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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)

CLARIFICATION ANNOUNCEMENT REGARDING PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement (the “Announcement”) of Winto Group (Holdings) Limited (the “Company”) dated 8 November 2024 in relation to, among others, the proposed placing of new shares under general mandate of the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Company clarify that the maximum number of shares that can be issued under the General Mandate should be 124,416,000 Shares, instead of 149,299,200 Shares. The corresponding changes regarding the Placing are underlined for easy reference.

Accordingly, the number of Placing Shares will be up to 124,416,000 Placing Shares under the Placing represent (i) approximately 16.67% of the existing issued Shares as at the date of this announcement; and (ii) approximately 14.29% of the total number of issued Shares as enlarged by the Placing, assuming no further change in the issued Shares prior to the Completion. The aggregate nominal value of the Placing Shares under the Placing will be HK\$2,488,320.

The maximum gross proceeds from the Placing will be approximately HK\$4.35 million. The maximum net proceeds from the Placing (after deducting the commission payable to the Placing Agent, professional fees and other related costs and expenses incurred in the Placing) will be approximately HK\$3.94 million which will be used for expenditure for current business operation, development and general working capital.

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company immediately upon Completion are set out below for illustration purposes:

Shareholders	As at the date of this announcement		Immediately upon Completion (assuming the Placing Shares are fully placed)	
	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%
	706,776,700	94.68%	706,776,700	81.15%
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.

Save as clarified above, all information set out in the Announcement remains unchanged. This clarification announcement is supplemental to and should be read in conjunction with the Announcement.

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

Hong Kong, 27 November 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>.