

*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)**

### **APPOINTMENT OF PLACING AGENT**

Reference is made to (i) the joint announcement dated 13 February 2018 (the “**Joint Announcement**”) issued by Winto Group (Holdings) Limited (the “**Company**”) and Noble Gate International Limited (“**Noble Gate**”) in relation to, amongst others, the close of mandatory unconditional cash offer made by GF Securities (Hong Kong); and (ii) the announcement dated 9 March 2018 (the “**Announcement**”) in relation to the grant of waiver from strict compliance with the minimum public float requirement from the Stock Exchange. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as set out in the Joint Announcement and the Announcement (collectively the “**Announcements**”).

As set out in the Announcements, immediately after the close of the Offer, the Company could not satisfy with the minimum public float requirement as set out in Rule 11.23(7) of the GEM Listing Rules. In this connection, the Company had applied to the Stock Exchange for a waiver which was then granted to the Company on 13 February 2018.

The Company was informed by Noble Gate that on 13 April 2018 (after trading hours), Noble Gate had entered into a placing agreement with China Industrial Securities International Capital Limited (the “**Placing Agent**”) to procure the Placing of an aggregate of not less than 864,000,000 Shares (the “**Placing Shares**”) at a placing price of HK\$0.065 per share on a best effort basis to not less than six places (the “**Places**”) who will be third parties independent of and not connected with the Company and its connected person (as defined in the GEM Listing Rules) on or before 11 May 2018, representing 10% of the entire issued Shares of the Company (the “**Placing Down**”).

### **RESTORATION OF PUBLIC FLOAT**

If the Placing Down is successfully completed, immediately after the completion of the Placing Down, Noble Gate would be interested in 3,524,886,000 Shares, representing approximately 40.80% of the entire issued Shares of the Company, whereas 2,186,298,000 Shares, representing approximately 25% of the entire issued Shares of the Company would be held by public. Accordingly, public float of the Company would be restored and the Company is in compliance with Rule 11.23(7) of the GEM Listing Rules.

The following is a summary of the shareholding structure of the Company (i) immediately upon close of the Offer but prior to the completion of the Placing Down; and (ii) immediately after the completion of the Placing Down:

	Immediately upon close of the Offer but prior to the completion of the Placing Down		Immediately after the completion of the Placing Down	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
<b>The Offeror and parties acting in concert with it</b>				
Noble Gate	4,388,886,000	50.80	3,524,886,000	40.80
Maxace Holdings Limited (Note)	360,000,000	4.17	360,000,000	4.17
Shareholder Value Fund	2,568,816,000	29.73	2,568,816,000	29.73
<b>Placees</b>	-	-	864,000,000	10.00
<b>Other public Shareholders</b>	<u>1,322,298,000</u>	<u>15.30</u>	<u>1,322,298,000</u>	<u>15.30</u>
<b>Total</b>	<u>8,640,000,000</u>	<u>100.00</u>	<u>8,640,000,000</u>	<u>100.00</u>

Note:

The 360,000,000 Shares are held by Mr. Tang Yau Sing (“**Mr. Tang**”) through Maxace Holdings Limited which is wholly owned by Mr. Tang as at the date of this announcement.

By Order of the Board  
**Winto Group (Holdings) Limited**  
**Tang Yau Sing**  
*Executive Director*

Hong Kong, 13 April 2018

*As at the date of this announcement, the Board comprises Mr. Tang Yau Sing as an executive director; and Mr. Wen Kai, Mr. Tsang Zee Ho Paul and Mr. Tse Chi Wai 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>.*