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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)

THIRD SUPPLEMENTAL AGREEMENT FOR THE MAJOR TRANSACTION

Reference is made to (i) the announcement of the Company dated 11 October 2018 relating to the entering into of the memorandum of understanding for the possible acquisition of 51% of the issued share capital of a special purpose vehicle, which shall in turn hold the entire equity interest in 眾體時代(北京) 科技有限公司 (Zhongti Times (Beijing) Technology Co., Ltd*) (the “**Target Company**”) upon completion of the Restructuring; (ii) the announcement of the Company dated 4 December 2018 relating to the entering into of the Agreement and the Acquisition; (iii) the announcement of the Company dated 6 December 2018 relating to the entering into of the Supplemental Agreement; and (iv) the announcement of the Company dated 27 December 2018 relating to the entering into of the Second Supplemental Agreement (the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

AMENDMENTS TO THE AGREEMENT, THE SUPPLEMENTAL AGREEMENT AND THE SECOND SUPPLEMENTAL AGREEMENT

The Board announces that on 7 January 2019 (after trading hours), the Company, the Vendor, the Vendor Shareholders, Forever Innovation, Rico Best and the Target Company, entered into a third supplemental agreement (the “**Third Supplemental Agreement**”).

Adjustment to apportionment of the Consideration Shares and the Convertible Note

As previously disclosed in the announcement of the Company dated 27 December 2018, pursuant to the Second Supplemental Agreement, the parties agreed that, subject to obtaining the necessary approval by the Shareholders of the Company at an EGM and the approval from the Listing Committee of the Stock Exchange, after completion of the Acquisition, the Company shall procure (i) the issue of Convertible Note in the principal

amount of HK\$60 million, to the Vendor (or its designated entity), with conversion right to convert into up to 1,000,000,000 Conversion Shares at Conversion Price of HK\$0.06 per Conversion Share and (ii) the issue and allotment of 1,060,000,000 Consideration Shares at the Issue Price of HK\$0.06 per Consideration Share to the Vendor (or its designated entity) (in the amount equivalent to HK\$63.6 million), each within 10 business days upon obtaining such approvals. As a result of the issue of the Consideration Shares and the Convertible Note, the aggregate amount of HK\$123.6 million shall be offset against the then outstanding principal amount of the Promissory Note.

The composition of the Consideration Shares and the Convertible Note, both of which constitute part of the Consideration for the Acquisition, shall be amended and replaced in its entirety and be apportioned as follows:

Pursuant to the Third Supplemental Agreement, the parties agreed that, subject to obtaining the necessary approval by the Shareholders of the Company at an EGM and the approval from the Listing Committee of the Stock Exchange, after completion of the Acquisition, the Company shall procure (i) the issue of Convertible Note in the principal amount of HK\$66.6 million, to the Vendor (or its designated entity), with conversion right to convert into up to 1,110,000,000 Conversion Shares at Conversion Price of HK\$0.06 per Conversion Share and (ii) the issue and allotment of 950,000,000 Consideration Shares at the Issue Price of HK\$0.06 per Consideration Share to the Vendor (or its designated entity) (in the amount equivalent to HK\$57 million), each within 10 business days upon obtaining such approvals. As a result of the issue of the Consideration Shares and the Convertible Note, the aggregate amount of HK\$123.6 million shall be offset against the then outstanding principal amount of the Promissory Note.

In the event of any ambiguity or conflict arising between the terms of the Third Supplemental Agreement and those of the Supplemental Agreement and the Second Supplemental Agreement, the terms of the Third Supplemental Agreement shall prevail.

Save as disclosed above, all other terms of the Agreement, the Supplemental Agreement and the Second Supplemental Agreement as disclosed in the previous announcements of the Company shall remain unchanged.

NAME OF THE TARGET COMPANY

The name of the Target Company, as defined in the Announcements, together with the English name of the Target Company, is 眾體時代 (北京) 科技有限公司 (Zhongti Times (Beijing) Technology Co., Ltd*).

Completion is subject to the fulfilment of the conditions precedent set out in the Agreement and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 7 January 2019

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 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>.

* *English name for identification purpose only.*