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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 RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY ONE (1) SHARE AT HK\$0.2 PER RIGHTS SHARE HELD ON THE RECORD DATE**

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 and the announcement of the Company dated 13 February 2026 in relation to the applications for the Rights Shares and number of Unsubscribed Rights Shares subject to the Unsubscribed Arrangements (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus and the Announcement.

### **RESULTS OF THE RIGHTS ISSUE, THE UNSUBSCRIBED ARRANGEMENTS AND THE PLACING AGREEMENT**

As disclosed in the Announcement, as at 4:00 p.m. on Thursday, 12 February 2026, being the latest time for acceptance of and payment for the Rights Shares, a total of 6 valid applications had been received for a total of 48,969,388 Rights Shares, representing approximately 18.74% of the total number of Rights Shares offered under the Rights Issue.

Based on the above results of valid acceptances and applications, the total number of the Unsubscribed Rights Shares and the ES Unsold Rights Shares subject to the Unsubscribed Arrangements shall be 212,304,212 Rights Shares.

The Company has, pursuant to Rule 10.31(1)(b) of the GEM Listing Rules, made the Unsubscribed Arrangements by entering into the Placing Agreement with the Placing Agent pursuant to which the Company appointed the Placing Agent and the Placing Agent agreed to act as the placing agent for the Company to procure, on a best-effort basis, Placee(s) to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares in accordance with the terms of the Placing Agreement.

The Board wishes to announce that at 6:00 p.m. on Friday, 6 March 2026 being the latest time of placing of the Placing Shares by the Placing Agent, 212,304,212 Unsubscribed Rights Shares and ES Unsold Rights Shares were successfully placed at the price of HK\$0.2 per Share, which is equal to the Subscription Price, under the Placing. Therefore, there is no Net Gain available for distribution to the No Action Shareholders and Excluded Shareholders under the Placing.

As all the conditions with respect to the Rights Issue and the Placing as set out in the Prospectus have been fulfilled, the Rights Issue and the Placing became unconditional at 4:00 p.m. on Monday, 9 March 2026.

Based on the results of acceptance of the Rights Issue and the results of the Placing, the Rights Shares to be allotted and issued amounted to 261,273,600 Rights Shares, representing 100% of the total number of Rights Shares offered for subscription under the Rights Issue.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the Placees is an Independent Third Party; and (ii) none of the Placees has become a substantial Shareholder immediately upon completion of the Placing.

### **Use of proceeds**

Accordingly, the net proceeds (after deduction of expenses) from the Rights Issue and the Placing were approximately HK\$49.44 million. As disclosed in the Prospectus, the Company intends to apply the net proceeds from the Rights Issue as follows:

- (i) approximately HK\$32.27 million (being approximately 65.3% of the net proceeds) is intended to be used for repayment of outstanding liabilities of the Group, including the (i) outstanding principal and interest of loan from the Independent Third Parties, who are subsidiaries of two different listed companies in Hong Kong; and (ii) trade and other payables. The two loans are unsecured, unguaranteed, both loans bearing interest of 18% per annum and were obtained in March 2023 and January 2025 respectively. The trade and other payables are unguaranteed and unsecured. Such proceeds shall be utilised by first half of 2026. The Directors believe that repaying such liabilities will enable the Group to improve its financial position of the Company. By doing so, the Group can potentially negotiate better terms with other financial institutions. This strategic move aims to improve the Group's financial position and provide opportunities for more favorable financing arrangements in the future;

- (ii) approximately HK\$9.75 million (being approximately 19.7% of the net proceeds) is intended to be used for the costs and expenses for the Qingmao Port Project; and
- (iii) approximately HK\$7.42 million (being approximately 15.0% of the net proceeds) is intended to be used for general working capital of the Group including but not limited to salary expenses, rental expenses, professional fee and other business development expenses, which is expected to be utilised by the end of 2026. The Directors believe that the proceeds will help to replenish the working capital of the Group to support its operations.

## EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the following table sets out the shareholding structure of the Company immediately before and after the completion of the Rights Issue and the Placing:

Shareholders	Immediately before completion of the Rights Issue and the Placing		Immediately after completion of the Rights Issue and the Placing	
	<i>No. of Shares</i>	<i>Approximate percentage (%)</i>	<i>No. of Shares</i>	<i>Approximate percentage (%)</i>
Public Shareholders				
– Public Shareholders	87,091,200	100.00	136,060,588	39.06
– Placees	–	–	212,304,212	60.94
Total	<u>87,091,200</u>	<u>100.00</u>	<u>348,364,800</u>	<u>100.00</u>

## DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

Share certificates for the fully-paid Rights Shares are expected to be posted on or before Monday, 16 March 2026 to those entitled thereto at their registered addresses by ordinary post at their own risk.

## COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 17 March 2026.

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

Hong Kong, 13 March 2026

*As at the date of this announcement, the Board comprises Ms. Lao Lai, Mr. Lei Kam Chao, Mr. Chen Yiliang and Mr. Kam Chun Ying Francis as executive Directors and Mr. Liu Weishi, Mr. Lee Kwok Lun and Ms. Wong Chi Ling 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](http://www.hkex.com.hk) for seven days from the date of its posting and on the website of the Company at [www.wintogroup.hk](http://www.wintogroup.hk).*