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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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



THE PLACING

On 13 March 2023 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company proposes to offer for subscription and the Placing Agent has agreed, as agent of the Company, to procure not less than six Places on a best effort basis to subscribe for up to 103,680,000 Placing Shares at a price of not less than HK\$0.14 per Placing Share during the Placing Period.

Up to 103,680,000 Placing Shares under the Placing represent (i) approximately 20.00% of the existing issued Shares as at the date of this announcement; and (ii) approximately 16.67% of the total number of issued Shares as enlarged by the Placing, assuming no further change in the issued Shares prior to the Completion. The aggregate nominal value of the Placing Shares under the Placing will be HK\$2,073,600. The Placing Price of HK\$0.14 represents (i) a discount of approximately 15.15% to the closing price of HK\$0.165 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 17.94% to the average closing price of HK\$0.1706 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Shares will be allotted and issued pursuant to the General Mandate. Application will be made by the Company to the GEM Listing Committee for the granting of the listing of, and permission to deal in, the Placing Shares.

The maximum gross proceeds from the Placing will be approximately HK\$14.5 million. The maximum net proceeds from the Placing (after deducting the commission payable to the Placing Agent, professional fees and other related costs and expenses incurred in the Placing) will be approximately HK\$14.2 million which will be used for expenditure for current business development.

Completion is conditional upon the satisfaction or fulfilment of the Conditions precedent in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

THE PLACING

On 13 March 2023 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company proposes to offer for subscription and the Placing Agent has agreed, as agent of the Company, to procure not less than six Placées on a best effort basis to subscribe for up to 103,680,000 Placing Shares at a price of HK\$0.14 per Placing Share during the Placing Period.

Date: 13 March 2023 (after trading hours)

Parties: (i) the Company, as issuer; and
(ii) Silverbricks Securities Company Limited, as the Placing Agent.

(each a “Party”, and collectively, the “Parties”)

In consideration of the services of the Placing Agent in relation to the Placing, at Completion, the Company shall pay to the Placing Agent a placing commission equivalent to 2.5% of the amount equivalent to the Placing Price multiplied by the number of Placing Shares placed in the Placing. The placing commission in respect of the Placing was negotiated on arm’s length basis between the Company and the Placing Agent under normal commercial terms and was determined with reference to, among other things, the prevailing commission rate charged by other placing agents and the price performance of the Shares. The Directors are of the view that the placing commission of 2.5% is fair and reasonable.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Placees

The Placing Shares will be placed to not less than six Placees. The Placee(s) shall be any professional, institutional or other investor procured by or on behalf of the Placing Agent who and whose ultimate beneficial owner(s) are Independent Third Parties.

Number of Placing Shares

Up to 103,680,000 Placing Shares under the Placing represent (i) approximately 20.00% of the existing issued Shares as at the date of this announcement; and (ii) approximately 16.67% of the total number of issued Shares as enlarged by the Placing, assuming no further change in the issued Shares prior to the Completion. The aggregate nominal value of the Placing Shares under the Placing will be HK\$2,073,600.

Issuance of Placing Shares

The Company shall issue and allot the Placing Shares by utilising the General Mandate free and clear from all liens, charges, encumbrances, claims, options and third party rights and with all rights attaching thereto as at the Completion Date, including the right to receive all future dividends and other distributions thereafter declared, made or paid on the Shares. The Placing Shares, when issued and fully paid, will rank pari passu in all respects with the existing Shares in issue as at the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK\$0.14 represents (i) a discount of approximately 15.15% to the closing price of HK\$0.165 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 17.94% to the average closing price of HK\$0.1706 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement. The net placing price under the Placing is approximately HK\$0.138 per Placing Share. The Directors consider that the Placing Price, which was agreed after arm's length negotiations between the Company and the Placing Agent with reference to current market price and the recent trading performance of the Shares, is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Conditions of the Placing

The Placing is conditional upon the following conditions (the “**Conditions**”) being fulfilled on or before the Long Stop Date:

- (i) the Stock Exchange having granted the listing of, and permission to deal in, the Placing Shares;

- (ii) the issued Shares remain listed on the GEM; and
- (iii) the Placing Agreement not having been terminated in accordance with its terms.

None of the Conditions can be waived. The Company shall use its best endeavours to procure the fulfillment of the Conditions as soon as practicable after the execution of the Placing Agreement and in any event, on or before the Long Stop Date. In case any of the Conditions is not, or cannot be, fulfilled or satisfied on or before the Long Stop Date (or such later date as the Parties may agree in writing), the Placing Agreement shall terminate and all rights, obligations and liabilities of the respective Parties shall cease and determine forthwith and the Placing Agent shall be released and discharged from the Placing Agreement and no Party shall have any claim against the other Party for or in relation to the Placing save for any antecedent breach of and/or any rights or obligations which may have accrued under the Placing Agreement prior to such termination.

General Mandate

The Placing Shares will be allotted and issued pursuant to the General Mandate. The maximum number of Shares that can be issued under the General Mandate is 103,680,000 Shares. As at the date of this announcement, no new Shares have been issued under the General Mandate since its grant. The General Mandate is sufficient for the allotment and issue of all the Placing Shares. As such, the issue of the Placing Shares is not subject to Shareholders' approval. The General Mandate will be utilised as to approximately 100% upon the allotment and issue of all the Placing Shares.

Application for listing

Application will be made by the Company to the GEM Listing Committee for the granting of the listing of, and permission to deal in, the Placing Shares.

Completion of the Placing

Subject to the fulfilment of the Conditions, Completion of the Placing Agreement shall take place on the Completion Date.

Termination

The Placing Agent shall be entitled by notice in writing to the Company given prior to 8:00 a.m. on the Completion Date to terminate the Placing Agreement if any Specified Event comes to the notice of the Placing Agent.

If notice is given pursuant to the above paragraph, the Placing Agreement shall terminate and shall have no further effect and neither Party shall be under any liability to the other Party in respect of the Placing Agreement save for any rights or obligations which may have accrued under the Placing Agreement prior to such termination.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in (i) sales and distribution of publications, and the sales of print and online advertising spaces and provision of advertising design and related production services, (ii) sales of billboard advertising spaces and provision of advertisement sourcing agency services, and (iii) promotion of products and services by organizing exhibitions and shows.

The maximum gross proceeds from the Placing will be approximately HK\$14.5 million. The maximum net proceeds from the Placing (after deducting the commission payable to the Placing Agent, professional fees and other related costs and expenses incurred in the Placing) will be approximately HK\$14.2 million which will be used for expenditure for current business development.

The Directors are of the view that (i) the Placing Agreement is entered into upon normal commercial terms following arm's length negotiations between the Company and the Placing Agent; (ii) net proceeds of the Placing can strengthen the financial position of the Group and provide additional working capital to the Group; and (iii) the Placing also represents good opportunities to broaden the shareholder base and the capital base of the Company. Accordingly, they consider that the Placing is in the interests of the Company and the Shareholders as a whole.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company immediately upon Completion are set out below for illustration purposes:

Shareholders	As at the date of this announcement		Immediately upon Completion (assuming the Placing Shares are fully placed)	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Source Creation International Limited (<i>note</i>)	320,023,300	61.73%	320,023,300	51.44%
Public shareholders				
Places	–	–	103,680,000	16.67%
Other Public Shareholders	<u>198,376,700</u>	<u>38.27%</u>	<u>198,376,700</u>	<u>31.89%</u>
Total	<u>518,400,000</u>	<u>100.00</u>	<u>622,080,000</u>	<u>100.00</u>

Note:

Source Creation International Limited is incorporated in the British Virgin Islands with limited liabilities and wholly owned by Mr. Lui Man Wah (“Mr. Lui”). Mr. Lui is a non-executive director and the ultimate controlling party of the Company.

Completion is conditional upon the satisfaction or fulfilment of the Conditions in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

“Board”	the board of Directors
“Business Day”	any day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“Company”	Winto Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Completion”	the completion of the Placing
“Completion Date”	the third Business Day of the Long Stop Date (or such other date as may be agreed between the Parties)
“connected person(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Committee”	has same meaning ascribed thereto under the GEM Listing Rules

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 25 May 2022 (“AGM”) to allot and issue up to 20% of the total number of the issued Shares at the date of AGM, i.e. a total of 86,400,000 Shares. No new Shares have been issued or allotted under the General Mandate since its grant
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person or company who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries are third parties independent of and not connected with the Company and its connected persons
“Long Stop Date”	the date on which all Conditions shall be satisfied or fulfilled on or before 31 March 2023 or such later date as the Parties may agree in writing
“Placee(s)”	any professional, institutional or other investor independent of and not connected with the Company, the connected persons of the Company and their respective associates procured by or on behalf of the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement
“Placing”	the placing of the Placing Shares by the Placing Agent on the terms and subject to the conditions of the Placing Agreement
“Placing Agent”	Silverbricks Securities Company Limited, a licensed corporation to carry on business in regulated activities under the Securities and Future Ordinance (Cap.571 of the Laws of Hong Kong)

“Placing Agreement”	a conditional placing agreement dated 13 March 2023 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Period”	the period commencing forthwith upon the execution of the Placing Agreement and expiring on 31 March 2023 (both days inclusive) or such later date as the Parties may agree in writing
“Placing Price”	not less than HK\$0.14 per Placing Share
“Placing Shares”	up to 103,680,000 new Shares to be placed pursuant to the Placing Agreement
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Specified Event”	an event occurring or matter arising on or after the date of the Placing Agreement and prior to the Completion Date which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of the undertakings, warranties and representations of each of the Parties contained in the Placing Agreement untrue or incorrect and such would have an adverse impact or effect on the Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board
Winto Group (Holdings) Limited
Hung Yuen Kin
Executive Director

Hong Kong, 13 March 2023

As at the date of this announcement, the Board comprises Mr. Hung Yuen Kin as executive Director, Mr. Lui Man Wah as non-executive Director and Ms. Wong Chi Ling, Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung as independent non-executive Directors.

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>.