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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)

PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY ONE (1) SHARE HELD AT THE CLOSE OF BUSINESS ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

Financial Adviser to the Company

ADVENT
宏 智 融 資
Advent Corporate Finance Limited

Placing Agent to the Company

ADVENT
宏智證券(香港)
Advent Securities (Hong Kong) Limited

PROPOSED RIGHTS ISSUE

The Company proposes to raise up to approximately HK$52.25 million before expenses by way of the Rights Issue of a maximum of 261,273,600 Share at the Subscription Price of HK$0.20 per Rights Share on the basis of three (3) Rights Shares for every one (1) Share held by the Qualifying Shareholders on the Record Date (assuming no further change in the number of issued Shares on or before the Record Date). The estimated net proceeds of the Rights Issue, will be approximately HK$49.44 million. The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares and will not be extended to the Excluded Shareholders. There will be no excess application arrangement in relation to the Rights Issue.

To qualify for the Rights Issue, Shareholders must be registered as members of the Company on the Record Date and Qualifying Shareholders. In order to be registered as a member of the Company on the Record Date, any transfer of Shares (together with the relevant share certificates) must be lodged for registration with the Registrar on or before 4:30 p.m. on Wednesday, 7 January 2026, being the Latest Lodging Time.

PLACING AGREEMENT

According to Rule 10.31(1)(b) of the GEM Listing Rules, the Company will make the Unsubscribed Arrangements to dispose of the Placing Shares by offering these Shares to independent Placees for the benefit of the Shareholders to whom they are offered by way of the Rights Issue. Accordingly, on Thursday, 6 November 2025 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent to place the Placing Shares to independent Placees on a best effort basis.

GEM LISTING RULES IMPLICATIONS

As the Rights Issue will increase the number of the issued Shares by more than 50%, in accordance with Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on approval by the Independent Shareholders in a general meeting by a resolution on which all controlling Shareholders and their associates or, where there is no controlling Shareholder, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the Rights Issue. As at the date of this announcement, the Company has no controlling Shareholder as defined under the GEM Listing Rules. Therefore, no Shareholder is required to abstain from voting in favour of the resolution(s) relating to Rights Issue and the transaction contemplated thereafter at the EGM.

ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders as to whether the terms of the Rights Issue are fair and reasonable and in the interest of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote at the EGM. In this connection, the Company will appoint an independent financial adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Rights Issue are fair and reasonable.

GENERAL

The EGM will be convened for the Shareholders to consider and, if thought fit, approve the Rights Issue. A circular containing, among other things, (i) further details of the Rights Issue; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders on the Rights Issue; and (iv) a notice convening the EGM, is expected to be despatched to the Shareholders on or before Tuesday, 9 December 2025.

Subject to the fulfilment of certain conditions of the Rights Issue including the approval of the Shareholders at the EGM, the Company will make available the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders on the Prospectus Posting Date. Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Company may make available the Prospectus to the Excluded Shareholders for their information only but the Company will not send the PAL to the Excluded Shareholders. For the avoidance of doubt, the Excluded Shareholders (if any) are entitled to attend and vote at the EGM.

WARNING OF THE RISKS OF DEALING IN THE SHARES

Shareholders and potential investors of the Company should also 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. Any dealing in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, any Shareholder 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 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.

PROPOSED RIGHTS ISSUE

The Company proposes the Rights Issue, details of which are summarised below:

Issue statistics

Assuming no further change in the number of issued Shares on or before the effective date of the Record Date:

Basis of Rights Issue	:	Three (3) Rights Shares for every one (1) Shares held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price	:	HK$0.20 per Rights Share
Number of Shares in issue as at the date of this announcement	:	87,091,200 Shares
Number of Rights Shares to be issued pursuant to the Rights Issue	:	Up to 261,273,600 Shares
Aggregate nominal value of the Rights Shares	:	Up to HK$52,254,720
Total number of Shares in issue immediately upon completion of the Rights Issue	:	Up to 348,364,800 Shares
Maximum funds raised before expenses	:	Up to approximately HK$52.25 million (assuming all the Rights Shares will be taken up)

As at the date of this announcement, the Group had no outstanding debt securities, derivatives, options, warrants, convertible securities or other similar securities which are convertible or exchangeable into the Shares.

Assuming no Shares are issued or repurchased on or before the Record Date, the maximum number of 261,273,600 Rights Shares to be issued pursuant to the terms of the proposed Rights Issue represents 300% of the total number of the existing issued Shares as at the date of this announcement and 75% of the total number of the issued Shares as enlarged by the allotment and issue of the Rights Shares immediately upon completion of the Rights Issue.

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event that the Rights Issue is not fully subscribed, the Rights Shares not taken up by the Qualifying Shareholders will be placed to independent Placees under the Unsubscribed Arrangements. The Placing Shares which remain not placed under the Unsubscribed Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue. There is also no statutory requirement regarding minimum subscription level in respect of the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, Shareholders who apply to take up all or part of their entitlements under the Rights Issue may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 10.26(2) of the GEM Listing Rules.

Subscription Price

The Subscription Price of HK$0.20 per Rights Share is payable in full when the Qualifying Shareholders accept the relevant provisional allotment of Rights Shares. Assuming that all the Rights Shares are fully subscribed, the net price per Rights Share is estimated to be approximately HK$0.19.

The Subscription Price represents:

(i) a discount of approximately 6.98% to the closing price of HK$0.215 per Share as quoted on the Stock Exchange on the Last Trading Day;

(ii) a discount of approximately 6.98% to the average closing price of HK$0.215 per Share as quoted on the Stock Exchange for the five consecutive trading days prior to the Last Trading Day;

(iii) a discount of approximately 6.10% to the average closing price of HK$0.213 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day;

(iv) a discount of approximately 1.96% to the theoretical ex-rights price of HK$0.204 per Share based on the closing price of HK$0.215 per Share as quoted on the Stock Exchange on the Last Trading Day; and

(v) a cumulative theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) of approximately 5.12%, represented by the theoretical diluted price of approximately HK$0.204 per Share to the benchmarked price (as defined under Rule 10.44A of the GEM Listing Rules), taking into account the closing price on the Last Trading Day of HK$0.215 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five previous consecutive trading days prior to the Last Trading Day of approximately HK$0.215 per Share.

The Subscription Price was determined with reference to (i) the recent market price and the low trading volume of the Shares; (ii) the prevailing market conditions; (iii) the latest business performance and financial position of the Group; and (iv) the reasons for and benefits of the Rights Issue as discussed in this announcement.

The Board (excluding the members of the Independent Board Committee whose opinion will be rendered after considering the advice from the independent financial adviser) considers that the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Undertakings

The Company has not received any information or irrevocable undertaking from any substantial shareholder of the Company of any intention in relation to the Rights Shares to be provisionally allotted to that Shareholder under the Rights Issue as at the date of this announcement.

Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be an Excluded Shareholder on the Record Date. In order to be registered as a member of the Company on the Record Date, Shareholders must lodge the relevant documents for transfer of Shares (with the relevant share certificates) with the Share Registrar at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Wednesday, 7 January 2026.

Shareholders with their Shares held by a nominee (or held in CCASS) should note that the Board will consider the nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company. For Shareholders whose Shares are held by a nominee (or held in CCASS) and would like to have their names registered on the register of members of the Company, they must lodge all necessary documents with the Share Registrar for registration no later than 4:30 p.m. on Wednesday, 7 January 2026.

The last day of dealings in the Share on a cum-rights basis is Monday, 5 January 2026. The Share will be dealt with on an ex-rights basis from Tuesday, 6 January 2026. If a Qualifying Shareholder does not take up his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

Excluded Shareholders (if any)

The Prospectus Documents to be issued in connection with the Rights Issue will not be filed or registered under the applicable securities legislation of any jurisdiction other than Hong Kong. The Company will not extend the Rights Issue to the Excluded Shareholders. Accordingly, no provisional allotment of Rights Shares will be made to the Excluded Shareholders and Excluded Shareholders will not be entitled to apply for Rights Shares. Arrangements will be made for the Rights Shares, which would otherwise have been provisionally allotted to the Excluded Shareholders, to be sold in their nil-paid form on the Stock Exchange as soon as practicable after dealings in the nil-paid Rights Shares commence, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses, levies and stamp duty, if more than HK$100, the excess will be paid pro-rata (but rounded down to the nearest cent) to the shareholdings of the relevant Excluded Shareholders held on the Record Date in Hong Kong dollars. The Company will retain individual amounts of HK$100 or less for its own benefit to cover the administrative costs that it would have incurred. Any unsold Rights Shares, which would otherwise have been provisionally allotted to the Excluded Shareholders in nil-paid form, will be placed by the Placing Agent under the Compensatory Arrangements together with the Unsubscribed Rights Shares.

Rights of Overseas Shareholders

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

Pursuant to Rule 17.41(1) of the GEM Listing Rules, the Company will make enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholders under the laws of the relevant overseas jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges. If it is in the opinion of the Board that it would be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place to exclude such Overseas Shareholders from the Rights Issue, no Rights Share will be offered to such Overseas Shareholders. The basis for excluding the Excluded Shareholders from the Rights Issue will be set out in the Prospectus. The Company will send the Prospectus to the Excluded Shareholders for their information only. The Company reserves the right to treat as invalid any acceptance of or application for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Excluded Shareholders should exercise caution when dealing in the Shares.

The Rights Shares which would otherwise have been in the assured allotments of the Excluded Shareholders, will be placed by the Placing Agent under the Unsubscribed Arrangements to investors who (or as the case may be, their ultimate beneficial owner(s)) are Independent Third Parties. The Company will disclose the results of the enquiry in the Prospectus regarding the legal restrictions on the issue and allotment of Rights Shares to the Overseas Shareholders.

Status of the Rights Shares

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects among themselves and with the Shares in issue at the time. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid by the Company after the date of allotment and issue of the Rights Shares.

Basis of provisional allotment

The Rights Shares will be allotted on the basis of three (3) Rights Share for every one (1) Share held by the Qualifying Shareholders as at the close of business on the Record Date.

The PAL relating to the Rights Shares will be enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares as shown therein. Acceptance for all or any part of a Qualifying Shareholder's provisional allotment should be made only by completing a PAL and lodging the same with a remittance for the Rights Shares being accepted with the Share Registrar by the Latest Time for Acceptance.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by lodging a duly completed PAL and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Share Registrar on or before the Latest Time for Acceptance.

Fractional entitlement to the Rights Shares

On the basis of provisional allotment of three Rights Shares for every one Share held by the Qualifying Shareholders on the Record Date, no fractional entitlement to the Rights Shares will arise under the Rights Issue.

Odd lot arrangement

In order to facilitate the trading of odd lots (if any) of the Shares, a designated broker will be appointed to stand in the market to match the purchase and sale of odd lots of the Shares at the relevant market price, on a best effort basis. Shareholders should note that matching of the sale and purchase of odd lots of the Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangement is recommended to consult his/her/its own professional advisers. Further details in respect of the odd lots trading arrangement will be set out in the Prospectus.

Unsubscribed Arrangements

Pursuant to Rule 10.31(1)(b) of the GEM Listing Rule, the Company must make arrangements to dispose of the Rights Shares not validly applied for by means of excess application forms or by offering the same to independent placees for the benefit of those Shareholders.

No excess application will be made in relation to the Rights Issue. However, the Company will make arrangements to dispose of the Unsubscribed Rights Shares by offering the Unsubscribed Rights Shares to independent Placees for the benefit of the No Action Shareholders and the Excluded Shareholders.

The Company therefore appointed the Placing Agent by means of the Placing Agreement to place the Unsubscribed Rights Shares after the Latest Time for Acceptance to independent Placees on a best effort basis.

Any Unsubscribed Rights Shares (which comprise (i) the Rights Shares that are not subscribed by the Qualifying Shareholders; (ii) (if applicable) the aggregated fractional Rights Shares; and/or (iii) the Rights Shares which would otherwise have been issued to the Excluded Shareholders) will then be placed by the Placing Agent under the Unsubscribed Arrangements to investors who (or as the case may be, their ultimate beneficial owner(s)) are Independent Third Parties. The Placing Agent will on a best effort basis, procure, by not later than 6:00 p.m., on Thursday, 12 February 2026, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares at a premium over the Subscription Price (if possible). The Placing Price shall be at least equal to the Subscription Price. Any Unsubscribed Rights Shares remain not placed after completion of the Unsubscribed Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain, being the premium paid by the Placees over the Subscription Price for the Unsubscribed Rights Shares (if any) will be paid (without interest) on a pro-rata basis (on the basis of all Unsubscribed Rights Shares) to the No Action Shareholders and the Excluded Shareholders (but rounded down to the nearest cent after deduction of a proportionate share of the placing commission payable). It is proposed that only Net Gain to any of the No Action Shareholder(s) and the Excluded Shareholder(s) of HK$100 or more will be paid to them in Hong Kong Dollars and the Company will retain individual amounts of less than HK$100 for its own benefit. Shareholders are reminded that Net Gain may or may not be realised, and accordingly the No Action Shareholders and the Excluded Shareholders may or may not receive any Net Gain.

PLACING AGREEMENT

On 6 November 2025 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed as agent of the Company (either by itself or through its sub-placing agents) to procure independent Placees, on a best effort basis, to subscribe for the Placing Shares. Details of the Placing Agreement are as follows:

Date	:	6 November 2025
Parties	:	(i) the Company, as issuer; and (ii) the Placing Agent
Placing Agent	:	Advent Securities (Hong Kong) Limited, appointed as the Placing Agent to place the Placing Shares on a best effort basis. The Placing Agent has confirmed that it is an Independent Third Party.
Fees and expenses	:	3% of the amount which is equal to the placing price multiplied by the Placing Shares that are successfully placed by the Placing Agent pursuant to the terms of the Placing Agreement and reimbursed for the expenses in relation to the Placing, which the Placing Agent is authorised to deduct from the payment to be made by the Placing Agent to the Company at completion.
Placing Price of the Placing Shares	:	The Placing Price of the Placing Shares shall be at least equal to the Subscription Price. The final price is dependent on the demand and market conditions of the Placing Shares during the process of Placing.
Placees	:	The individuals, corporate, institutional investors or other investors procured by the Placing Agent and/or its sub-placing agents to subscribe for the Placing Shares.
Ranking of the Placing Shares	:	The Placing Shares (when placed, allotted, issued and fully paid) shall rank *pari passu* in all respects among themselves and with the Shares then in issue.

Termination : The Placing shall end on Friday, 13 February 2026 or any other date by mutual written agreement between the Placing Agent and the Company.

The engagement of the Placing Agent may be terminated by the Placing Agent in case of force majeure resulting in the Company and the Placing Agent being unable to fulfill their respective duties and responsibilities under the engagement. However, if during the course of the engagement it has come to the Placing Agent's knowledge that there is any material adverse change in the business and operational environment in the Company which, in the sole opinion of the Placing Agent, may make it inadvisable to continue the engagement, the Placing Agent shall have the right to terminate the engagement by written notice to the Company with immediate effect.

Conditions precedent : The obligations of the Placing Agent and the Company under the Placing Agreement are conditional upon, among others, the following conditions being fulfilled (or being waived by the Placing Agent in writing, if applicable):

(i) the passing by the Shareholders (including the Independent Shareholders) at the EGM of all necessary resolutions to approve the Rights Issue;

(ii) the GEM Listing Committee granting the approval for the listing of, and the permission to deal in, the Rights Shares (including the Placing Shares);

(iii) none of the representations, warranties or undertakings contained in the Placing Agreement being or having become untrue, inaccurate or misleading in any material respect at any time before the completion, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect if it was repeated as at the time of completion; and

(iv) the Placing Agreement not having been terminated in accordance with the provisions thereof.

The Placing Agent may, in its absolute discretion, waive the fulfillment of all or any or any part of the above conditions (other than those set out in paragraphs (i) and (ii) above) by notice in writing to the Company.

Completion : Placing completion shall take place on Friday, 13 February 2026 or such other date as the Company and the Placing Agent may agree in writing.

The Placing Agent shall ensure that the Placing Shares are placed (i) only to institutional, corporate or individual investors who and whose ultimate beneficial owners shall be Independent Third Parties; (ii) such that the Placing will not have any implication under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing; and (iii) such that the Placing will not result in the Company incapable of complying with the public float requirements under the GEM Listing Rules immediately following the Placing. The Company will continue to comply with the public float requirements under Rule 11.23(7) of the GEM Listing Rules and the Placing will not have any implication under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing.

The engagement between the Company and the Placing Agent for the Placing of the Placing Shares was determined after arm's length negotiations between the Placing Agent and the Company and is on normal commercial terms with reference to the market comparables, the financial position of the Group, the size of the Rights Issue, and the market conditions. The Board considers the terms of the Placing for the Placing Shares (including the commission payable) are on normal commercial terms.

Given that the Unsubscribed Arrangements would provide (i) a distribution channel of the Placing Shares; and (ii) a compensatory mechanism for No Action Shareholders and the Excluded Shareholders, the Board considers that the Unsubscribed Arrangements are fair and reasonable and would provide adequate safeguard to protect the interest of the Company's minority shareholders.

Application for listing

The Company will apply to the GEM Listing Committee for the listing of, and permission to deal in, the Rights Shares to be issued and allotted pursuant to the Rights Issue.

Dealing in the Rights Shares in both their nil-paid and fully-paid forms will be in the board lots of 8,000 Rights Shares.

Eligibility for admission into CCASS

Subject to the granting of the listing of, and permission to deal in, the Rights Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares on the Stock Exchange or such other dates as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Stamp duty and other applicable fees

Dealings in the Rights Shares will be subject to payment of stamp duty, Stock Exchange trading fee, SFC transaction levy or any other applicable fees and charges in Hong Kong.

Taxation

Qualifying Shareholders are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for the Rights Shares, or about purchasing, holding or disposal of, or dealing in or exercising any rights in relation to the Shares or the Rights Shares, and similarly, the Excluded Shareholders as regards to their receipt of the net proceeds of sale of the Rights Shares otherwise falling to be issued to them under the Rights Issue under the laws of jurisdictions in which they are liable to taxation. It should be noted that none of the Company, the Directors nor any other parties involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposal of, dealing in or exercising any right in relation to the Shares or the Rights Shares.

Share certificates and refund cheques for the Rights Issue

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for all Rights Shares are expected to be posted to the Qualifying Shareholders who have accepted and applied for (where appropriate), and paid for the Rights Shares on or before Thursday, 26 February 2026 by ordinary post at their own risk. Those entitled, except HKSCC Nominees Limited, and in the case of joint Qualifying Shareholders, the first-named Qualifying Shareholder, will receive one share certificate for all the Rights Shares in fully-paid form, allotted and issued thereto.

If the Rights Issue is terminated, refund cheques in respect of the applications for Rights Shares are expected to be posted on or before Thursday, 26 February 2026 by ordinary post to the applicants at their own risk.

Conditions of the Rights Issue

The Rights Issue is conditional upon:

(i) the passing by the Shareholders (including the Independent Shareholders) at the EGM of all necessary resolution(s) to approve the Rights Issue, the Placing Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Rights Shares) by no later than the Prospectus Posting Date;

(ii) the delivery to the Stock Exchange and registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly certified in compliance with the Companies (Winding Up and Miscellaneous Provisions) (and other documents required to be attached thereto) and otherwise complying with the requirements of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Companies Ordinance and the GEM Listing Rules;

(iii) the despatch of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus to the Excluded Shareholders, if any, for information purpose only;

(iv) the GEM Listing Committee granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, all the Rights Shares;

(v) all relevant consents and approvals being obtained from the regulatory authorities, including the Stock Exchange, as the case may require in connection with the Rights Issue by the relevant time that each consent and approval is required; and

(vi) the Placing Agreement not being terminated.

None of the above conditions can be waived. As the Rights Issue is subject to the above conditions, it may or may not proceed.

As at the date of this announcement, none of the conditions has been satisfied.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 8 January 2026 to Wednesday, 14 January 2026 (both dates inclusive) for the purpose of determining entitlements to the Rights Issue. No transfer of Shares will be registered during the above book closure period.

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are (i) exhibition and trade show business and related services; (ii) publications and advertising business (the "**Publications and Advertising Business**") including print and online advertising, sales of publications, advertising and related production services and outdoor advertising; (iii) online sales of beauty and cosmetics products; and (iv) sales of luxury products.

As at 30 June 2025, the Group's current liabilities exceeded its current assets by approximately HK$40.11 million and the Group had net liabilities of approximately HK$39.14 million, while its cash and cash equivalents amounted to approximately HK$5.03 million. The Directors considered that it is imperative to conduct fundraising activities to maintain sufficient working capital to finance its operations and to meet its financial obligations. Assuming that all Rights Shares to be issued under the Rights Issue have been taken up in full, the Company is expected to have sufficient working capital for at least twelve months from the date of completion of the Rights Issue.

On 15 October 2025, the Company announced that it entered into a placing agreement with a placing agent to procure to subscribe for up to 17,416,000 shares under general mandate. The placing is conditional upon the fulfillment of certain conditions on or before 5 November 2025. On 5 November 2025, the Company announced that the conditions as set out in the placing agreement have not been fully satisfied. The placing agreement has lapsed and the placing will not proceed.

The net proceeds of the Rights Issue and the Placing (after deduction of expenses) are estimated to be approximately HK$49.44 million. The Company intends to apply the net proceeds of approximately HK$49.44 million as follows:

Repayment of Outstanding Liabilities

Approximately HK$32.27 million (being approximately 65.28% of the net proceeds) is intended to be used for repayment of outstanding liabilities of the Group, including (i) two outstanding principal and interest of loan (both are unsecured and non-guaranteed) from the Independent Third Parties; and (ii) trade and other payables. The detail breakdown of the use of proceeds which will be utilised for the repayment of the outstanding liabilities of the Group are summarised in the table as below. 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.

In the forthcoming 12 months, the estimated working capital requirement of the Group is set out below:

Items	**Amount** *(HK$ million)*	**Interest Rate** *(per annum)*	**Due Date**
Loan from a third party	4.5	18%	Past due over 3 months
Loan from a third party	2.8	18%	Past due over 15 months
Accrued interests	1.47		
Trade and other payables:			
– Trade payable	10.23		Past due over 6 months
– Other payable	8.74		Past due over 6 months
– Accrued staff costs and accrued professional fee	4.53		Past due over 6 months
Total	**32.27**		

New Project of the Publications and Advertising Business – The Qingmao Port Project

Approximately HK$9.75 million (being approximately 19.72% of the net proceeds) is intended to be used for the costs and expenses for the Qingmao Port Project.

During the years, the Publications and Advertising Business is the principal business of the Group and it has been one of the major sources of revenue of the Group. It is the Group's aim to diversify this business and enhance its capabilities as an omni-channel advertising service provider. The Qingmao Port Project is the provision of out-of-home advertising spaces and services to customers, which comprise end-users aiming to promote their brands, products or services, and advertising agents acting for such advertisers. It is within the existing business model of the Publications and advertising income segment of the Group. The Company aims to deliver integrated out-of-home media services to customers which enable them to enhance their brand recognition and expand and strengthen their connection with customers.

On 7 July 2025, Tiance Cultural Communicatio Limited, a subsidiary of the Company, entered into a sub-license agreement (the "**Sub-license Agreement**") with a licensor (the "**Licensor**") who is the main contractor/licensor, a company incorporated in Macau and independent of the Company and its connected persons, pursuant to which the Group is licensed to operate and procure advertising services to its customers on 13 units of LED displays located at Zhuhai to Macau exit channel on second floor of Qingmao Port and 11 units of LED displays located at Macau to Zhuhai exit channel on third floor of the Qingmao Port. The main licensor was established in 2009. It is a leading media operator in Macau, owning a large number of exclusive media resources at Macau's border gate, Gongbei Port, Hengqin Port, Qingmao Port, Wanzai Port, and Macau Light Rail stations. It serves as the ultimate promotional channel for tourists from various countries traveling to Macau by land. The media coverage reaches over 70% of Mainland Chinese tourists and over 90% of Macau residents.

Revenue from the Qingmao Port Project represents the advertising income generated from the rental of advertising spaces in terms of timing of the advertisements shown on the LEDs installed at the Group's licensed spots in the Qingmao Port. The Group also provides design and production services to deliver creative, comprehensive media solutions to meet the unique advertising needs of the customers and proactively provide them with creative suggestions. The Group generally out-sources the design and production services to design houses but the Group remains responsible for supervising and overseeing the design works from the design houses. The costs and expenses of the Qingmao Port Project consists of (i) rental cost; (ii) out-sourcing fees from design and production services; (iii) installation and maintenance fees for the LED displays; and (iv) staff recruitment and salary expenses.

General Working Capital

Approximately HK$7.41 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. The Directors believe that the proceeds will help to replenish the working capital of the Group to support its operations.

In the event there is an under-subscription of the Rights Issue, the net proceeds of the Right Issue will be applied in the order of priority as set out above, starting with the repayment of the liabilities. If proceeds fall short of HK$32.27 million, the Group intends to cover the shortfall using its internal cash resources.

The Company has considered other fund-raising alternatives before resolving to the Rights Issue, including but not limited to debt financing, placing of new Shares and open offer. Debt financing or bank loans would result in additional interest burden to and higher gearing ratio of the Group. Placing of new Shares would only be available to certain placees who were not necessarily the existing Shareholders and would dilute the shareholding of the existing Shareholders in the Company. As for open offer, although it is similar to a rights issue in offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market.

In view of the above, the Board (excluding the members of the Independent Board Committee whose opinion will be rendered after considering the advice from the independent financial adviser) considers that as compared to raising fund by other means, raising funds by way of the Rights Issue, which will allow Qualifying Shareholders to participate in the future development of the Company and at the same time offer more flexibility to the Qualifying Shareholders to choose whether to maintain their respective pro-rata shareholding interests in the Company and dealing with the Shares, is an appropriate fundraising method and is fair, cost effective, efficient and beneficial to the Company and its Shareholders as a whole.

SHAREHOLDING STRUCTURES

Assuming there is no further issue or repurchase of Shares from the date of this announcement up to and including the date of completion of the Rights Issue, the table below sets out the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Rights Issue, assuming full acceptance by all Qualifying Shareholders; (iii) immediately after completion of the Rights Issue assuming none of the Qualifying Shareholders have taken up any entitlements of the Rights Shares and all the Unsubscribed Rights Shares are placed to the independent Placees:

Name of the Shareholders	**As at the date of this announcement**		**Immediately upon completion of the Rights Issue provided that all Qualifying Shareholders have taken upall their entitled Rights Shares**		**Immediately upon completion of the Rights Issue provided that none of the Qualifying Shareholders have taken up any of their entitled Rights Shares and all the Unsubscribed Shares are placed to the independent Placees**	
	Number of issued Shares	*Approximate %*	*Number of issued Shares*	*Approximate %*	*Number of issued Shares*	*Approximate %*
Public Shareholders	87,091,200	100.00	348,364,800	100.00	87,091,200	25.00
Placees	–	–	–	–	261,273,600	75.00
Total	87,091,200	100.00	348,364,800	100.00	348,364,800	100.00

EXPECTED TIMETABLE

Set out below is the expected timetable for the Rights Issue which is indicative only and has been prepared on the assumption that all the conditions of the Rights Issue will be fulfilled:

Event	**2025/2026**
Announcement of Rights Issue	Thursday, 6 November 2025
Expected despatch date of circular together with notice and form of proxy for the EGM	Tuesday, 9 December 2025
Latest time and date for lodging transfers document in order to qualify for attendance and voting at the EGM	4:30 p.m. on Tuesday, 23 December 2025
Closure of register of members of the Company for attending the EGM (both days inclusive)	Wednesday, 24 December 2025 to Friday, 2 January 2026

Event	2025/2026
Latest time and date for lodging forms of proxy for the EGM	11:00 a.m. on Wednesday, 31 December 2025
Record date for determining attendance and voting at the EGM	Friday, 2 January 2026
Expected date and time of the EGM	11:00 a.m. on Friday, 2 January 2026
Announcement of poll results of the EGM	Friday, 2 January 2026
Register of members of the Company re-opens	Monday, 5 January 2026
The following events are conditional upon the results of the EGM and therefore the dates are tentative only.	
Last day of dealing in the Share on a cum-rights basis	Monday, 5 January 2026
First day of dealing in the Share on an ex-rights basis	Tuesday, 6 January 2026
Latest time for the Shareholders to lodge transfer of Shares in order to qualify for the Rights Issue	4:30 p.m. on Wednesday, 7 January 2026
Closure of register of members of the Company for the Rights Issue (both days inclusive)	Thursday, 8 January 2026 to Wednesday, 14 January 2026
Record Date for determining entitlements to the Rights Issue	Wednesday, 14 January 2026
Register of members of the Company re-opens	Thursday, 15 January 2026
Despatch of Prospectus Documents	Thursday, 15 January 2026
First day of dealings in nil-paid Rights Shares	Monday, 19 January 2026
Latest time for splitting of provisional allotment letter	4:30 p.m. on Wednesday, 21 January 2026
Last day of dealings in nil-paid Rights Shares	Monday, 26 January 2026
Latest time for acceptance of and payment for the Rights Issue Shares	4:00 p.m. on Thursday, 29 January 2026

Event	**2025/2026**
Announcement of the number of the Placing Shares subject to the Unsubscribed Arrangements	Wednesday, 4 February 2026
Commencement of placing of the Placing Shares by the Placing Agent	Thursday, 5 February 2026
Latest time of placing of the Placing Shares by the Placing Agent	6:00 p.m. on Thursday, 12 February 2026
Latest day for the Rights Issue and placing of the Placing Shares to become unconditional	4:00 p.m. on Friday, 13 February 2026
Announcement of 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)	Wednesday, 25 February 2026
Refund cheques to be despatched (if the Rights Issue does not proceed)	Thursday, 26 February 2026
Certificates for fully-paid Rights Shares to be despatched	Thursday, 26 February 2026
Expected commencement of dealings in fully-paid Rights Shares.	9:00 a.m. on Friday, 27 January 2026
Payment of Net Gain to relevant No Action Shareholders or Excluded Shareholders	Tuesday, 10 March 2026

All times and dates in this announcement refer to Hong Kong local times and dates.

Dates or deadlines specified in the expected timetable above or in other parts of this announcement are indicative only and may be extended or varied by the Company. Any change to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by super typhoons announced by the government of Hong Kong or a "black" rainstorm warning:

(i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Thursday, 29 January 2026. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or

(ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Thursday, 29 January 2026. Instead, the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m..

If the Latest Time for Acceptance does not take place on the currently scheduled date, the dates mentioned in the "Expected timetable" above may be affected. An announcement will be made by the Company in such event as soon as practicable.

EQUITY FUNDRAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company's equity fund raising exercises over the past 12-month period immediately preceding the date of this announcement are set out below.

Date of initial announcement	Event	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of proceeds as at the date of this announcement
8 November 2024	Placing of new shares under general mandate	HK$3.94 million	Approximately HK$3.94 million which will be used for expenditure for current business operation, development and general working capital	Fully utilised as intended
15 October 2025	Placing of New Shares Under General Mandate	HK$5.7 million	Approximately HK$5.7 million will be used for expenditure for current business operation, development and general working capital	Lapsed on 5 November 2025

GEM LISTING RULES IMPLICATIONS

As the Rights Issue will increase the number of the issued Shares by more than 50%, in accordance with Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on approval by Independent Shareholders in a general meeting by a resolution on which all controlling Shareholders and their associates or, where there is no controlling Shareholder, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the Rights Issue. As at the date of this announcement, the Company has no controlling Shareholder, and none of the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates have interest in the Shares. Therefore, no shareholder is required to abstain from voting in favour of the resolution(s) relating to the Rights Issue and the transactions contemplated thereunder at the EGM.

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders as to whether the terms of the Rights Issue are fair and reasonable and in the interest of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote at the EGM. In this connection, the Company will appoint an independent financial adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Rights Issue and the transactions contemplated thereunder are fair and reasonable.

EGM

The register of members of the Company will be closed from Wednesday, 24 December 2025 to Friday, 2 January 2026 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM. For the avoidance of doubt, the Excluded Shareholders are entitled to attend and vote at the EGM.

GENERAL

The EGM will be convened for the Shareholders to consider and, if thought fit, approve the Rights Issue. A circular containing, among other things, (i) further details of the Rights Issue; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders on the Rights Issue; and (iv) a notice convening the EGM, is expected to be despatched to the Shareholders on or before Tuesday, 9 December 2025.

Subject to the fulfilment of certain conditions of the Rights Issue including the approval of the Shareholders at the EGM, the Company will despatch the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders on the Prospectus Posting Date. Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Company may despatch the Prospectus to the Excluded Shareholders for their information only but the Company will not send the PAL to the Excluded Shareholders.

WARNING 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. Any dealing in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, 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.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

"Application Form(s)"	the form(s) of application to be issued to the Qualifying Shareholders to apply for the Rights Shares for their assured entitlement under the Rights Issue
"associate(s)"	has the same meaning ascribed to thereto under the GEM Listing Rules
"Board"	the board of Directors
"Business Day(s)"	a day(s) (excluding Saturday, Sunday and any day on which "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business

"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CCASS Operational Procedures"	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
"Companies (WUMP) Ordinance"	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
"Company"	Winto Group (Holdings) Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on GEM of the Stock Exchange
"Directors"	the directors of the Company
"EGM"	the general meeting of the Company to be held and convened to consider and approve the Rights Issue
"Excluded Shareholders"	those Overseas Shareholders whom the Rights Shares are not offered
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Independent Board Committee"	an independent board committee of the Board which comprises all the independent non-executive Directors and is established to advise the Independent Shareholders in respect of the Rights Issue
"Independent Shareholders"	Shareholders who are not required to abstain from voting at the EGM
"Independent Third Parties"	third parties independent of and not connected with the Company and its connected persons

"Last Trading Day"	6 November 2025, being the last full trading day before the publication of this announcement
"Latest Time for Acceptance"	4:00 p.m. on Thursday, 29 January 2026, being the latest time for acceptance of the offer of and payment for the Rights Shares
"Net Gain"	any premiums paid by the Placees over the Subscription Price for the Placing Shares placed by the Placing Agent
"No Action Shareholders"	Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) in their assured entitlements
"Overseas Shareholders"	the Shareholders (whose names appears on the register of members of the Company at the close of business on the Record Date) with registered addresses outside Hong Kong
"PAL(s)"	the provisional allotment letter(s) issued to the Qualifying Shareholders for the Right Shares
"Placees"	individuals, corporate, institutional investors or other investors, procured by the Placing Agent and/or its sub-placing agents to subscribe for the Placing Shares pursuant to the Placing Agreement
"Placing"	the placing of the Placing Shares
"Placing Agent"	Advent Securities (Hong Kong) Limited, a licensed corporation to carry on Type 1 (dealing in securities) regulated activity under the SFO, being the placing agent appointed by the Company to place the Placing Shares under the Unsubscribed Arrangements
"Placing Agreement"	the placing agreement dated 6 November 2025 entered into between the Company and the Placing Agent in relation to the placing of the Placing Shares
"Placing Price"	the placing price of each of the Placing Shares shall be not less than the Subscription Price. The final price will be dependent on the demand and market conditions of the Placing Shares during the process of Placing
"Placing Shares"	the placing of the Unsubscribed Rights Shares

"Prospectus"	the prospectus to be issued to the Shareholders containing details of the Rights Issue
"Prospectus Documents"	the Prospectus and the PAL(s)
"Prospectus Posting Date"	Thursday, 15 January 2026 or such other date as the Company may determine, being the date on which the Prospectus Documents are posted to the Qualifying Shareholders
"Qualifying Shareholders"	Shareholders, other than the Excluded Shareholders, whose names appear on the register of members of the Company at the close of business on the Record Date
"Record Date"	Wednesday, 14 January 2026 or such other date as may be determined by the Company, being the date by reference to which the Shareholders' entitlements to the Rights Issue are to be determined
"Rights Issue"	the proposed issue of the Rights Shares by way of Rights Issue at the Subscription Price to be made by the Company to the Qualifying Shareholders on the basis of three (3) Rights Share for every one (1) Share held on the Record Date in accordance with the terms and conditions set out in the Prospectus
"Rights Shares"	up to 261,273,600 new Share(s) to be allotted and issued pursuant to the Rights Issue
"SFC"	the Securities and Futures Commission
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share Registrar"	Tricor Investor Services Limited
"Shareholders"	holders of the Shares
"Shares"	ordinary share(s) in the share capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription Price"	the subscription price of HK$0.20 per Rights Share under the Rights Issue

"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"Unsubscribed Arrangements"	arrangements to place the Unsubscribed Rights Shares by the Placing Agent on a best effort basis to investors who (or as the case maybe, their ultimate beneficial owner(s)) are Independent Third Parties pursuant to Rule 10.31(1)(b) of the GEM Listing Rules
"Unsubscribed Rights Shares"	the Rights Shares that are not subscribed by the Qualifying Shareholders

For and on behalf of the Board
Winto Group (Holdings) Limited
Lao Lai
Executive Director

Hong Kong, 6 November 2025

As at the date of this announcement, the Board comprises Ms. Lao Lai as executive Director and Ms. Wong Chi Ling and Mr. Lee Kwok Lun 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.