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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Winto Group (Holdings) Limited.*

<b>Noble Gate International Limited</b> <i>(Incorporated in British Virgin Islands with limited liability)</i>	<b>WINTO GROUP (HOLDINGS) LIMITED</b> <b>惠陶集團(控股)有限公司</b> <i>(Incorporated in Cayman Islands with limited liability)</i> <b>(Stock code: 8238)</b>
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## **JOINT CLARIFICATION ANNOUNCEMENT**

Reference is made to the composite offer and response document (the “**Composite Document**”) jointly issued by Winto Group (Holdings) Limited (the “**Company**”) and Noble Gate International Limited (the “**Offeror**”) dated 23 January 2018. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

The Offeror has noted the following clerical errors in the Composite Document, and would like to make the following clarifications (the relevant parts are bold and underlined for reference):

- (i) the first paragraph under the section headed “3. Shareholdings and Disclosure of Interests” in “Appendix V — General Information of the Offeror” on page V-2 of the Composite Document should read “The Offeror is a company incorporated in the BVI with limited liability and is wholly owned by Mr. Tang, the sole director of the Offeror. As at the Latest Practicable Date, Mr. Tang, the Offeror and parties acting in concert with any of them are interested in **5,123,392,000** Shares, representing **approximately 59.29%** of the entire share capital of the Company. Save as disclosed above, the Offeror confirms that, as at the Latest Practicable Date:”; and

- (ii) the table under the section headed “7. Market Prices” in “Appendix V — General Information of the Offeror” on page V-5 of the Composite Document should read as follows:

<b>Date</b>	<b>Closing price per Share (HK\$)</b>
31 May 2017	0.055
30 June 2017	0.056
31 July 2017	0.051
31 August 2017	0.053
<u>29</u> September 2017	0.050
31 October 2017	0.044
16 November 2017 (being the Last Trading Date)	0.047
30 November 2017	0.056
29 December 2017	<u><b>0.058</b></u>
19 January 2018 (being the Latest Practicable Date)	0.057

Save as stated above, all information set out in the Composite Document remains unchanged.

By order of the board of directors of  
**Noble Gate International Limited**  
**Tang Yau Sing**  
*Director*

By order of the board of directors of  
**Winto Group (Holdings) Limited**  
**Mak Wai Kit**  
*Executive Director*

Hong Kong, 29 January 2018

*As at the date of this joint announcement, the Board comprises three executive Directors, namely, Mr. Mak Wai Kit, Ms. Law Shiu Wai and Mr. Tang Yau Sing; one non-executive Director, namely Mr. Liu Kwong Chi Nelson and six independent non-executive Directors, namely, 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.*

*The Directors jointly and severally accept full responsibility for 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 that expressed by the Offeror and parties acting in concert with it) 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 statement in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Tang Yau Sing.*

*The sole director of the Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Group and their respective associates and parties acting in concert with any of them) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group and their respective associates and parties acting in concert with any of them) 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 statement in this joint announcement misleading.*

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