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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Winto Group (Holdings) Limited.*

**Noble Gate International Limited**

*(Incorporated in British Virgin Islands with limited liability)*

**WINTO GROUP (HOLDINGS) LIMITED**

**惠陶集團(控股)有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock code: 8238)**

## **JOINT ANNOUNCEMENT**

### **FURTHER DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT**

Reference is made to (i) the joint announcement of the Company and the Offeror dated 28 November 2017 in relation to, among others, the sale and purchase of the Sale Shares and the possible mandatory unconditional cash offer (the “**Joint Announcement**”); and (ii) the joint announcement dated 19 December 2017 issued by the Company and the Offeror in relation to, among others, the delay in despatch of the composite offer document regarding the Offer (the “**Composite Document**”). Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

### **FURTHER DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT**

As stated in the Joint Announcement, it is the intention of the Offeror and the Company to combine the offer document from the Offeror and the offeree board circular from the Company into the Composite Document.

In accordance with Rule 8.2 of the Takeovers Code, the Composite Document, together with the relevant forms of acceptance and transfer, are required to be despatched to the Shareholders within 21 days from the date of the Joint Announcement, i.e. on or before 19 December 2017, unless the Executive grants a consent for extension. The Executive has granted its consent to the extension of the latest time for the despatch of the Composite Document to 10 January 2018.

As additional time is required to finalise the letter from the independent financial adviser in relation to the Offer which is to be included in the Composite Document, an application has been made to the Executive and the Executive has indicated that it is

mind to grant consent under Rule 8.2 of the Takeovers Code to extend the latest time for despatch of the Composite Document (accompanied by the relevant forms of acceptance and transfer) from 10 January 2018 to 23 January 2018.

Further announcement will be jointly made by the Company and the Offeror when the Composite Document together with the forms of acceptance and transfer are despatched.

## **DEALINGS DISCLOSURE**

In accordance with Rule 3.8 of the Takeovers Code, the associates (within the meaning ascribed thereto under the Takeovers Code, including but not limited to any person holding 5% or more of a class of relevant securities of the Company) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company pursuant to Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

### ***“Responsibilities of stockbrokers, banks and other intermediaries***

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

By order of the board of directors of  
**Noble Gate International Limited**  
**Tang Yau Sing**  
*Director*

By order of the board of directors of  
**Winto Group (Holdings) Limited**  
**Mak Wai Kit**  
*Executive Director*

Hong Kong, 10 January 2018

*As at the date of this joint announcement, the Board comprises three executive directors, namely, Mr. Mak Wai Kit, Ms. Law Shiu Wai and Mr. Tang Yau Sing; one non-executive director, namely Mr. Liu Kwong Chi Nelson and three independent non-executive directors, namely, Mr. Tsang Ho Ka Eugene, Ms. Wong Fei Tat and Mr. Pang Siu Yin.*

*The Directors jointly and severally accept full responsibility for accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Tang Yau Sing.*

*The sole director of the Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Vendor, the Group and their respective associates and parties acting in concert with any of them) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Vendor, the Group and their respective associates and parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*

*The English text of this joint announcement shall prevail over its Chinese text.*

*This joint announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> 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>.*