

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5
FORMS RELATING TO LISTING
FORM F
GEM
COMPANY INFORMATION SHEET

Case Number: N/A

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Company name: Winto Group (Holdings) Limited 惠陶集團(控股)有限公司

Stock code (ordinary shares): 8238

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 15 March 2018.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 16 February 2015

Name of Sponsor(s): VC Capital Limited and Ample Capital Limited

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent

Non-Executive)

Executive directors:
TANG Yau Sing

Independent non-executive directors:
WEN Kai
TSANG Zee Ho Paul
TSE Chi Wai

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of shares of HK\$0.001 each in the share capital of the Company ("Shares")	Percentage of shareholding interests
	Shareholder Value Fund (<i>Note 1</i>)	2,568,816,000	29.73%
	CM Asset Management (HK) Company Limited (<i>Note 1</i>)	2,568,816,000	29.73%
	Maxace Holdings Limited (<i>Note 2</i>)	360,000,000	4.17%
	Noble Gate International Limited (<i>Note 2</i>)	4,338,886,000	50.79%

Note:

1. *CM Asset Management (HK) Company Limited is General Partner (fund manager) of Shareholder Value Fund. Shareholder Value Fund is deemed to be interested in the Shares held by CM Asset Management (HK) Company Limited.*
2. *Mr. Tang Yau Sing ("Mr. Tang") is the ultimate beneficial owner of these shares, of which 360,000,000 shares and 4,338,886,000 share are directly held by Maxace Holdings Limited (the "Maxace") and Noble Gate International Limited (the "Noble Gate") respectively. The entire issued share capital of Maxace and Noble Gate are wholly owned by Mr. Tang.*

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 December

Registered address: Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands

Head office and principal place of business: Room 1001, 10th Floor, Grandmark, No. 10 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong

Web-site address (if applicable): www.wintogroup.hk

Share registrar: **Principal share registrar and transfer office:**
Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111, Cayman Islands

Hong Kong branch share registrar and transfer office:
Tricor Investor Services Limited
Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong

Auditors: Deloitte Touche Tohmatsu
35/F., One Pacific Place
88 Queensway
Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries are principally engaged in (i) the sales and free distribution of Chinese-language lifestyle magazines in Hong Kong, the sales of advertising spaces in the aforesaid magazines; (ii) provision of outdoor advertising services; and (iii) mobile phone apps development, provision of apps solutions and provision of online marketing planning and production.

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C. Ordinary shares

Number of ordinary shares in issue: 8,640,000,000

Par value of ordinary shares in issue: HK\$0.001

Board lot size (in number of shares): 8,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

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Signed:

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TANG Yau Sing

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WEN Kai

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TSANG Zee Ho Paul

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TSE Chi Wai

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NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*