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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)

RESULTS OF THE VALID ACCEPTANCES OF THE RIGHTS SHARES AND NUMBER OF UNSUBSCRIBED RIGHTS SHARES AND ES UNSOLD RIGHTS SHARES SUBJECT TO THE COMPENSATORY ARRANGEMENTS PURSUANT TO THE RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY ONE (1) SHARE AT HK\$0.2 PER RIGHTS SHARE

Reference is made to the prospectus of Winto Group (Holdings) Limited (the “**Company**”) dated 29 January 2026 (the “**Prospectus**”) in relation to the Rights Issue of the Company on the basis of three (3) Rights Shares for every one (1) Share held at the close of business on the Record Date at the Subscription Price of HK\$0.2 per Rights Share. Unless the context otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Prospectus.

RESULTS OF THE VALID ACCEPTANCES OF THE RIGHTS SHARES

As at the Record Date, there were 261,273,600 Rights Shares offered under the Rights Issue (“**Offered Shares**”). The Board announces that as at 4:00 p.m. on Thursday, 12 February 2026, being the latest time for acceptance of the Rights Shares, a total of 6 valid acceptances for a total of 48,969,388 Rights Shares had been received, representing approximately 18.74% of the total number of the Offered Shares. Accordingly, the Rights Issue was undersubscribed by 212,304,212 Rights Shares, representing approximately 81.26% of the total number of the Offered Shares, which will be subject to the Compensatory Arrangements.

THE COMPENSATORY ARRANGEMENTS

The Company will make arrangements described in Rule 10.31(1)(b) of the GEM Listing Rule to dispose of 212,304,212 Unsubscribed Rights Shares and ES Unsold Rights Shares by offering the Unsubscribed Rights Shares and ES Unsold Rights Shares to independent Places for the benefit of Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue. On 6 November

2025, the Company entered into the Placing Agreement with the Placing Agent in relation to the placing of Unsubscribed Rights Shares and ES Unsold Rights Shares to independent Placees on a best effort basis.

Pursuant to the Placing Agreement, the Company appointed the Placing Agent to place the Placing Shares to independent Placees on a best effort basis, any premium over the Subscription Price and the expenses of procuring such acquirers (including commission and other related expenses/fees) for those Rights Shares that is realised will be paid to the No Action Shareholders and Excluded Shareholders on a pro-rata basis. The Placing Agent will on a best effort basis, procure, by not later than 6:00 p.m., on Friday, 6 March 2026, Placees to subscribe for all (or as many as possible) of those Unsubscribed Rights Shares and ES Unsold Rights Shares. Any Unsubscribed Rights Shares and ES Unsold Rights Shares remain not placed after completion of the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) on pro-rata basis (on the basis of all Placing Shares) to the No Action Shareholders and the Excluded Shareholders (but rounded down to the nearest cent) as set out below:

- (i) where the nil-paid rights are, at the time they lapse, represented by a PAL, to the person whose name and address appeared on the PAL (unless that person is covered by (iii) below);
- (ii) where the nil-paid rights are, at the time they lapse, registered in the name of HKSCC Nominees Limited, to the beneficial holders (via their respective CCASS participants) as the holders of those nil-paid rights in CCASS (unless that they are covered by (iii) below); and
- (iii) where the Rights Issue is extended to the Overseas Shareholders and whose entitlements to the Rights Shares were not taken up, to such Overseas Shareholders.

It is proposed that Net Gain of HK\$100 or more to the individual No Action Shareholder mentioned in (i) to (iii) above will be paid to them in Hong Kong Dollars only and the Company will retain individual amount of less than HK\$100 for its own benefit.

An announcement of the results of the Rights Issue (including results of the placing of the Placing Shares and the amount of the Net Gain per Placing Share under the Unsubscribed Arrangements) is expected to be published on the websites of the Stock Exchange and the Company on Friday, 13 March 2026.

WARNINGS OF THE RISKS OF DEALING IN THE SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is subject to fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Any dealing in the Shares up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholder dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders or other persons contemplating any dealing in the Shares and/or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares.

By order of the Board
Winto Group (Holdings) Limited
Lao Lai
Executive Director

Hong Kong, 13 February 2026

As at the date of this announcement, the Board comprises Ms. Lao Lai, Mr. Lei Kam Chao and Mr. Chen Yiliang as executive Directors and Ms. Wong Chi Ling, Mr. Lee Kwok Lun and Mr. Ma King Fai, Lucas as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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 Listed Company Information” page of the website of the Stock Exchange at www.hkex.com.hk for seven days from the date of its posting and on the website of the Company at www.wintogroup.hk.