutions that can lead to quantum changes in network capabilities, next generation devices, and digital services, for the period from December 2011 to July 2014. Prior to joining Singtel Innov8 Ventures Pte. Ltd., he was the senior manager of business development in United Technologies Corporation (a company listed on the New York Stock Exchange and ticket symbol: UTX) for the period from September 2010 to May 2011, responsible for strategic mergers and acquisitions projects in OTIS North Asia Pacific region.

Tsang Zee Ho, Paul

Mr. Tsang, aged 55, has been appointed as an independent non-executive Director, members of the audit committee, remuneration committee, nomination committee and corporate governance & risk management committee of the Board, with effect from 24 January 2018.

Mr. Tsang holds a Bachelor of Social Sciences degree from the University of Hong Kong. He is a non-practicing member of the Hong Kong Institute of Certified Public Accountants. Mr. Tsang has over 30 years of experience in financial and accounting management, fund raising and tax planning as well as corporate finance transactions such as mergers and acquisitions, and asset disposals.

Mr. Tsang is currently the senior consultant with Morrison & Company Limited, a boutique consulting firm which focuses on seeking growth capital, strategic alliance candidates and merger and acquisition targets on its clients.

Mr. Tsang had held key management position in companies listed on the Stock Exchange. He was the chief financial officer of Hsin Chong Group Holdings Limited (stock code: 0404) for the period from December 2013 to September 2014 and chief financial officer and company secretary of Vinda International Holdings Limited (stock code: 3331) for the period from April 2007 to September 2013. He was the independent non-executive director of Bingo Group Holdings Limited (stock code: 8220), a company listed on the Stock Exchange, for the period from October 2009 to March 2010.

Tse Chi Wai

Mr. Tse, aged 50, has been appointed as an independent non-executive Director, members of the audit committee, remuneration committee, nomination committee and corporate governance & risk management committee of the Board, with effect from 24 January 2018.

Mr. Tse graduated from the University of Hong Kong with a bachelor degree in social sciences in December 1989. Mr. Tse has over 25 years of experience in auditing, accounting and finance gained from working in various international accounting firms and listed companies. Mr. Tse is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Tse currently is an executive director, the chief financial officer and company secretary of China Information Technology Development Limited (stock code: 8178), a company listed on the Growth Enterprise Market of the Stock Exchange (“**GEM**”), an executive director of Jih Sun Financial Holding Company Limited (stock code: 5820), the shares of which are listed in Taiwan, an independent non-executive director of Chong Kin Group Holdings Limited (stock code: 1609), China Environmental Technology Holdings Limited (stock code: 646), Great Water Holdings Limited (stock code: 8196) and Huarong Investment Stock Corporation Limited (stock code: 2277), the shares of these companies are listed on the Stock Exchange. Mr. Tse was an independent non-executive director of Greens Holdings Ltd. (stock code: 1318) (“**Greens**”) for the period from March 2015 to November 2015 and Sunac China Holdings Limited (stock code: 1918) (“**Sunac**”) for the period from December 2012 to December 2017, the shares of these companies are listed on the Stock Exchange.

During the period between March 2015 and November 2015, Mr. Tse was an independent non-executive director of Greens. Greens announced that (i) on 2 September 2015, Greens filed a winding up petition (the “**Cayman Winding Up Petition**”) with the Grand Court of the Cayman Islands as Greens was unable to repay its debt; (ii) on 29 September 2015, a winding up petition (the “**Hong Kong winding Up Petition**”) was filed with the High Court of Hong Kong against Greens by a bondholder for an outstanding debt under the unlisted bonds issued by Greens in January 2015; (iii) on 8 October 2015, joint provisional liquidators were appointed pursuant to an order of the Grand Court of the Cayman Islands; (iv) the hearing of the Hong Kong Winding Up Petition, which was originally scheduled on 2 December 2015, has been adjourned several times to 3 August

2016, on which the petitioner was granted leave to withdraw the Hong Kong Winding Up Petition; (v) the Grand Court of the Cayman Islands convened a case management conference on 7 April 2016 and ordered that the Cayman Winding Up Petition be listed for directions hearing on 17 May 2016, which was adjourned and rescheduled for several times until a date to be fixed after 30 April 2017; (vi) the Stock Exchange issued a letter dated 28 October 2016 to Greens stating that it had decided to place Greens into the third delisting stage. Mr. Tse confirmed that (i) there is no wrongful act on his part leading to the said winding up petitions and he is not aware of any actual or potential claim which has been or will be made against him as a result of the said winding up petitions; and (ii) his involvement in Greens during his tenure was part and parcel of his services as a director thereof and no misconduct or misfeasance on his part had been involved in the said winding up petitions.

The following particulars relating to Mr. Tse are disclosed pursuant to Rule 17.50(2)(n)(iv) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”):

In October 2017, based on findings made by the Listing Committee of the Stock Exchange (“**Listing Committee**”) in respect of Sunac and on Sunac’s acceptance, without admission of any liabilities and for the purpose of settlement, of the relevant findings, the Listing Committee censured Sunac for breaching Rule 2.13(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for failure to ensure the announcements made in February 2015 and May 2015 were accurate and complete in all material aspects, and not misleading. Please refer to the Listing Committee’s news issued on 26 October 2017 for further details.

Although Mr. Tse was independent non-executive directors of Sunac at the relevant time, Mr. Tse was not personally subject to any investigation process, disciplinary action or censure from the Listing Committee or any other competent authority in respect of the above matters.

Save as disclosed above, each of Mr. Wen, Mr. Tsang and Mr. Tse (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) has not held any directorship in any listed public companies in Hong Kong or overseas in the last three years; and (iv) do not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

The Company has entered into a letter of appointment with each of Mr. Wen, Mr. Tsang and Mr. Tse. The initial term of appointment of each of Mr. Wen, Mr. Tsang and Mr. Tse is three years which can be terminated by either party with not less than one months' notice in writing. Each of Mr. Wen, Mr. Tsang and Mr. Tse will be subject to retirement by rotation and will be eligible for re-election pursuant to the articles of association of the Company. Each of Mr. Wen, Mr. Tsang and Mr. Tse will be entitled to a remuneration of HK\$240,000 per annum, which was determined by the Board on recommendation of the remuneration committee by reference to their respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Wen, Mr. Tsang and Mr. Tse that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

The Board would like to take this opportunity to welcome Mr. Wen, Mr. Tsang and Mr. Tse in joining the Board.

By order of the Board
Winto Group (Holdings) Limited
Mak Wai Kit
Executive Director

Hong Kong, 24 January 2018

As at the date of this announcement, the Board comprises Mr. Mak Wai Kit, Ms. Law Shiu Wai and Mr. Tang Yau Sing as executive Directors; Mr. Liu Kwong Chi Nelson as non-executive Director; and Mr. Tsang Ho Ka Eugene, Ms. Wong Fei Tat, Mr. Pang Siu Yin, Mr. Wen Kai, Mr. Tsang Zee Ho, Paul and Mr. Tse Chi Wai 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.

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>.