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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

ADVENT

宏智證券(香港)

Advent Securities (Hong Kong) Limited

Reference is made to the announcements of Winto Group (Holdings) Limited dated 8 November 2024 and 27 November 2024 in relation to the Placing (the “**Announcements**”). Capitalised terms used herein shall have the same meanings as defined in the Announcements unless otherwise stated herein.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions set out in the Placing Agreement had been fulfilled and Completion took place on 3 December 2024. An aggregate of 124,416,000 Placing Shares have been successfully placed by the Placing Agent at the Placing Price of HK\$0.035 per Placing Share pursuant to the terms and conditions of the Placing Agreement to not less than six Placees.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Placees are professional, institutional or other investors who and whose respective ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons. None of the Placees has become a substantial shareholder (as defined under the Listing Rules) of the Company immediately upon completion of the Placing.

The 124,416,000 Placing Shares represent approximately 16.67% of the existing issued share capital of the Company as at the date of this announcement immediately prior to Completion and approximately 14.29% of the issued share capital of the Company as enlarged by the Placing Shares.

The gross proceeds from the Placing will be approximately HK\$4.35 million and the net proceeds from the Placing (after deducting the placing commission for the Placing and other relevant expenses) will be approximately HK\$3.94 million. The Company intends to apply the net proceeds from the Placing for expenditure for current business operation, development and general working capital.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after Completion are as follows:

Shareholders	Immediately before Completion		Immediately after Completion	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Source Creation International Limited (note)	343,300	0.05	343,300	0.04
Muhammad Shaifadila Binti Placees	39,376,000	5.27	39,376,000	4.52
Other public Shareholders	–	–	124,416,000	14.29
	<u>706,776,700</u>	<u>94.68</u>	<u>706,776,700</u>	<u>81.15</u>
Total	<u>746,496,000</u>	<u>100.00</u>	<u>870,912,000</u>	<u>100.00</u>

Note: Source Creation International Limited is incorporated in the British Virgin Islands with limited liabilities and wholly owned by Mr. Lui Man Wah (“**Mr. Lui**”). Mr. Lui is an executive director of the Company.

By Order of the Board
Winto Group (Holdings) Limited
Hung Yuen Kin
Executive Director

Hong Kong, 3 December 2024

As at the date of this announcement, the Board comprises Mr. Lui Man Wah, Mr. Hung Yuen Kin and Mr. Wong Yuk as executive Directors and Ms. Wong Chi Ling, Mr. Lin Zexin and Ms. Liu Xiaomin 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>.