

# WINTO GROUP (HOLDINGS) LIMITED

## 惠陶集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 8238



# 2022

第三季度報告  
THIRD QUARTERLY REPORT

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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**GEM的地位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。**

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# FINANCIAL RESULTS

## 財務業績

The board of directors (the “Board”) of Winto Group (Holdings) Limited (the “Company”) is pleased to announce the unaudited condensed consolidated financial results of the Company and its subsidiaries (the “Group”) for the nine months ended 30 September 2022 together with the comparative unaudited figures for the corresponding period in 2021 as follows:

惠陶集團(控股)有限公司(「本公司»)董事會(「董事會»)欣然公佈本公司及其附屬公司(「本集團»)截至2022年9月30日止九個月的未經審核簡明綜合財務業績連同2021年同期的未經審核比較數字如下：

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

### 未經審核簡明綜合損益及其他全面收益表

For the three and nine months ended 30 September 2022

截至2022年9月30日止三個月及九個月

		Note 附註	Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
			2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Revenue</b>	<b>收益</b>	3	<b>12,333</b>	18,690	<b>31,737</b>	43,650
Cost of sales	銷售成本		<b>(2,333)</b>	(6,424)	<b>(8,674)</b>	(16,621)
<b>Gross profit</b>	<b>毛利</b>		<b>10,000</b>	12,266	<b>23,063</b>	27,029
Other income	其他收入		<b>63</b>	60	<b>212</b>	181
Other gains or (losses)	其他收益或(虧損)		-	742	-	742
Operating expenses	經營開支		<b>(2,713)</b>	(2,877)	<b>(9,340)</b>	(8,569)
Finance costs	融資成本		<b>(549)</b>	(887)	<b>(1,719)</b>	(2,579)

# FINANCIAL RESULTS

## 財務業績

		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)
	Note 附註				
<b>Profit before taxation</b>	除稅前溢利	<b>6,801</b>	9,304	<b>12,216</b>	16,804
Income tax expenses	所得稅開支	-	-	-	-
	4				
<b>Profit and total comprehensive income for the period</b>	期內溢利及全面收益總額	<b>6,801</b>	9,304	<b>12,216</b>	16,804
<b>Profit/(Loss) for the period attributable to:</b>	應佔期內溢利／(虧損)：				
Owners of the Company	本公司擁有人	<b>6,863</b>	9,315	<b>12,476</b>	16,584
Non-controlling interests	非控股權益	<b>(62)</b>	(11)	<b>(260)</b>	220
		<b>6,801</b>	9,304	<b>12,216</b>	16,804
Earnings per share	每股盈利				
Basic and diluted	基本及攤薄(港仙)	<b>1.19</b>	2.16	<b>2.50</b>	3.84
	6				

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 未經審核簡明綜合權益變動表

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

		Share capital	Share premium	Statutory reserve	Capital reserve	Accumulated losses	Sub-total	Non-controlling interests	Total equity
		股本	股份溢價	法定儲備	資本儲備	累計虧損	小計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
As 1 January 2021	於2021年1月1日	8,640	94,331	49	7,591	(118,133)	(7,522)	246	(7,276)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	16,584	16,584	220	16,804
As 30 September 2021	於2021年9月30日	8,640	94,331	49	7,591	(101,549)	9,062	466	9,528
As 1 January 2022	於2022年1月1日	<b>8,640</b>	<b>94,331</b>	<b>49</b>	<b>7,591</b>	<b>(96,602)</b>	<b>14,009</b>	<b>(89)</b>	<b>13,920</b>
Issuance of new shares by way of placing	以配售方式發行新股份	<b>1,728</b>	<b>6,048</b>	-	-	-	<b>7,776</b>	-	<b>7,776</b>
Total comprehensive income/(expense) for the period	期內全面收益/(開支)總額	-	-	-	-	<b>12,476</b>	<b>12,476</b>	<b>(260)</b>	<b>12,216</b>
As 30 September 2022	於2022年9月30日	<b>10,368</b>	<b>100,379</b>	<b>49</b>	<b>7,591</b>	<b>(84,126)</b>	<b>34,261</b>	<b>(349)</b>	<b>33,912</b>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

## 未經審核簡明綜合財務業績附註

### 1. BASIS OF PREPARATION

The Company was incorporated in the Cayman Islands on 7 December 2012, as an exempted company with limited liability under the Companies Law (as Revised) of the Cayman Islands. The Company's shares are listed on the GEM since 16 February 2015 (the "Listing").

The unaudited condensed consolidated financial results of the Group for the nine months ended 30 September 2022 are presented in Hong Kong dollars ("HK\$"), unless otherwise stated.

The unaudited condensed consolidated financial results of the Group for the nine months ended 30 September 2022 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the GEM Listing Rules. The unaudited condensed consolidated financial results have been prepared under the historical cost basis.

### 1. 編製基準

本公司於2012年12月7日根據開曼群島公司法(經修訂)在開曼群島註冊成立為一間獲豁免有限公司。本公司股份自2015年2月16日起於GEM上市(「上市」)。

除另有指明外，本集團截至2022年9月30日止九個月的未經審核簡明綜合財務業績乃以港元(「港元」)呈列。

本集團截至2022年9月30日止九個月的未經審核簡明綜合財務業績已按照香港會計師公會頒佈的香港財務報告準則(「香港財務報告準則」)及GEM上市規則的披露規定編製。未經審核簡明綜合財務業績已根據歷史成本基準編製。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

## 未經審核簡明綜合財務業績附註

### 2. SIGNIFICANT ACCOUNTING POLICIES

The preparation of the unaudited condensed consolidated financial results in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The unaudited condensed consolidated financial results should be read in conjunction with the Group's audited consolidated financial statements and notes thereto for the year ended 31 December 2021.

#### Adoption of new and amendments to HKFRSs

The Group has adopted the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, HKASs and Interpretations) issued by the HKICPA for the first time for the consolidated financial statements.

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Costs of Fulfilling a Contract
Annual Improvements to HKFRSs	Annual Improvements to HKFRSs 2018–2020

### 2. 重大會計政策

編製符合香港財務報告準則的未經審核簡明綜合財務業績需要使用若干關鍵會計估計。管理層亦需要在應用本集團的會計政策過程中行使其判斷。未經審核簡明綜合財務業績應與本集團截至2021年12月31日止年度的經審核綜合財務報表及其附註一併省閱。

#### 採納新訂及經修訂香港財務報告準則

本集團已就該等綜合財務報表首次採納以下由香港會計師公會頒佈的新訂及經修訂香港財務報告準則（「香港財務報告準則」，包括所有香港財務報告準則、香港會計準則及詮釋）。

香港財務報告準則第3號（修訂本）	提述概念框架
香港會計準則第16號（修訂本）	物業、廠房及設備：擬定用途前的所得款項
香港會計準則第37號（修訂本）	虧損性合約－履行合約的成本
香港財務報告準則的年度改進	香港財務報告準則2018年至2020年週期的年度改進



# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

## 未經審核簡明綜合財務業績附註

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Adoption of new and amendments to HKFRSs (Continued)

The adoption of the new and amendments to HKFRSs that are relevant to the Group and effective from the current period, did not have any significant effect on the results and financial position of the Group for the current and prior accounting periods.

The Group has not early adopted any new and amendments to HKFRSs that have been issued but are not yet effective for the current period. The Directors anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### 3. REVENUE

An analysis of the Group's revenue for the period is as follows:

### 2. 重大會計政策(續)

#### 採納新訂及經修訂香港財務報告準則(續)

採納與本集團相關且自本期間起生效的新訂及經修訂香港財務報告準則對本集團於本會計期間及過往會計期間的業績及財務狀況並無任何重大影響。

本集團並無提早採納於本期間已頒佈但尚未生效的任何新訂及經修訂香港財務報告準則。董事預計應用所有新訂及經修訂香港財務報告準則於可見將來不會對綜合財務報表造成重大影響。

### 3. 收益

本集團期內收益分析如下：

	Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月		
	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	
Publications and advertising income	刊物及廣告收入				
		5,327	10,115	11,986	22,417
Outdoor advertising income	戶外廣告收入	6,948	8,413	18,876	19,335
Provision of exhibition and trade show and related services	提供展覽及貿易展覽及相關服務	58	162	875	1,898
		12,333	18,690	31,737	43,650

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

## 未經審核簡明綜合財務業績附註

### 4. INCOME TAX EXPENSES

Income tax recognised in profit or loss:

		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Hong Kong profits tax	香港利得稅	-	-	-	-
- Current tax	- 即期稅項	-	-	-	-
Macau Complementary Tax	澳門所得補充稅	-	-	-	-
- Current tax	- 即期稅項	-	-	-	-

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. There is no impact to the Group as the Group does not have any assessable profit in Hong Kong.

Macau Complementary Tax is calculated at 12% of the estimated assessable profits for the years.

### 5. DIVIDEND

No dividend has been paid or proposed by the Group for the nine months ended 30 September 2022 (nine months ended 30 September 2021: nil).

### 4. 所得稅開支

於損益確認的所得稅：

於2018年3月21日，香港立法會通過2017年稅務（修訂）（第7號）條例草案（「條例草案」），引入利得稅兩級制。條例草案於2018年3月28日獲簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格集團主體首2,000,000港元的溢利稅率為8.25%，而超過2,000,000港元的溢利稅率則為16.5%。不符合利得稅兩級制的集團主體的溢利將繼續按16.5%的劃一稅率納稅。由於本集團於香港並無任何應課稅溢利，故並無對本集團構成影響。

澳門所得補充稅乃就該等年度的估計應課稅溢利12%計算。

### 5. 股息

本集團並無就截至2022年9月30日止九個月派付或建議派付任何股息（截至2021年9月30日止九個月：無）。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

## 未經審核簡明綜合財務業績附註

### 6. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share for operations attributable to the owners of the Company is calculated based on the below figures:

### 6. 每股盈利

本公司擁有人應佔經營業務每股基本及攤薄盈利乃根據以下數據計算：

		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Profit for the period attributable to owners of the Company	本公司擁有人應佔期內溢利	6,863	9,315	12,476	16,584
Weighted average number of ordinary shares for the purpose of calculation of profit or loss per share	就計算每股溢利或虧損的普通股加權平均數	578,400,000	432,000,000	498,778,022	432,000,000

The computation of diluted earnings per share does not assume the conversion of the Company's outstanding share options since their assumed exercise would result in a decrease in profit or loss per share.

No diluted earnings per share has been presented for the periods ended 2022 because there were no potential ordinary shares outstanding during the periods.

計算每股攤薄盈利並無假設本公司之尚未行使購股權已獲轉換，原因為假設其行使將引致每股溢利或虧損減少。

概無就截至2022年止期間呈列每股攤薄盈利，原因為於該等期間並無已發行的潛在普通股。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW AND PROSPECTS

During the nine months ended 30 September 2022, the Group was principally engaged in (i) sales and distribution of publications, and the sales of print and online advertising spaces; (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.

Since early 2020, the novel coronavirus (“COVID-19”) pandemic spread worldwide and caused significant threats to the global health and economy. The prolonged COVID-19 pandemic in 2021 and 2022, had resulted in, among other things, ongoing travel restrictions, prolonged closures of workplaces, lockdowns in Guangdong-Hong Kong-Macau Greater Bay Area.

The outbreak of COVID-19 has continued to pose the risk of global economic slowdown. There is still a high degree of uncertainty about the pandemic, and the outlook for the global economic recovery is still slow. The economy in Guangdong-Hong Kong-Macau Greater Bay Area and the Group’s major customers have inevitably been affected.

During the nine months ended 30 September 2022, a spike in infections driven by a combination of the Omicron and Delta variants of COVID-19 has led to reinstate the draconian quarantine and social-distancing measures in Guangdong-Hong Kong-Macau Greater Bay Area. The Company anticipates it will face a lot of challenges from the threats and uncertainty of the outbreak of the Omicron variant or more mutations in forthcoming years. In response to the uncertainties of the persistent pandemic effect, we will consider to tighten our control over the operating costs in which its effectiveness will be reviewed from time to time to mitigate the impact of COVID-19 pandemic on our performance.

### 業務回顧及前景

截至2022年9月30日止九個月，本集團的主要業務為(i)銷售及發行刊物，並銷售印刷及線上廣告位置；(ii)銷售廣告牌廣告位置以及提供廣告採購代理服務；及(iii)組織展覽及表演以推銷產品及服務。

自2020年初，新型冠狀病毒(「COVID-19」)疫情於世界各地蔓延並對全球健康及經濟構成重大威脅。2021年及2022年COVID-19疫情持續已導致(其中包括)實施持續旅遊限制、辦公場所延長關閉、粵港澳大灣區封城措施。

COVID-19爆發繼續構成全球經濟放緩的風險。疫情仍有高度不確定因素，且全球經濟復甦的前景仍然滯緩。粵港澳大灣區的經濟及本集團主要客戶亦無可避免地受影響。

截至2022年9月30日止九個月，COVID-19的Omicron及Delta變異株共同造成感染數字飆升，導致粵港澳大灣區恢復實施嚴厲的隔離及社交距離措施。本公司估計於未來年度將面對Omicron變異株或更多變種爆發的威脅及不確定因素所帶來的挑戰。為回應疫情持續影響的不確定因素，我們將考慮收緊對經營成本的控制，並將不時檢討其效益，以緩減COVID-19疫情對我們表現的影響。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

In addition, on 18 January 2022, the Macau Legislative Assembly published a draft bill entitled Amendment to Law No. 16/2001 to amend Macau's gaming law (the "Gaming Law"). We are actively monitoring developments, with respect to the Macau government's Gaming Law amendment and concession renewal process, and assessing the potential impact on Macau economy, affected industries, including but not limited to tourism and hotel industries. We will continue to pay attention to the developments and the potential impact on the spending over advertising and marketing from our major customers. The Group will remain resilient and is cautiously optimistic of our business.

### FINANCIAL REVIEW

#### Revenue

Total revenue decreased by approximately HK\$11,913,000 from approximately HK\$43,650,000 for the nine months ended 30 September 2021 to approximately HK\$31,737,000 for the nine months ended 30 September 2022. It was mainly due to the slowdown in the publications and advertising business and exhibition and trade show and related services, which were caused by the new wave of COVID-19 infections and the lockdowns and restrictions in Guangdong-Hong Kong-Macau Greater Bay Area.

#### Cost of Sales

The cost of sales decreased from approximately HK\$16,621,000 for the nine months ended 30 September 2021 to approximately HK\$8,674,000 for the nine months ended 30 September 2022. The decrease was in tandem with the decreased revenue of the Group.

此外，於2022年1月18日，澳門立法會公佈了《修改第16/2001號法律〈娛樂場幸運博彩經營法律制度〉》（「博彩法」）條例草案。我們正密切監察有關澳門政府博彩法修訂及賭牌重續程序的事態發展，並評估對澳門經濟及受影響行業（包括但不限於旅遊及酒店行業）的潛在影響。我們將繼續留意事態發展及對我們的主要客戶在廣告及市場推廣消費方面的潛在影響。本集團將保持韌性，並對我們的業務持審慎樂觀的態度。

#### 財務回顧

##### 收益

總收益由截至2021年9月30日止九個月約43,650,000港元減少約11,913,000港元至截至2022年9月30日止九個月約31,737,000港元，主要由於刊物及廣告業務以及展覽及貿易展覽及相關服務因新一輪COVID-19感染及粵港澳大灣區的封城及限制措施而放緩所致。

##### 銷售成本

銷售成本由截至2021年9月30日止九個月約16,621,000港元減少至截至2022年9月30日止九個月約8,674,000港元。有關減少與本集團營業額減少一致。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Gross Profit

Gross profit decreased from approximately HK\$27,029,000 for the nine months ended 30 September 2021 to approximately HK\$23,063,000 for the nine months ended 30 September 2022. The decrease in gross profit was mainly due to the decrease in sales volume in publications and advertising income and provision of exhibitions and trade show and related services.

### Operating Expenses

The operating expenses of the Group increased by approximately HK\$771,000 from approximately HK\$8,569,000 for the nine months ended 30 September 2021 to approximately HK\$9,340,000 for the nine months ended 30 September 2022, primarily due to the increase in legal and professional expenses incurred for the placing of shares.

### Finance Costs

Finance costs of the Group amounted to approximately HK\$1,719,000 and HK\$2,579,000 respectively for the nine months ended 30 September 2022 and 2021, mainly consisted of the interest paid to an independent third party borrower and imputed interest on the shareholder loan.

### Profit Attributable to Owners of the Company

During the nine months ended 30 September 2022, the Group's profit attributable to owners of the Company amounted to approximately HK\$12,476,000, compared to approximately HK\$16,584,000 for the nine months ended 30 September 2021. This was mainly attributable to (i) decrease in revenue and gross profit; and (ii) the increase in operating expenses.

### 毛利

毛利由截至2021年9月30日止九個月約27,029,000港元減少至截至2022年9月30日止九個月約23,063,000港元。毛利減少主要由於刊物銷售量下降以及廣告收入及提供展覽及貿易展覽及相關服務減少。

### 經營開支

本集團的經營開支由截至2021年9月30日止九個月約8,569,000港元增加約771,000港元至截至2022年9月30日止九個月約9,340,000港元，主要由於股份配售導致法律及專業開支增加。

### 融資成本

本集團截至2022年及2021年9月30日止九個月的融資成本分別約為1,719,000港元及2,579,000港元，主要包括已付一名獨立第三方借款人的利息及股東貸款的估算利息。

### 本公司擁有人應佔溢利

截至2022年9月30日止九個月，本集團的本公司擁有人應佔溢利約為12,476,000港元，而截至2021年9月30日止九個月則約為16,584,000港元，主要由於(i)收益及毛利減少；及(ii)經營開支增加。

# OTHER INFORMATION

## 其他資料

### DIRECTORS AND CHIEF EXECUTIVES' INTEREST AND/OR SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 30 September 2022, interest and short position of the Directors and chief executives in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, required to be notified to the Company and the Stock Exchange, were as follows:

#### (A) Interest in Shares of the Company

Name of Director	Capacity	Interest in Shares	Approximate Percentage of Issued Share Capital of the Company
董事姓名	身份	於股份的權益	本公司已發行股本概約百分比
Mr. Lui Man Wah	Interests in a controlled corporation (Note)	320,023,300 (L)	61.73%
呂文華先生	受控法團權益(附註)		

Notes:

1. Mr. Lui Man Wah is the ultimate beneficial owner of these Shares, which are directly held by Source Creation International Limited ("Source Creation"). The entire issued share capital of Source Creation is wholly owned by Mr. Lui Man Wah.
2. Duplication occurs in respect of the interests held by Mr. Lui Man Wah and Source Creation in that they represent the same block of Shares.
3. As at 30 September 2022, the Company had 518,400,000 Shares in issue.

Abbreviation: "L" stands for long positions.

### 董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及／或淡倉

於2022年9月30日，董事及主要行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關條文被當作或視作擁有的權益及淡倉)，或須記錄於本公司根據證券及期貨條例第352條存置的登記冊的權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

#### (A) 於本公司股份的權益

Name of Director	Capacity	Interest in Shares	Approximate Percentage of Issued Share Capital of the Company
董事姓名	身份	於股份的權益	本公司已發行股本概約百分比
Mr. Lui Man Wah	Interests in a controlled corporation (Note)	320,023,300 (L)	61.73%
呂文華先生	受控法團權益(附註)		

附註：

1. 呂文華先生為有關股份的最終實益擁有人，有關股份由創源國際有限公司(「創源」)直接持有。創源全部已發行股本由呂文華先生全資擁有。
2. 呂文華先生及創源持有的權益出現重疊，兩者均涉及同一批股份。
3. 於2022年9月30日，本公司共有518,400,000股已發行股份。

簡稱：「L」代表好倉。

# OTHER INFORMATION

## 其他資料

### SUBSTANTIAL SHAREHOLDERS' INTEREST AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2022, so far as the Directors are aware, the following persons (other than the Directors or chief executives of the Company) had or were deemed or taken to have the following interest and/or short position in the shares or the underlying shares of the Company which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO:

#### Interest in the Shares of the Company

Name of Shareholders	Capacity	Interest in Shares	Approximate Percentage of Shareholding Interest	Note
股東名稱	身份	於股份的權益	概約百分比	附註
Source Creation International Limited 創源國際有限公司	Beneficial owner 實益擁有人	320,023,300 (L)	61.73%	1

Note:

- 1) As at 30 September 2022, the Company had 518,400,000 shares in issues.

Abbreviation: "L" stands for long position.

Save as disclosed above, the Directors are not aware of any other persons who had any interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provision of Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO, as at 30 September 2022.

### 主要股東於本公司股份及相關股份的權益及／或淡倉

於2022年9月30日，就董事所知，以下人士（董事或本公司主要行政人員除外）已擁有或被視作或當作擁有根據證券及期貨條例第XV部第2及3分部須知會本公司及聯交所的本公司股份或相關股份的權益及／或淡倉，或須記錄於本公司須根據證券及期貨條例第336條存置的登記冊的本公司股份或相關股份的權益及／或淡倉如下：

#### 於本公司股份的權益

Name of Shareholders	Capacity	Interest in Shares	Approximate Percentage of Shareholding Interest	Note
股東名稱	身份	於股份的權益	概約百分比	附註
Source Creation International Limited 創源國際有限公司	Beneficial owner 實益擁有人	320,023,300 (L)	61.73%	1

附註：

- 1) 於2022年9月30日，本公司共有518,400,000股已發行股份。

簡稱：「L」代表好倉。

除上文所披露者外，就董事所知，於2022年9月30日，概無任何其他人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的任何權益或淡倉，或須記錄於本公司須根據證券及期貨條例第336條存置的登記冊的任何權益或淡倉。



# OTHER INFORMATION

## 其他資料

### SHARE OPTION SCHEME

The Group adopted the share option scheme (the “Share Option Scheme”) on 16 February 2015, under which the directors may grant options to eligible persons to subscribe for the Company’s shares, subject to the terms and conditions stipulated therein. The Share Option Scheme will expire on 16 February 2025. For further details, please refer to Note 34 to the annual report of the Company for the year ended 31 December 2021. All of the share options granted have been cancelled since 16 October 2019.

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

During the nine months ended 30 September 2022, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities.

### DIRECTORS’ AND CONTROLLING SHAREHOLDERS’ INTEREST IN COMPETING BUSINESS

During the nine months ended 30 September 2022, the Directors are not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) that competes or may compete with the business of the Group and any other conflict of interest which such person has or may have with the Group.

### INTERESTS OF THE COMPLIANCE ADVISER

As at 30 September 2022, as notified by the Company’s compliance adviser, Lego Corporate Finance Limited (“Lego”), neither Lego nor any of its directors, employees or close associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

### 購股權計劃

本集團於2015年2月16日採納購股權計劃（「購股權計劃」），據此董事可將購股權授予合資格人士，藉以根據該計劃規定的條款及條件認購本公司股份。購股權計劃將於2025年2月16日屆滿。有關更多詳情，請參考截至2021年12月31日止年度的年報附註34。所有已授出的購股權於2019年10月16日已被註銷。

### 購買、出售或贖回本公司上市證券

截至2022年9月30日止九個月，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 董事及控股股東於競爭業務的權益

截至2022年9月30日止九個月，董事並不知悉董事、本公司控股股東及彼等各自的聯繫人（定義見GEM上市規則）擁有任何與本集團業務構成競爭或可能構成競爭的業務或權益，亦不知悉有關人士與本集團之間有或可能有任何其他利益衝突。

### 合規顧問的權益

於2022年9月30日，據本公司合規顧問力高企業融資有限公司（「力高」）所告知，力高或其任何董事、僱員或緊密聯繫人概無於本公司或本集團任何成員公司的股本中擁有根據GEM上市規則第6A.32條須知會本公司的任何權益（包括購股權或可認購有關證券的權利）或與本公司有關的其他權益。

# OTHER INFORMATION

## 其他資料

### AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee has been established in accordance with the GEM Listing Rules and comprises Ms. Wong Chi Ling (chairlady), Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung, all of them being independent non-executive Directors.

The Audit Committee has reviewed with the management this quarterly report, including the unaudited condensed consolidated financial results of the Group for the nine months ended 30 September 2022, prior to recommending them to the Board for approval.

The unaudited condensed consolidated financial results of the Group for the nine months ended 30 September 2022 have not been audited or reviewed by the Company's auditor.

By Order of the Board

**Winto Group (Holdings) Limited**  
**Hung Yuen Kin**  
*Executive Director*

Hong Kong, 14 November 2022

*As at the date of this report, 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.*

### 審核委員會及審閱財務報表

審核委員會已根據GEM上市規則成立，該委員會由黃子玲女士(主席)、黃靈恩先生及李文洋先生(均為獨立非執行董事)組成。

本季度報告(包括本集團截至2022年9月30日止九個月的未經審核簡明綜合財務業績)經審核委員會與管理層審閱後，方始提呈董事會批准。

本集團截至2022年9月30日止九個月的未經審核簡明綜合財務業績未經本公司核數師審核或審閱。

承董事會命

**惠陶集團(控股)有限公司**  
**執行董事**  
**熊遠健**

香港，2022年11月14日

於本報告日期，董事會包括執行董事熊遠健先生；非執行董事呂文華先生；及獨立非執行董事黃子玲女士、黃靈恩先生及李文洋先生。

**WINTO GROUP (HOLDINGS) LIMITED**  
**惠陶集團(控股)有限公司**