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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 PLACING AGENT

Reference is made to the announcement dated 14 June 2018 issued by the Company in relation to, among other things, the extension of waiver from strict compliance with the Rule 11.23(7) of the GEM Listing Rules (the “**Announcement**”), and the announcement dated 14 June 2018 issued by the Company in relation to the disposal of Shares by the majority shareholder (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in Announcements.

As mentioned in the Announcement, 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 an extension of the Waiver for one month from 13 June 2018 to 12 July 2018 which was then granted to the Company on 14 June 2018.

The Company was informed by Noble Gate International Limited (“**Noble Gate**”) that on 20 June 2018 (after trading hours), Noble Gate had entered into a placing agreement with Upbest Securities Company Limited (the “**Placing Agent**”) to procure the placing of an aggregate of not less than 400,000,000 Shares (the “**Placing Shares**”) at a placing price of HK\$0.056 per share on a best effort basis to not less than six placees (the “**Placees**”) who will be independent third parties on or before 20 July 2018, representing approximately 4.63% 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 3,893,254,000 Shares, representing approximately 45.06% of the entire issued Shares of the Company, whereas 2,215,090,000 Shares, representing approximately 25.64% of the entire issued Shares of the Company, would be held by the public. Accordingly, public float of the Company would be restored and the Company would comply with Rule 11.23(7) of the GEM Listing Rules.

The following table is a summary of the shareholding structure of the Company (i) immediately upon the completion (the “**Completion of Disposal**”) of the disposal of the entire interest in Maxace Holdings Limited to Ms. Chow Yau Lan by Mr. Tang Yau Sing, the majority shareholder and Executive Director of the Company, but prior to the completion of the Placing Down; and (ii) immediately after the completion of the Placing Down:

	Immediately upon the Completion of Disposal 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>
The Offeror and parties in concert with it				
Noble Gate	4,293,254,000	49.69	3,893,254,000	45.06
Shareholder Value Fund	2,531,656,000	29.30	2,531,656,000	29.30
Placees	-	-	400,000,000	4.63
Other public shareholders	<u>1,815,090,000</u>	<u>21.01</u>	<u>1,815,090,000</u>	<u>21.01</u>
Total	<u>8,640,000,000</u>	<u>100.00</u>	<u>8,640,000,000</u>	<u>100.00</u>

Further announcement(s) will be made by the Company regarding the restoration of public float as and when appropriate pursuant to the GEM Listing Rules.

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

Hong Kong, 22 June 2018

As at the date of this announcement, the Board comprises Mr. Tang Yau Sing as 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 of Hong Kong Limited 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>.