
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Winto Group (Holdings) Limited, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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This circular, for which the directors of Winto Group (Holdings) Limited 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 of Hong Kong Limited (the "Stock Exchange") 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 circular 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 circular misleading.

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)

SUPPLEMENTAL CIRCULAR IN RELATION TO THE RE-ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 3 April 2019 and the notice convening an annual general meeting of the Company to be held at Room 103, 1/F., Duke of Windsor Social Service Building, No. 15 Hennessy Road, Wanchai, Hong Kong on Wednesday, 8 May 2019 at 3:00 p.m. A supplemental notice of the 2019 AGM is set out on page 8 of this supplemental circular. A second form of proxy (the "Second Proxy Form") is also enclosed with this supplemental circular. Whether or not you are able to attend the 2019 AGM, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2019 AGM or any adjourned meeting thereof. Completion and return of the Second Proxy Form will not preclude you from subsequently attending and voting in person at the 2019 AGM or any adjournment thereof if you so wish.

This circular will remain on GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of its publication and on the Company's website at <http://www.wintogroup.hk>.

18 April 2019

CHARACTERISTICS OF GEM

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.

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LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Tang Yau Sing

Mr. Wong Siu Hung, Patrick

Non-executive Director:

Mr. Chen Xiao

Registered Office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Wen Kai

Mr. Tsang Zee Ho Paul

Mr. Tse Chi Wai

Ms. Wang Yan

Mr. Lau Fai Lawrence

Head Office and Principal Place of Business:

Suites 2101-05, 21/F.

Sun Hung Kai Centre

30 Harbour Road, Wanchai

Hong Kong

18 April 2019

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR IN RELATION TO THE RE-ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 3 April 2019 (the “**Circular**”) which contains, inter alia, the notice of the 2019 AGM (the “**Original Notice**”). Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is to provide you with further information relating to the resolution to approve the re-election of Directors who were appointed after the Latest Practicable Date and accordingly will retire at the 2019 AGM pursuant to the Articles, and to give you a supplemental notice of the 2019 AGM and the Second Proxy Form.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Subsequent to the Latest Practicable Date and as disclosed in the announcement of the Company dated 12 April 2019 in relation to, among other things, the appointment of Directors of the Company, the appointments of Mr. Wong Siu Hung, Patrick as the executive Director, Mr. Chen Xiao as the non-executive Director, Ms. Wang Yan and Mr. Lau Fai Lawrence as the independent non-executive Directors with effect from 15 April, 2019.

According to article 83 of the Articles, any Director appointed to fill a casual vacancy on the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Wong Siu Hung, Patrick, Mr. Chen Xiao, Ms. Wang Yan and Mr. Lau Fai Lawrence shall retire from office as a Director at the 2019 AGM and they, being eligible, offers each of themselves for re-election. Mr. Wong Siu Hung, Patrick, Mr. Chen Xiao, Ms. Wang Yan and Mr. Lau Fai Lawrence will be subject to retirement by rotation and re-election at the annual general meetings of the Company at least once every three years.

The biographical details of Mr. Wong Siu Hung, Patrick are set out below:

Mr. Wong Siu Hung, Patrick (“**Mr. Wong**”), age 63, was appointed as an executive Director and served as director of subsidiaries of Huscoke Holdings Limited (stock code: 704.HK) with effect from 3 November 2016. Mr. Wong was appointed as a joint general manager and authorized representative on 17 November 2016 and re-designated as general manager on 25 November 2016 and subsequently re-designated as non-executive Director and resigned as authorized representative on 9 April 2018. Mr. Wong was an executive director of Titan Petrochemicals Group Limited (stock code: 1192.HK) between 2008 and 2015.

Mr. Wong has more than 30 years of working experience in banking, finance, commodity trading and project development. Mr. Wong was the senior vice president of Commodity and Trade Finance at Societe Generale Singapore and the chief executive officer in the China Division of Louis Dreyfus Group, a global commodity trading firm.

Mr. Wong is an associate member of Chartered Institute of Bankers, United Kingdom, fellow member of the Hong Kong Institute of Directors since 1 April 2017 and member of The Institute of Management Consultants Hong Kong since 1 August of the same year and qualified as Certified Management Consultant. Mr. Wong holds a Master degree in Applied Finance from Macquarie University, Australia and completed the Executive Diploma in Management Consulting from The Hong Kong Polytechnic University on 12 October 2017.

Mr. Wong has entered into service contract as an executive Director with the Company commencing on 15 April 2019 without specific term. Under the service contract, Mr. Wong is entitled to a remuneration of HK\$1,200,000 per annum. Mr. Wong’s remuneration has been and will be determined by reference to his experience, qualification, duties and responsibilities in the Company and the prevailing market rate and (in the case of discretionary bonus) his performance for the year. Mr. Wong’s remuneration will be subject to review by the remuneration committee of the Company and the Board from time to time.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Wong did not hold any other directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years prior to 16 April 2019, being the latest practicable date before the printing of this supplemental circular for ascertaining certain information for the purpose of inclusion in this supplemental circular (the “**Supplemental Circular Latest Practicable Date**”). He did not hold any position in the Company or its subsidiaries before, nor has any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Supplemental Circular Latest Practicable Date, Mr. Wong has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed re-election of Mr. Wong that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

The biographical details of Mr. Chen Xiao are set out below:

Mr. Chen Xiao (“**Mr. Chen**”), age 45, has close to 20-year experiences in the banking and securities industry. His experiences cover principal investment, credit and equity-linked origination, sales and trading. He is currently the Managing Director, Head of CM Securities (HK) Company Limited (“**CMS**”). CMS’s parent company is China Minsheng Financial Holding Corporation Limited (stock code: 245.HK).

Before that, Mr. Chen has been the Chief Investment Officer at Zhong Shan Asset Management, Managing Director at Crosby Securities, and Guosen Securities (HK). Prior to that he has held various positions with financial institutions including StormHarbour Securities (HK), Royal Bank of Scotland, ABN Amro Bank, DBS Bank, and JP Morgan.

Mr. Chen acquired a Master of Business Administration degree from the Cornell University in the United States of America in 2002 and a bachelor’s degree in computer science from the National University of Singapore in 1997.

Mr. Chen is an independence non-executive director of DBA Telecommunication (Asia) Holdings Limited (stock code: 3335.HK) since June 2013.

Mr. Chen has entered into service contract as an Independent non-executive Director with the Company commencing on 15 April 2019 without specific term. Under the service contract, Mr. Chen is entitled to a remuneration of HK\$120,000 per annum. Mr. Chen’s remuneration has been and will be determined by reference to his experience, qualification, duties and responsibilities in the Company and the prevailing market rate and his performance for the year. Mr. Chen’s remuneration will be subject to review by the remuneration committee of the Company and the Board from time to time.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Chen did not hold any other directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years prior to the Supplemental Circular Latest Practicable Date. He did not hold any position in the Company or its subsidiaries before, nor has any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Supplemental Circular Latest Practicable Date, Mr. Chen has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed re-election of Mr. Chen that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

The biographical details of Ms. Wang Yan are set out below:

Ms. Wang Yan (“**Ms. Wang**”), age 32, has over 8 years of experience in the securities and investment industry. Ms. Wang obtained a Bachelor degree of Business Administration from the Chinese University of Hong Kong in 2009. She is currently a director of a company specialized in the information technology sector.

Ms. Wang was an executive director of Suncorp Technologies Limited (stock code: 1063. HK) from June 2014 to April 2016.

Ms. Wang has entered into service contract as an Independent non-executive Director with the Company commencing on 15 April 2019 without specific term. Under the service contract, Ms. Wang is entitled to a remuneration of HK\$120,000 per annum. Ms. Wang’s remuneration has been and will be determined by reference to her experience, qualification, duties and responsibilities in the Company and the prevailing market rate and her performance for the year. Ms. Wang’s remuneration will be subject to review by the remuneration committee of the Company and the Board from time to time.

Save as disclosed above, Ms. Wang did not hold any other directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years prior to the Supplemental Circular Latest Practicable Date. She did not hold any position in the Company or its subsidiaries before, nor has any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Supplemental Circular Latest Practicable Date, Ms. Wang has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Ms. Wang confirmed that she meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Ms. Wang that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

LETTER FROM THE BOARD

The biographical details of Mr. Lau Fai Lawrence are set out below:

Mr. Lau Fai Lawrence (“**Mr. Lau**”), age 47, is currently a practising certified public accountant in Hong Kong and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. Mr. Lau graduated from The University of Hong Kong with a bachelor’s degree in business administration in 1994 and obtained a master’s degree in corporate finance from Hong Kong Polytechnic University in 2007. Mr. Lau is currently the company secretary of BBMG Corporation (stock code: 2009.HK) since August 2008, an executive Director of Future World Financial Holdings Limited (stock code: 572.HK) since January 2014, an independent non-executive director of Tenwow International Holdings Limited (in provisional liquidation) (stock code: 1219.HK) since 26 November 2018, Primeview Holdings Limited (stock code: 789.HK) since April 2008, Titan Petrochemicals Group Limited (stock code: 1192.HK) since March 2014 and HKBridge Financial Holdings Limited (stock code: 2323.HK) since March 2016. Mr. Lau was a non-executive director of Alltronics Holdings Limited (stock code: 833. HK) between March 2017 and December 2018. Mr. Lau has provided a confirmation to the Board that he had a good track record in attending the meetings of his directorships. The Board believes that Mr. Lau will still be able to devote sufficient time to the Board in the future, notwithstanding he is currently holding the sixth listed company directorship (including the independent non-executive directorship of the Company).

Mr. Lau has entered into service contract as an Independent non-executive Director with the Company commencing on 15 April 2019 without specific term. Under the service contract, Mr. Lau is entitled to a remuneration of HK\$120,000 per annum. Mr. Lau’s remuneration has been and will be determined by reference to his experience, qualification, duties and responsibilities in the Company and the prevailing market rate and his performance for the year. Mr. Lau’s remuneration will be subject to review by the remuneration committee of the Company and the Board from time to time.

Save as disclosed above, Mr. Lau did not hold any other directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years prior to the Supplemental Circular Latest Practicable Date. He did not hold any position in the Company or its subsidiaries before, nor has any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Supplemental Circular Latest Practicable Date, Mr. Lau has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Lau confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, the Board is not aware of any other matters in relation to the proposed re-election of Mr. Lau that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Original Notice and the form of proxy (the “First Proxy Form”) sent together with the Circular do not contain the proposed resolution in relation to the re-election of Mr. Wong Siu Hung, Patrick, Mr. Chen Xiao, Ms. Wang Yan and Mr. Lau Fai Lawrence as Directors as set out in this supplemental circular, a supplemental notice of the 2019 AGM is set out on page 8 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolutions.

LETTER FROM THE BOARD

Whether or not you are able to attend the 2019 AGM, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return to same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited (the "Share Registrar") at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2019 AGM or any adjourned meeting thereof (the "Closing Time"). Completion and return of the Second Proxy Form will not preclude you from subsequently attending and voting in person at the 2019 AGM or any adjournment thereof if you so wish.

A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend the 2019 AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) subject to (iii) below, if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Sung as a Director as set out in the supplemental notice of the 2019 AGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
- (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
- (iii) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on the proposed resolutions. Accordingly, the Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If the Shareholders wish to vote at the 2019 AGM, they will have to attend in person and vote at the 2019 AGM themselves.

VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 66 of the Articles and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors believe that the proposed re-election of Mr. Wong Siu Hung, Patrick, Mr. Chen Xiao, Ms. Wang Yan and Mr. Lau Fai Lawrence as Directors as set out in this supplemental circular is in the best interests of the Company and the Shareholders as a whole and recommend you to vote in favour of all resolutions to be proposed at the 2019 AGM.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

RESPONSIBILITY STATEMENT

This circular, 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 circular is accurate and complete in all material respects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board
Winto Group (Holdings) Limited
Tang Yau Sing
Executive Director

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Original Notice**”) of Winto Group (Holdings) Limited (the “**Company**”) dated 3 April 2019, by which the Company convenes an annual general meeting to be held at Room 103, 1/F., Duke of Windsor Social Service Building, No. 15 Hennessy Road, Wanchai, Hong Kong on Wednesday, 8 May 2019 at 3:00 p.m. (the “**2019 AGM**”) and this supplemental notice shall be read together with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the 2019 AGM will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the 2019 AGM will be held to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

- 2. (A) (iii) “To re-elect Mr. Wong Siu Hung, Patrick as an executive director.”
- 2. (A) (iv) “To re-elect Mr. Chen Xiao as a non-executive director.”
- 2. (A) (v) “To re-elect Ms. Wang Yan as an independent non-executive director.”
- 2. (A) (vi) “To re-elect Mr. Lau Fai Lawrence as an independent non-executive director.”

By order of the Board
Winto Group (Holdings) Limited
Tang Yau Sing
Executive Director

Hong Kong, 18 April 2019

Notes:

- (1) A second form of proxy (the “**Second Proxy Form**”) containing the ordinary resolution numbered 2.(A)(iii), 2.(A)(iv), 2.(A)(v) and 2.(A)(vi) is enclosed with the supplemental circular of the Company dated 18 April 2019 (the “**Supplemental Circular**”). Please refer to the section headed “**Supplemental Notice of Annual General Meeting and Second Proxy Form**” on pages 5 to 6 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
- (2) Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the 2019 AGM, closure of the register of members of the Company and eligibility for attending the 2019 AGM, proxy and other relevant matters.