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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)

UPDATES IN RELATION TO THE DISCLAIMER OF OPINION SET OUT IN THE ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2024

The board (the “**Board**”) of directors (the “**Directors**”) of Winto Group (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) would like to provide updates in relation to the disclaimer of opinion relating to going concern (the “**2024 Disclaimer Opinion**”) on the Group’s consolidated financial statements for the year ended 31 December 2024 as set out in its annual report for the year ended 31 December 2024 (the “**2024 Annual Report**”). Unless otherwise specified, capitalised terms used herein shall have the same meaning as defined in the 2024 Annual Report.

As set out in the 2024 Annual Report, the Company has disclosed its plans and measures to resolve the going concern issue, including but not limited to (1) negotiating with its contracting party (the “**Prime Contractor**”) for a favorable term in settling the Group’s obligations of approximately HK\$37,489,000 arising from the early termination of a subcontracting agreement (“**Subcontracting Agreement**”); (2) negotiating with its lenders in seeking for the extension of repayments of its borrowings, including principals and interests; and (3) negotiating with external parties to obtain new sources of funding to finance the Group’s working capital and improve the liquidity position.

During the period from 1 May 2025, being the publication date of the 2024 Annual Report, up to the date of this announcement, the following steps and measures have been implemented by the Company to alleviate the liquidity pressure and address the 2024 Disclaimer Opinion:

- (i) The Group has been in discussions with the Prime Contractor, and the Prime Contractor has verbally indicated they have no intention to request settlement from the Group. However, the Prime Contractor is still conducting internal deliberations on whether it is feasible to formally confirm a waiver of the obligation in writing. As of the date of this announcement, no repayment request has been received from the Prime Contractor, and accordingly, the Group has not made any settlement of the obligation.

- (ii) The Group has been proactively negotiating with its lenders on the renewal of or extension for repayment of outstanding borrowings, as at the date of this announcement, based on the negotiations with the Group's existing lenders, the Company understands that the existing lenders do not have intention to demand immediate repayment.
- (iii) The Company has been paying attention to identify potential fundraising opportunities and consider various equity and/or debt fundraising exercises.
- (iv) The Company has been making continued efforts to take appropriate measures to control its costs, including maintain an appropriate level of headcounts and reducing certain administrative costs.

The Board will continue to use its best endeavours to implement the measures to resolve the issues underlying the 2024 Disclaimer Opinion and will publish further announcement(s) when appropriate.

By Order of the Board
Winto Group (Holdings) Limited
Lui Man Wah
Executive Director

Hong Kong, 4 July 2025

As at the date of this announcement, the Board comprises Mr. Lui Man Wah and Mr. Hung Yuen Kin as executive Directors, Ms. Wong Chi Ling and Mr. Lee Kwok Lun 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 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 Stock Exchange website at <http://www.hkexnews.hk> 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>.