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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)

References are made to (i) the announcement dated 13 February 2018 jointly issued by Winto Group (Holdings) Limited (the “**Company**”) and Noble Gate International Limited (“**Noble Gate**”) in relation to, among other things, the close of the Offer, the results of the Offer and the public float of the Company; (ii) the announcement issued by the Company dated 9 March 2018 in relation to the waiver granted by the Stock Exchange to the Company from strict compliance with Rule 11.23(7) of the GEM Listing Rules for the period from 13 February 2018 up to and including 12 May 2018; (iii) the announcement issued by the Company dated 11 May 2018 in relation to the status of the public float and the application to the Stock Exchange for the extension of the Waiver for the period from 13 May 2018 up to and including 12 June 2018; (iv) the announcement issued by the Company dated 31 May 2018 in relation to the clarification of the status of the public float; (v) the announcement issued by the Company dated 14 June 2018 in relation to the disposal of Shares by the majority shareholder of the Company (the “**Disposal Announcement**”); (vi) the announcement issued by the Company dated 14 June 2018 in relation to the status of the public float and the application to the Stock Exchange for the further extension of the Waiver for the period from 13 June 2018 up to and including 12 July 2018 (the “**Further Extension Announcement**”); and (vii) the announcements issued by the Company dated 22 June 2018 and 10 July 2018 respectively in relation to the appointment by Noble Gate of Upbest Securities Company Limited as the new placing agent (the “**Placing Agent**”) for the placing of not less than 400,000,000 existing Shares of the Company and amendment to the placing price (collectively, the “**Announcements**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

RESTORATION OF PUBLIC FLOAT

As mentioned in the Further Extension Announcement, during the period from 11 May 2018 to 14 June 2018, Noble Gate has already sold 95,632,000 Shares over the market to the public, representing approximately 1.11% of the entire issued share capital of the Company as at the date of this announcement.

As mentioned in the Disposal Announcement, the Company was informed by Mr. Tang Yau Sing (“**Mr. Tang**”), the majority shareholder and Executive Director of the Company, that on 14 June 2018 Mr. Tang entered into a sale and purchase agreement with Ms. Chow Yau Lan, an independent third party, pursuant to which Mr. Tang agreed to sell the entire interest in Maxace Holdings Limited, which then owned 360,000,000 Shares in the Company, representing approximately 4.17% of the entire issued share capital of the Company as at the date of this announcement. The Company was further informed by Mr. Tang that the Completion of Disposal took place on 12 July 2018.

The Company was informed by Noble Gate that through the Placing Agent, on 12 July 2018, Noble Gate has completed the placing of 400,000,000 existing Shares held by it, representing approximately 4.63% of the entire issued share capital of the Company as at the date of this announcement, to not less than six placees (the “**Placees**”) at the price of HK\$0.04 per Share (the “**Placing Down**”).

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Placees and their respective ultimate beneficial owner(s) are third parties independent of, and not connected with, the Company or its connected persons (as defined under the GEM Listing Rules).

Immediately after the Completion of Disposal and the completion of the Placing Down, a total of 2,177,930,000 Shares, representing 25.21% of the entire issued share capital of the Company as at the date of this announcement, are in the hands of the public. Accordingly, the minimum public float of 25% of the entire issued share capital of the Company as required under Rule 11.23(7) of the GEM Listing Rules has been restored.

SHAREHOLDING STRUCTURE

The following table is a summary of the shareholding structure of the Company (i) immediately upon the Completion of Disposal 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	2,568,816,000	29.73	2,568,816,000	29.73
Sub-total	6,862,070,000	79.42	6,462,070,000	74.79
Public shareholders				
Placees	–	–	400,000,000	4.63
Other public shareholders	1,777,930,000	20.58	1,777,930,000	20.58
Sub-total	1,777,930,000	20.58	2,177,930,000	25.21
Total	8,640,000,000	100.00	8,640,000,000	100.00

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

Hong Kong, 12 July 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>.