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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)

LAPSE OF PLACING AGREEMENT FOR THE PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of Winto Group (Holdings) Limited (the "**Company**") dated 15 October 2025 in relation to the placing of new shares under general mandate (the "**Announcement**"). Unless the context otherwise requires, terms defined in the Announcement shall have the same meanings when used herein.

The Board announces that as the conditions set out in the Placing Agreement have not been fully satisfied on or before 5 November 2025, being the Long Stop Date, the Placing Agreement has lapsed and the Placing will not proceed.

All rights, obligations and liabilities of the respective Parties shall cease and determine forthwith and the Placing Agent shall be released and discharged from the Placing Agreement and no Party shall have any claim against the other Party for or in relation to the Placing save for any antecedent breach of and/or any rights or obligations which may have accrued under the Placing Agreement prior to such termination.

The Board is of the view that the lapse of the Placing Agreement has no material adverse impact on the business, operations and financial position of the Group. The Company will continue to seek fundraising opportunities and publish all necessary announcements as and when appropriate.

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

Hong Kong, 5 November 2025

As at the date of this announcement, the Board comprises Ms. Lao Lai as executive Director, 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.