
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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)

**(1) PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Winto Group (Holdings) Limited to be held at 22/F, Euro Trade Centre, No. 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 27 June 2024 at 11:30 a.m. is set out on pages 13 to 17 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you so wish.

This circular will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its publication and on the Company’s website at <http://www.wintogroup.hk>.

30 April 2024

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Characteristics of GEM	i
Definitions	1
Letter from the Board	3
Introduction	3
Share Issue Mandate	3
Share Repurchase Mandate	4
Re-election of Retiring Directors	4
Annual General Meeting	4
Voting by Way of Poll	5
Action to be Taken	5
Recommendation	5
Responsibility Statement	5
General Information	6
Appendix I — Explanatory Statement	7
Appendix II — Details of Directors Proposed to be Re-elected	10
Notice of Annual General Meeting	13

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“AGM”	the annual general meeting of the Company to be held at 22/F, Euro Trade Centre, No. 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 27 June 2024 at 11:30 a.m., notice of which is set out on pages 13 to 17 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Winto Group (Holdings) Limited (惠陶集團(控股)有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability, the Shares of which are listed on GEM (Stock Code: 8238)
“Directors”	the directors of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 5 of the notice of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.02 each in the capital of the Company

DEFINITIONS

“Share Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the Share Issue Mandate
“Share Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the Share Repurchase Mandate
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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. Lui Man Wah
Mr. Hung Yuen Kin
Mr. Wong Yuk

Independent Non-executive Directors:

Ms. Wong Chi Ling
Mr. Lin Zexin
Ms. Liu Xiaomin

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Head Office and Principal Place
of Business:*

Unit No. 16, 28/F
One Midtown
11 Hoi Shing Road
Tsuen Wan, New Territories
Hong Kong

30 April 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM for the approval of (i) the granting of the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate; and (ii) the re-election of retiring Directors.

SHARE ISSUE MANDATE

On 29 June 2023, the Directors were granted a general unconditional mandate to exercise the powers of the Company to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 622,080,000 Shares. Subject to passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 124,416,000 Shares representing not more than 20% of the issued share capital of the Company as at the Latest Practicable Date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolutions nos. 4 and 6 respectively of the notice of the AGM.

SHARE REPURCHASE MANDATE

On 29 June 2023, the Directors were granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 622,080,000 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate as at the date of passing the Repurchase Resolution will be 62,208,000 Shares representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

An explanatory statement as required under the GEM Listing Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises six Directors, namely Mr. Lui Man Wah, Mr. Hung Yuen Kin, Mr. Wong Yuk, Ms. Wong Chi Ling, Mr. Lin Zexin and Ms. Liu Xiaomin. In accordance with Article 83(3) and 84(1), Mr. Wong Yuk, Mr. Lin Zexin and Ms. Liu Xiaomin will retire at the AGM and, being eligible, all of them offer themselves for re-election at the AGM. Biographical details of the above retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

At the AGM, ordinary resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of retiring Directors. The notice of the AGM is set out on pages 13 to 17 of this circular.

LETTER FROM THE BOARD

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 of Association and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 9:00 a.m. on Wednesday, 26 June 2024) before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you so wish.

RECOMMENDATION

The Directors believe that the proposed grant of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company as well as the Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters.

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.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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
Lui Man Wah
Executive Director

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

1. EXERCISE OF THE SHARE REPURCHASE MANDATE

Exercise in full of the Share Repurchase Mandate, on the basis of 622,080,000 Shares in issue at the Latest Practicable Date, would result in up to 62,208,000 Shares (which will be fully paid and represent 10% of the Shares in issue as at the Latest Practicable Date) being repurchased by the Company during the course of the period prior to the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or applicable laws of the Cayman Islands to be held; or (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing the Share Repurchase Mandate.

2. REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles of Association and the applicable laws and regulations of the Cayman Islands. Pursuant to the Share Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase. In the case of any premium payable on the repurchase, out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company. The Company may not repurchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM prevailing from time to time.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a

material adverse effect on the working capital requirements of the Company or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles of Association and all applicable laws of the Cayman Islands in force from time to time.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention, if the Share Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Share Repurchase Mandate is exercised.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate. As at the Latest Practicable Date the Directors are not aware of any Shareholder, or a group of Shareholders acting in concert who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares made pursuant to the Share Repurchase Mandate.

The Directors are not aware of any consequence under the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as to result in takeover obligations.

The Directors will not exercise the Share Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may prescribed as the minimum public shareholding under the GEM Listing Rules).

Any repurchase of Shares which results in the number of Shares held by the public being reduced to less than 25% could only be implemented with the approval of the Stock Exchange to waive the GEM Listing Rules requirements regarding the public shareholding.

However, the Directors have no current intention to exercise the Share Repurchase Mandate to such an extent as would give rise to this obligation. In any event, the Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

5. SHARES PURCHASED BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

6. SHARE PRICES

The highest and lowest traded prices of which the Shares were traded on the Stock Exchange during the each of the past 12 months up to the Latest Practicable Date were as follows:

	Share prices	
	Highest HK\$	Lowest HK\$
2023		
March	0.390	0.160
April	0.410	0.330
May	0.840	0.320
June	2.370	0.840
July	2.990	2.110
August	2.860	0.096
September	0.127	0.073
October	0.077	0.059
November	0.071	0.052
December	0.055	0.042
2024		
January	0.155	0.040
February	0.095	0.062
March	0.085	0.060
April (up to the Latest Practicable Date)	0.064	0.050

Below are the particulars of the retiring Directors proposed to be re-elected at the AGM:

Mr. Wong Yuk, aged 53, obtained a bachelor's degree in accountancy from the Hong Kong Polytechnic University in November 1996. He was admitted as a member of the Hong Kong Institute of Certified Public Accountants in January 2004 and a fellow member of the Association of Chartered Certified Accountants in August 2005. Since December 2019, Mr. Wong has been serving as company secretary of XXF Group Holdings Limited, an established automobile rental service provider. In addition, since December 2019, Mr. Wong has been serving as an independent non-executive director of Hygieia Group Limited, a cleaning service provider listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (stock code: 1650), where he has been primarily responsible for providing independent opinion and judgement to the board of directors. Since August 2022, Mr. Wong has been serving as an executive director of Tian Cheng Holdings Limited (stock code: 2110) (formerly known as Yue Kan Holding Limited), Mr. Wong is primarily be responsible for financial management and assisting to manage the day-to-day business operations.

From May 2017 to February 2019, Mr. Wong was a senior consultant of Huanian Xinxing Changye Jituan Company Limited* (華年新興產業集團有限公司), involved in project management and financial consultation services. From May 2015 to January 2017, Mr. Wong was the company secretary of Success Dragon International Holdings Limited (勝龍國際控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1182), which was principally engaged in the provision of management services for electronic gaming equipment. Between December 2010 and June 2012, Mr. Wong was the chief financial officer and company secretary of Yuanda China Holdings Limited (遠大中國控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 2789), where he was primarily responsible for financing and investor relations affairs. From November 2006 to November 2010, Mr. Wong was the chief financial officer and company secretary of China Oilfield Technology Services Group Limited, a company listed on the mainboard of the Singapore Stock Exchange (stock code: COFT), which was principally engaged in the business of enhanced oil recovery (EOR) technology and sales of oil extraction equipment. Mr. Wong started his career in KPMG Hong Kong in September 1996 and left the firm as a senior accountant in April 1999. Mr. Wong also worked in various financial and accounting related roles for a number of Hong Kong listed companies from October 1999 to October 2005 both in Hong Kong and the PRC, including subsidiaries of the Swire Group, Hong Kong and China Gas Company Limited and Lung Kee Metal Ltd., respectively. Mr. Wong has extensive practical experience in corporate governance and business exposure across industry sectors in automobile, construction, electronic gaming equipment, investment and financial consultation, IT solution, manufacturing, oil and gas, public utilities and professional audit.

Mr. Wong has entered into a service contract with the Company with no specified length of tenure but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Mr. Wong will be entitled to a remuneration of approximately HK\$240,000 per annum, which was determined by the Board on recommendation

of the remuneration committee by reference to his duties and responsibilities with the Company, the Company's performance and current market situation.

Mr. Wong does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. He is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, he has not held directorship or major appointment in any other listed public companies in the past three years.

Mr. Lin Zexin, aged 38, has been studying for a Ph.D. in Applied Finance at the University of Malaya since 2020. He is currently a doctoral candidate. From 2013 to 2015, he obtained an MBA degree in Finance from the City University of Hong Kong and, as an exchange student, studied Innovative Entrepreneurship Management at the University of California, Berkeley. Mr. Lin was one of the first to obtain the level two certificate of the Shenzhen-Hongkong-Macau FinTech Professional Program. He also holds FRM and AFP certificates, as well as the Certification of Fund Professional. He took the special training courses (Innovation and Technology in Finance Course and the Financial Technology Course) provided by the 2022 Shenzhen Financial Key Talent Training Program series, with his group papers winning the first prize and the third prize respectively. He also participated in the Hong Kong "Thousand Young Key Talent Training Program" organized by the Liaison Office of the Central Committee of the Communist Party of China, the All-China Youth Federation and the Central Party School. From 2020 to 2022, Mr. Lin founded the companies Shenzhen Boshi International Technology Education Co., Ltd.* (深圳博仕國際科技教育有限責任公司) and Wanqi Jinxin Technology (Shenzhen) Co., Ltd.* (灣啟金信科技(深圳)有限責任公司). Since 2019, he has served as a research assistant for Professor Ma Xufei of Tsinghua University and participated in research on listed companies and management case studies as well as publication.

In addition, Mr. Lin is a committee member (the Hong Kong Special Administrative Region) of the All China Youth Federation, the vice chairman of the Hong Kong Quality Talent Association, a director of the International Teochew Youth Federation, and a member of the Youth Committee of the Hong Kong Chiu Chow Chamber of Commerce Ltd. Mr. Lin has extensive professional knowledge and experience in the fields of finance and corporate management.

Mr. Lin has entered into a service contract with the Company with no specified length of tenure but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Mr. Lin will be entitled to a remuneration of approximately HK\$90,000 per annum, which was determined by the Board on recommendation of the remuneration committee by reference to his duties and responsibilities with the Company, the Company's performance and current market situation.

Mr. Lin confirmed that he had satisfied all factors set out in Rule 5.09 of the GEM Listing Rules in assessing his independence. Mr. Lin does not have, and is not deemed to have, any

interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. He is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, he has not held directorship or major appointment in any other listed public companies in the past three years.

Ms. Liu Xiaomin, aged 37, she has over 10 years of experience in banking and capital management. She obtained a master degree in business administration from Heriot-Watt University in 2023 and a bachelor degree in property management from Jinan University in 2012. She obtained the qualification certificate of fund practitioners and securities practitioners in PRC.

Ms. Liu has been working as senior wealth advisor of Zhongrong International Trust Co., Ltd. since March 2019, she is responsible for serving individual high-net-worth, private enterprises, insurance companies and state-owned enterprises in the allocation of capital management. She worked as securities affairs manager of Shenzhen Zhouming Technology Co., Ltd. from 2023 to 2024. She was responsible for supervising and managing the company's securities affairs, including but not limited to, securities issuance, domestic and foreign listings and equity financing. She also worked as VIP wealth manager of Ping An Bank Co Ltd Shenzhen Branch from March 2013 to February 2019, responsible for serving high-net-worth client.

Ms. Liu has entered into a letter of appointment with the Company for a term of three years commencing on 12 March 2024 and is subject to retirement and re-election at general meetings in accordance with the Company's Articles of Association. Ms. Liu is entitled to a director's fee of HK\$90,000 per annum or such other sum as the Board and/or the Remuneration Committee may from time to time determine based on her background, experience, duties and responsibilities with the Group and the prevailing market conditions.

Ms. Liu confirmed that she had satisfied all factors set out in Rule 5.09 of the GEM Listing Rules in assessing her independence. Ms. Liu does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. She is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, she has not held directorship or major appointment in any other listed public companies in the past three years.

Each of Mr. Wong Yuk, Mr. Lin Zexin and Ms. Liu Xiaomin has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 17.50(2) of the GEM Listing Rules.

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Winto Group (Holdings) Limited (the “Company”) will be held at 22/F, Euro Trade Centre, No. 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 27 June 2024 at 11:30 a.m. for the following purposes:

AS ORDINARY BUSINESS ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and the independent auditor of the Company for the year ended 31 December 2023.
2. (A) To re-elect the following retiring Directors:
 - (i) To re-elect Mr. Wong Yuk as executive Director;
 - (ii) To re-elect Mr. Lin Zexin as independent non-executive Director;
 - (iii) To re-elect Ms. Liu Xiaomin as independent non-executive Director; and(B) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
3. To re-appoint Jon Gepsom CPA Limited as auditor of the Company for the ensuing year and to authorise the Board to fix the remuneration of auditor.
4. To consider and, if thought fit, pass with or without modifications, the following resolution (“Resolution”) as an ordinary resolution:

“THAT:

- (a) Subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities (the “GEM Listing Rules”) on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.02 each in the share capital of the Company (the “Shares”) and to make or grant offers,

NOTICE OF ANNUAL GENERAL MEETING

agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power either during or after the end of the Relevant Period;
- (c) the aggregate of the total nominal value of Shares allotted, issued and dealt or agreed conditionally or unconditionally to be allotted, issued and dealt (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolutions (otherwise than pursuant to (i) a rights issue, (ii) an issue of Shares upon the exercise of any subscription or conversion rights attaching to any bonds, warrants, debentures, notes or any securities which carry rights to subscribe for or are convertible into Shares, (iii) an issue of Shares upon the exercise of any options which may be granted under the share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of the subsidiaries of the Company or any other person of Shares or rights to acquire Shares, (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, or (v) a specific authority granted by the Shareholders in general meeting) shall not exceed 20% of the aggregate of the total nominal value of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution, until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this Resolution.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. To consider and, if thought fit, pass with or without modifications, the following resolution (“Resolution”) as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on GEM or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate of the total nominal value of Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate of the total nominal value of the shares capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution, until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing the Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of ordinary resolutions nos. 4 and 5 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 4 above be and is hereby extended by the addition to the aggregate of the total nominal value of the share capital of the Company which may be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate of the total nominal value of the Shares repurchased by the Company pursuant to ordinary resolution no. 5 above, provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the share capital of the Company as at the date of passing this Resolution.”

By Order of the Board
Winto Group (Holdings) Limited
Lui Man Wah
Executive Director

Hong Kong, 30 April 2024

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more than one proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 9:00 a.m. on Tuesday, 25 June 2024) before the time appointed for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 21 June 2024.
4. The general meeting is expected to last for less than half a day. Members (in person or by proxy) attending this meeting are responsible for their own transportation and accommodation expenses. Members or their proxies attending this meeting shall present their identity certifications.
5. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 8:00 a.m. on the date of the meeting, then the meeting will be adjourned. The Company will post an announcement on the website of the Company at www.wintogroup.hk and HKExnews website at www.hkexnews.hk to notify shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Members of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

NOTICE OF ANNUAL GENERAL MEETING

6. As at the date of this notice, 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.