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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by WINTO GROUP (HOLDINGS) LIMITED (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”) in relation to the proposed amendments to the memorandum and articles of association of Company (the “**Memorandum and Articles of Association**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, the listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for the issuers. As such, the board of directors of the Company (the “**Board**”) proposes to make certain amendments to the Memorandum and Articles of Association for the purpose of, among others, (i) bringing the Memorandum and Articles of Association in line with the amendments made to the GEM Listing Rules and the applicable law and procedures of the Cayman Islands; (ii) allowing general meetings to be held as an electronic meeting or as a hybrid meeting; and (iii) making other consequential and housekeeping amendments to the Memorandum and Articles of Association (the “**Proposed Amendments**”). The Board also proposes to adopt the amended and restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

At the upcoming annual general meeting of the Company (the “**AGM**”) to be held on 29 June 2023, a special resolution will be proposed for the shareholders of the Company (the “**Shareholders**”) to consider and, if thought fit, approve the proposed adoption of a new set of amended and restated Memorandum and Articles of Association incorporating the Proposed Amendments in substitution for and to the exclusion of the existing Memorandum and Articles of Association.

A circular containing, amongst other things, further information regarding the Proposed Amendments, the proposed adoption of the new amended and restated Memorandum and Articles of Association, together with the notice of the AGM will be despatched to the Shareholders as soon as possible.

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

Hong Kong, 27 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>.