

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本公告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

(於開曼群島註冊成立的有限公司)

(股份代號：8238)

截至2023年3月31日止三個月

首季業績公告

香港聯合交易所有限公司(「聯交所」)GEM的特色

GEM的地位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司一般為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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本公告的資料乃遵照聯交所《GEM證券上市規則》(「GEM上市規則」)而刊載，旨在提供有關惠陶集團(控股)有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本公告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本公告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本公告或其所載任何陳述產生誤導。

本公司董事會(「董事會」)欣然公佈本公司及其附屬公司(「本集團」)截至2023年3月31日止三個月的未經審核綜合業績(「首季業績」)。本公告載有本公司2023年第一季度報告全文，符合GEM上市規則有關附帶補充首季業績初步公告資料的相關披露規定。

承董事會命
惠陶集團(控股)有限公司
執行董事
熊遠健

香港，2023年5月15日

於本公告日期，董事會包括執行董事呂文華先生及熊遠健先生；以及獨立非執行董事黃子玲女士、林澤鑫先生及李文洋先生。

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本公告將自其刊發之日起計至少保留七日於GEM網站<http://www.hkgem.com>的「最新公司公告」頁內，並將於本公司網站<http://www.wintogroup.hk>登載及保留。

WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 8238



第一季度報告 **2023**
FIRST QUARTERLY REPORT

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of Winto Group (Holdings) Limited (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 (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 report 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 report misleading.

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

未經審核簡明綜合損益及其他全面收益表

The board (the “Board”) of Directors of Winto Group (Holdings) Limited is pleased to announce the unaudited condensed consolidated financial results of the Company and its subsidiaries (the “Group”) for the three months ended 31 March 2023 together with the comparative unaudited figures for the corresponding period in 2022 as follows:

惠陶集團(控股)有限公司董事會(「董事會」)欣然公佈本公司及其附屬公司(「本集團」)截至2023年3月31日止三個月的未經審核簡明綜合財務業績連同2022年同期的未經審核比較數字如下：

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 31 March 2023

未經審核簡明綜合損益及其他全面收益表

截至2023年3月31日止三個月

		Three months ended 31 March		
		截至3月31日止三個月		
		2023	2022	
		2023年	2022年	
		HK\$'000	HK\$'000	
		千港元	千港元	
	Notes			
	附註			
Revenue	收益	3	2,208	8,393
Cost of sales	銷售成本		(916)	(3,255)
Gross profit	毛利		1,292	5,138
Other income	其他收入		-	-
Operating expenses	經營開支		(2,058)	(3,241)
Finance costs	財務費用		(366)	(649)
(Loss)/Profit before tax	除稅前(虧損)/溢利		(1,132)	1,248
Income tax expense	所得稅開支	4	-	-
(Loss)/Profit and total comprehensive (expense) income for the period	期內(虧損)/溢利及全面(開支)收入總額		(1,132)	1,248

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

未經審核簡明綜合損益及其他全面收益表

		Three months ended 31 March	
		截至3月31日止三個月	
		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
		Notes	
		附註	
(Loss)/Profit for the period attributable to:	應佔期內(虧損)/溢利：		
Owners of the Company	本公司擁有人	(1,112)	1,373
Non-controlling interests	非控股權益	(20)	(125)
		(1,132)	1,248
(Loss)/Profit per share	每股(虧損)/溢利		
Basic and diluted (HK cent)	基本及攤薄(港仙)	6	(0.21)
			0.26

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核簡明綜合權益變動表

For the three months ended 31 March 2023 截至2023年3月31日止三個月

		Attributable to owners of the Company 本公司擁有人應佔					Non-controlling interests	Total equity	
		Share capital 股本	Share premium 股份溢價	Statutory reserve 法定儲備	Capital reserve 資本儲備	Accumulated losses 累計虧損	Sub-total 小計	Non-controlling interests 非控股權益	Total equity 權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2022 (audited)	於2022年1月1日 (經審核)	8,640	94,331	49	7,591	(96,602)	14,009	(89)	13,920
Issuance of new shares	發行新股份	1,728	6,048	-	-	-	7,776	-	7,776
Total comprehensive income/ (expense) for the period	期內全面收入/ (開支)總額	-	-	-	-	1,373	1,373	(125)	1,248
As at 31 March 2022 (unaudited)	於2022年3月31日 (未經審核)	10,368	100,379	49	7,591	(95,229)	23,158	(214)	22,944
At 1 January 2023 (audited)	於2023年1月1日 (經審核)	10,368	100,379	49	7,591	(86,498)	31,889	(163)	31,726
Total comprehensive expenses for the period	期內全面開支總額	-	-	-	-	(1,112)	(1,112)	(20)	(1,132)
As at 31 March 2023 (unaudited)	於2023年3月31日 (未經審核)	10,368	100,379	49	7,591	(87,610)	(30,777)	(183)	30,594

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

未經審核簡明綜合財務業績附註

1. GENERAL INFORMATION AND BASIS OF PREPARATION

The Company was incorporated in the Cayman Islands on 7 December 2012, as an exempted company with limited liability under the Companies Law (as Revised) of the Cayman Islands. The Company's shares have been listed on GEM since 16 February 2015 (the "Listing").

The unaudited condensed consolidated financial results of the Group for the three months ended 31 March 2023 are presented in Hong Kong dollars ("HK\$"), unless otherwise stated.

The unaudited condensed consolidated financial results of the Group for the three months ended 31 March 2023 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the GEM Listing Rules. The unaudited condensed consolidated financial results have been prepared under the historical cost basis, except for certain financial instruments that are measured at fair value at the end of each reporting period.

1. 一般資料及編製基準

本公司於2012年12月7日根據開曼群島公司法(修訂本)在開曼群島註冊成立為一間獲豁免有限公司。本公司股份自2015年2月16日起於GEM上市(「上市」)。

除另有指明外，本集團截至2023年3月31日止三個月的未經審核簡明綜合財務業績乃以港元(「港元」)呈列。

本集團截至2023年3月31日止三個月的未經審核簡明綜合財務業績已按照香港會計師公會頒佈的香港財務報告準則(「香港財務報告準則」)及GEM上市規則的披露規定編製。未經審核簡明綜合財務業績已根據歷史成本基準編製，惟於各報告期末以公平值計量的若干金融工具除外。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

未經審核簡明綜合財務業績附註

2. SIGNIFICANT ACCOUNTING POLICIES

The preparation of the unaudited condensed consolidated financial results in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The unaudited condensed consolidated financial results should be read in conjunction with the Group's audited consolidated financial statements and notes thereto for the year ended 31 December 2022.

Adoption of new and amendments to HKFRSs

The adoption of the new and amendments to HKFRSs that are relevant to the Group and effective from the current period, did not have any significant effect on the results and financial position of the Group for the current and prior accounting periods.

The Group has not early adopted any new and amendments to HKFRSs that have been issued but are not yet effective for the current period. The Directors anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 重大會計政策

編製符合香港財務報告準則的未經審核簡明綜合財務業績需要使用若干關鍵會計估計。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。未經審核簡明綜合財務業績應與本集團截至2022年12月31日止年度的經審核綜合財務報表及其附註一併省閱。

採納新訂香港財務報告準則及其修訂

採納與本集團相關並自本期間起生效的新訂香港財務報告準則及其修訂對本集團於本會計期間及過往會計期間的業績及財務狀況並無任何重大影響。

本集團並無提早採納於本期間內已頒佈但尚未生效的任何新訂香港財務報告準則及其修訂。董事預計應用所有新訂香港財務報告準則及其修訂於可見未來對綜合財務報表將無重大影響。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

未經審核簡明綜合財務業績附註

3. REVENUE

An analysis of the Group's revenue for the period is as follows:

3. 收益

本集團期內收益分析如下：

		Three months ended 31 March	
		截至3月31日止三個月	
		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Publications and advertising income	刊物及廣告收入	1,988	4,684
Outdoor advertising income	戶外廣告收入	220	3,617
Provision of exhibition and trade show and related services	提供展覽及貿易展覽及相關服務	-	92
		2,208	8,393

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

未經審核簡明綜合財務業績附註

4. INCOME TAX EXPENSE

4. 所得稅開支

		Three months ended 31 March	
		截至3月31日止三個月	
		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong Profits Tax	香港利得稅		
- Current tax	- 即期稅項	-	-
Macau Complementary Tax	澳門所得補充稅		
- Current tax	- 即期稅項	-	-

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. There is no impact to the Group as the Group does not have any assessable profit in Hong Kong.

Macau Complementary Tax is calculated at 12% of the estimated assessable profits for the years.

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「條例草案」)，引入利得稅兩級制。條例草案於2018年3月28日獲簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格集團主體首2,000,000港元的溢利稅率為8.25%，而超過2,000,000港元的溢利稅率則為16.5%。不符合利得稅兩級制的集團主體的溢利將繼續按16.5%的劃一稅率納稅。由於本集團於香港並無任何應課稅溢利，故並無對本集團構成影響。

澳門所得補充稅乃按該等年度的估計應課稅溢利12%計算。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

未經審核簡明綜合財務業績附註

5. DIVIDEND

No dividend has been paid or proposed by the Group for the three months ended 31 March 2023 (three months ended 31 March 2022: nil).

5. 股息

本集團於截至2023年3月31日止三個月並無派付或建議派付任何股息(截至2022年3月31日止三個月：無)。

6. (LOSS)/PROFIT PER SHARE

The calculation of basic and diluted profit or loss per share attributable to the owners of the Company is based on the below figures:

6. 每股(虧損)/溢利

本公司擁有人應佔每股基本及攤薄溢利或虧損乃根據以下數據計算：

		Three months ended 31 March	
		截至3月31日止三個月	
		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
(Loss)/Profit for the period attributable to owners of the Company	本公司擁有人應佔期內(虧損)/溢利	(1,112)	1,373
Weighted average number of ordinary shares for the purpose of calculation of (loss)/profit per share	就計算每股(虧損)/溢利的普通股加權平均數	518,400,000	518,400,000

The computation of diluted profit or loss per share does not assume the conversion of the Company's outstanding share options since their assumed exercise would result in a decrease in profit or loss per share.

計算每股攤薄溢利或虧損並無假設本公司之尚未行使購股權已獲轉換，因其假設行使將引致每股溢利或虧損減少。

No diluted profit or loss per share has been presented for the three months ended 31 March 2023 and 2022 because there were no potential ordinary shares outstanding during the periods.

概無就截至2023年及2022年3月31日止三個月呈列每股攤薄溢利或虧損，原因為於該等期間並無已發行的潛在普通股。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW AND PROSPECTS

Since early 2020, the novel coronavirus (“COVID-19”) pandemic spread worldwide and caused significant threats to the global health and economy. The prolonged COVID-19 pandemic in 2021 and 2022, had resulted in, among other things, ongoing travel restrictions, prolonged closures of workplaces, lockdowns in Guangdong-Hong Kong-Macau Greater Bay Area. COVID-19 outbreaks in Hong Kong and Guangdong were experienced in the early part of the year 2022 and in Macau in June 2022. Throughout most of 2022 Macau’s tourism business was severely impacted by pandemic. Visitation to Macau was severely disrupted during the year 2022, with total visitation of 5.7 million a reduction of 26.0% from the number of visitors in 2021, and only 14.5% of the number of visitor arrivals in 2019—the last pre-pandemic year.

In addition, on January 18, 2022, the Macau Legislative Assembly published a draft bill entitled Amendment to Law No. 16/2001 to amend Macau’s gaming law (the “Gaming Law”). During 2022, most of the companies in Macau Market, especially those in tourism and hotel industry, were adopting a wait-and-see approach to monitor the Macau government’s Gaming Law amendment and concession renewal process, and assess the potential impact on Macau economy. The new gaming concession was finally confirmed in December 2022.

業務回顧及前景

自2020年初，新型冠狀病毒(「COVID-19」)疫情於世界各地蔓延並對全球健康及經濟構成重大威脅。2021年及2022年COVID-19疫情持續已導致(其中包括)實施持續旅遊限制、辦公場所延長關閉、粵港澳大灣區封城措施。香港及廣東於2022年年初爆發COVID-19，而澳門則於2022年6月爆發。2022年大部分時間，澳門的旅遊業務受疫情嚴重影響。2022年期間，到澳門旅客受到嚴重干擾，總訪客數量為5.7百萬人次，比2021年的訪客數量減少26.0%，僅有2019年－疫情前最後一年訪客數量的14.5%。

此外，於2022年1月18日，澳門立法會公佈了《修改第16/2001號法律〈娛樂場幸運博彩經營法律制度〉》(「博彩法」)條例草案。2022年期間，澳門市場大部分公司，尤其是旅遊及酒店業的公司，均採取觀望態度，以監察澳門政府博彩法修訂及特許經營權更新的程序，並評估對澳門經濟的潛在影響。新博彩業特許經營權最終於2022年12月落實。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Suffered from the threats from hotel and tourism industry and gaming industry in Macau economy, the demand for advertisement was severely affected, and lasted longer than expectation, i.e., the first quarter of 2023.

Around the end of 2022, Macau and Mainland travel restrictions were materially relaxed. Current regulations permit visitors from the Mainland, Hong Kong and Taiwan to visit Macau without proof of COVID-19 testing. Visitors from other areas are currently permitted with proof of negative nucleic acid test or rapid antigen test within 48 hours. All quarantine requirements have been suspended.

Although the number of visitors was gradually increased in the first quarter of 2023, the Macau companies would prefer to place tinier and more diversified advertisements to test the water of Macau market in the new fiscal year. Hence, the demand of publications and advertising business and the outdoor advertising business was decreased as result.

Going forward, while the pandemic's impact is expected to ease, it is still premature to conclude that the advertising industry, or indeed many other industries are out of the woods. With geopolitical tensions and economic challenges being among the concerns that have yet to be resolved, the business climate will continue to be clouded with uncertainty. Nevertheless, the Group is highly resilient owing to its many competitive strengths. With a full portfolio of industry-leading innovation-driven solutions, an extremely efficient and optimised media network, and financial health, we are ready and able to seize on market opportunities as they emerge. We will also continue to work vigorously with our advertiser customers, brands, and media owners to break new ground and achieve mutually favourable goals.

由於受到澳門經濟中的酒店及旅遊業以及博彩業的影響，廣告需求受到嚴重打擊，而且持續的時間超出預期，即2023年第一季度。

大約於2022年底，澳門及內地大幅放寬旅遊限制。目前的規定准許來自內地、香港及台灣的旅客在沒有COVID-19檢測證明的情況下到訪澳門。來自其他地區的旅客目前則需提供48小時內的核酸測試或快速抗原測試陰性證明。所有檢疫要求均已暫停。

雖然2023年第一季度訪客數量逐漸增加，但澳門公司更願意在新財政年度投放更小及更多樣化的廣告來試探澳門市場。因此，刊物及廣告業務以及戶外廣告業務的需求因此減少。

展望將來，雖然預計疫情的影響將會淡化，不過要斷定廣告業以至其他不同行業已走出陰霾仍言之尚早。在地緣政治緊張局勢及經濟挑戰等令人關注的議題尚未得到解決的情況下，營商環境將繼續充斥著不明朗因素。儘管如此，本集團具備眾多競爭優勢，使其擁有很強復原能力。憑藉行業領先的創新導向解決方案、極其高效及優化的媒體網絡以及穩健的財政所呈現的完整實力，我們已做好準備，把握隨時湧現的市場機遇。我們將繼續與廣告客戶、品牌及媒體擁有人通力合作，致力開拓創新及實現互利雙贏的目標。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

Total revenue decreased approximately HK\$6,185,000 from approximately HK\$8,393,000 for the three months ended 31 March 2022 to approximately HK\$2,208,000 for the three months ended 31 March 2023. It was mainly due to the slowdown in the outdoor advertising business and exhibition and trade show and related services, which were caused the decrease in demand of outdoor advertising in the Macau market.

Cost of Sales

The cost of sales decreased from approximately HK\$3,255,000 for the three months ended 31 March 2022 to approximately HK\$916,000 for the three months ended 31 March 2023. The decrease was due to the decreased cost of outdoor advertising business.

Gross Profit

Gross profit decreased from approximately HK\$5,138,000 for the three months ended 31 March 2022 to approximately HK\$1,292,000 for the three months ended 31 March 2023. The decrease in gross profit was mainly due to the decrease in sales volume.

Operating Expenses

The operating expenses of the Group decreased by approximately HK\$1,183,000 from approximately HK\$3,241,000 for the three months ended 31 March 2022 to approximately HK\$2,058,000 for the three months ended 31 March 2023. The decrease in the operating expenses was mainly due to the decrease in legal and professional expenses and share placing expenses, and effective cost control in operating expenses.

財務回顧

收益

總收益由截至2022年3月31日止三個月約8,393,000港元減少約6,185,000港元至截至2023年3月31日止三個月約2,208,000港元，主要由於戶外廣告業務以及展覽及貿易展覽及相關服務因澳門市場對戶外廣告的需求減少而放緩所致。

銷售成本

銷售成本由截至2022年3月31日止三個月約3,255,000港元減少至截至2023年3月31日止三個月約916,000港元。該減少乃由於戶外廣告業務成本減少所致。

毛利

毛利由截至2022年3月31日止三個月約5,138,000港元減少至截至2023年3月31日止三個月約1,292,000港元。毛利減少主要由於銷售量下降。

經營開支

本集團經營開支由截至2022年3月31日止三個月約3,241,000港元減少約1,183,000港元至截至2023年3月31日止三個月約2,058,000港元。經營開支減少主要由於法律及專業開支及股份配售開支減少，以及有效控制經營開支成本所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Finance Costs

Finance costs of the Group amounted to approximately HK\$366,000 and HK\$649,000 respectively for the three months ended 31 March 2023 and 2022, mainly consisted of the interest payable to a shareholder as borrower.

Events after the reporting period

i) **2023 Placing of New Shares**

On 13 March 2023, Silverbricks Securities Company Limited (the "Silverbricks") as the placing agent and the Company entered into a placing agreement (the "2023 Placing Agreement") pursuant to which the Company proposes to offer for subscription and the Silverbricks has agreed to procure not less than six places on a best effort basis to subscribe for up to 103,680,000 placing shares (the "New Placing Shares") at a price of HK\$0.14 per New Placing Share. The New Placing Shares will be allotted and issued pursuant to the General Mandate on or before 31 March 2023. For further details, please refer to the Company's announcements dated 13 March 2023 and 14 March 2023.

On 3 April 2023, the Placing was completed in accordance with the terms of the 2023 Placing Agreement. An aggregate of New Placing Shares, representing approximately 16.67% of the issued share capital of the Company immediately after completion of the Placing, have been successfully placed to not less than six Placers at the Placing Price of HK\$0.14 per New Placing Share. The net proceeds from the Placing, after deduction of all relevant expenses (including but not limited to placing commission, legal expenses and disbursements), are approximately HK\$14.2 million.

融資成本

本集團截至2023及2022年3月31日止三個月的融資成本分別為約366,000港元及649,000港元，主要包括向一名作為借款人的股東應付的利息。

報告期後的事件

i) **2023年配售新股份**

於2023年3月13日，元庫證券有限公司（「元庫證券」，作為配售代理）與本公司訂立配售協議（「2023年配售協議」），據此，本公司擬提呈以供認購，而元庫證券已同意按竭誠盡力基準促使不少於六名承配人認購最多103,680,000股配售股份（「新配售股份」），價格為每股新配售股份0.14港元。新配售股份將於2023年3月31日或之前根據一般授權配發及發行。有關更多詳情，請參閱本公司日期為2023年3月13日及2023年3月14日的公告。

於2023年4月3日，配售事項已根據2023年配售協議的條款完成。新配售股份（合共佔緊隨配售事項完成後的本公司已發行股本約16.67%）已按每股新配售股份0.14港元的配售價格成功配售予不少於六名承配人。配售事項之所得款項淨額經扣除一切相關費用（包括但不限於配售佣金、法律費用及報銷費用）為約14,200,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Company intends to use the net proceeds for expenditure for current business development of the Group. For further details, please refer to the Company's announcement dated 3 April 2023.

The Directors consider that the New Placing Shares will strengthen the Group's financial position and represents an opportunity to raise additional funding for the business operations of the Group and will, and enlarge Shareholders' base of the Company which may in turn enhance the liquidity of the Shares, and provide working capital to the Group to meet any financial obligations of the Group without any interest burden, within a relatively shorter time frame and at lower costs when compared with other means of fundraising.

As at the date of this report, the net proceeds from the Placing have not been utilised.

ii) Business update

The Company resolved to develop business related to the sales of fast moving customer goods, including but not limited to traditional Chinese medicine and beauty and cosmetics products in Hong Kong, that is expected to create synergies with the existing advertising business of the Group and to diversify the business and product portfolio. The Board considers that this new business segment is beneficial to the Company and its shareholders as a whole.

本公司有意將所得款項淨額用作本集團當前業務發展之支出。有關更多詳情，請參閱本公司日期為2023年4月3日的公告。

董事認為，新配售股份將會加強本集團之財務狀況並為本集團提供籌集額外資金以供本集團業務營運的良機，並將擴大大公司之股東基礎，從而加強股份的流通性，且較其他資金籌集方法而言，能於相對較短時間內以較低成本為本集團提供營運資金以應付本集團任何財務責任，而無須背負任何利息包袱。

於本報告日期，並未動用配售事項所得款項淨額。

ii) 業務最新情況

本公司決議於香港開發有關快速消費品的銷售業務，包括但不限於傳統中醫藥以及美容及化妝品，預期將與本集團現有廣告業務創造協同效應，並使業務及產品組合多元化。董事會認為有關新業務分部對本公司及其股東整體有利。

OTHER INFORMATION

其他資料

DIRECTORS AND CHIEF EXECUTIVES' INTEREST AND/OR SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 31 March 2023, interest and short position of the Directors and chief executives in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, required to be notified to the Company and the Stock Exchange, were as follows:

(A) Interest in Shares of the Company

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及／或淡倉

於2023年3月31日，董事及主要行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關條文被當作或視作擁有的權益及淡倉)，或根據證券及期貨條例第352條須由本公司存置之登記冊所記錄的權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

(A) 於本公司股份的權益

Name of Director	Capacity	Interest in Shares	Approximate percentage of issued Share Capital of the Company
董事姓名	身份	於股份的權益	本公司已發行股本概約百分比
Mr. Lui Man Wah	Interests in a controlled corporation (Note)	320,023,300 (L)	61.73%
呂文華先生	受控法團權益(附註)		

OTHER INFORMATION

其他資料

Notes:

1. Mr. Lui Man Wah is the ultimate beneficial owner of these Shares, of which Shares is directly held by Source Creation International Limited ("Source Creation"). The entire issued share capital of Source Creation are wholly owned by Mr. Lui Man Wah.
2. Duplication occurs in respect of the interests held by Mr. Lui Man Wah and Source Creation which they represented the same block of Shares.
3. As at 31 March 2023, the Company has 518,400,000 Shares in issue.

Abbreviation: "L" stands for long position.

附註：

1. 呂文華先生為有關股份的最終實益擁有人，有關股份由創源國際有限公司（「創源」）直接持有。創源全部已發行股本由呂文華先生全資擁有。
2. 呂文華先生及創源持有的權益出現重疊乃涉及同一批股份。
3. 於2023年3月31日，本公司有518,400,000股已發行股份。

簡稱：「L」代表好倉。

SUBSTANTIAL SHAREHOLDERS' INTEREST AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2023, so far as the Directors are aware, the following persons (other than the Directors or chief executives of the Company) had or were deemed or taken to have the following interest and/or short position in the shares or the underlying shares of the Company which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東於本公司股份及相關股份的權益及／或淡倉

於2023年3月31日，就董事所知，以下人士（本公司董事或主要行政人員除外）已擁有或被視作或已當作擁有根據證券及期貨條例第XV部第2及3分部須知會本公司及聯交所的本公司股份或相關股份的權益及／或淡倉，或須記錄於本公司須根據證券及期貨條例第336條須存置的登記冊的本公司股份或相關股份的權益及／或淡倉如下：

OTHER INFORMATION

其他資料

INTEREST IN THE SHARES OF THE COMPANY 於本公司股份的權益

Name of Shareholder	Capacity	Interest in Shares	Approximate Percentage of Shareholding Interest	Note
股東名稱	身份	於股份的權益	概約百分比	附註
Source Creation International Limited 創源國際有限公司	Beneficial owner 實益擁有人	320,023,300 (L)	61.73%	1

Note:

1. As at 31 March 2023, the Company had 518,400,000 Shares in issue.

Abbreviation: "L" stands for long position.

Save as disclosed above, the Directors are not aware of any other persons who had any interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provision of Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO, as at 31 March 2023.

附註：

1. 於2023年3月31日，本公司有518,400,000股已發行股份。

簡稱：「L」代表好倉。

除上文所披露者外，就董事所知，於2023年3月31日，概無任何其他人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第336條須存置的登記冊的權益或淡倉。

OTHER INFORMATION

其他資料

SHARE OPTION SCHEME

The Group adopted the share option scheme (the “Share Option Scheme”) on 16 February 2015, under which the Directors may grant options to eligible persons to subscribe for the Company’s shares, subject to the terms and conditions stipulated therein. The Share Option Scheme will expire on 16 February 2025. For further details, please refer to Note 37 to the annual report of the Company for the year ended 31 December 2020. As at 16 October 2019, all of the share options granted have been cancelled.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

During the three months ended 31 March 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities.

購股權計劃

本集團於2015年2月16日採納的購股權計劃(「購股權計劃」)，據此董事可將購股權授予合資格人士，藉以根據該計劃規定的條款及條件認購本公司股份。購股權計劃將於2025年2月16日屆滿。有關更多詳情，請參閱本公司截至2020年12月31日止年度的年報附註37。於2019年10月16日，所有已授出的購股權已被註銷。

購買、出售或贖回本公司上市證券

截至2023年3月31日止三個月，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

OTHER INFORMATION

其他資料

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTEREST IN COMPETING BUSINESS

During the three months ended 31 March 2023, the Directors are not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) that competes or may compete with the business of the Group and any other conflict of interest which such person has or may have with the Group.

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee has been established in accordance with the GEM Listing Rules and comprises Ms. Wong Chi Ling (chairlady), Mr. Lin Zexin and Mr. Lee Man Yeung, all of them being independent non-executive Directors.

The Audit Committee has reviewed with the management this quarterly report, including the unaudited condensed consolidated financial results of the Group for the three months ended 31 March 2023, prior to recommending them to the Board for approval.

董事及控股股東於競爭業務的權益

截至2023年3月31日止三個月，董事並不知悉董事、本公司控股股東及彼等各自的聯繫人(定義見GEM上市規則)擁有任何與本集團業務構成競爭或可能構成競爭的業務或權益，亦不知悉有關人士與本集團之間有或可能有任何其他利益衝突。

審核委員會及審閱財務報表

審核委員會已根據GEM上市規則成立，該委員會由黃子玲女士(主席)、林澤鑫先生及李文洋先生(均為獨立非執行董事)組成。

本季度報告(包括本集團截至2023年3月31日止三個月的未經審核簡明綜合財務業績)經審核委員會與管理層審閱後，方始提呈董事會批准。

OTHER INFORMATION

其他資料

The unaudited condensed consolidated financial results of the Group for the three months ended 31 March 2023 have not been audited by the Company's auditor.

本集團截至2023年3月31日止三個月的未經審核簡明綜合財務業績未經本公司核數師審核。

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

承董事會命
惠陶集團(控股)有限公司
執行董事
熊遠健

Hong Kong, 15 May 2023

香港，2023年5月15日

As at the date of this report, the Board comprises Mr. Lui Man Wah and Mr. Hung Yuen Kin as executive Directors; and Ms. Wong Chi Ling, Mr. Lin Zexin and Mr. Lee Man Yeung as independent non-executive Directors.

於本報告日期，董事會包括執行董事呂文華先生及熊遠健先生，以及獨立非執行董事黃子玲女士、林澤鑫先生及李文洋先生。

WINTO GROUP (HOLDINGS) LIMITED
惠陶集團(控股)有限公司