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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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**Winto Group (Holdings) Limited**  
**惠陶集團(控股)有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 8238)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND TO  
REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Winto Group (Holdings) Limited to be held at Room 103, 1/F., Duke of Windsor Social Service Building, No. 15 Hennessy Road, Wanchai, Hong Kong on Thursday, 28 June 2018 at 10:00 a.m. is set out on pages 15 to 19 of this circular. Whether or not you intend to attend the meeting, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 10:00 a.m. on Tuesday, 26 June 2018) before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting, or any adjourned meeting, should 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>.

29 March 2018

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, 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.**

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## DEFINITIONS

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*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 on Thursday, 28 June 2018 at Room 103, 1/F., Duke of Windsor Social Service Building, No. 15 Hennessy Road, Wanchai, Hong Kong
“Articles”	the articles of association of the Company adopted on 23 January 2015 and as amended from time to time
“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 on 7 December 2012 as an exempted company with limited liability, the Shares of which are listed on GEM
“Directors”	the directors of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	23 March 2018, 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\$0.001 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“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

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## DEFINITIONS

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“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

**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 Director:*

Mr. Tang Yau Sing

*Independent Non-executive Directors:*

Mr. Wen Kai

Mr. Tsang Zee Ho Paul

Mr. Tse Chi Wai

*Registered Office:*

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Head Office and Principal Place  
of Business:*

Room 1001, 10/F.

Grandmark

10 Granville Road

Tsim Sha Tsui, Kowloon

Hong Kong

29 March 2018

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND TO  
REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to the granting to the Directors of the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate and the re-election of retiring Directors; and to seek your approval of the relevant ordinary resolutions relating to these matters at the AGM.

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## LETTER FROM THE BOARD

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### SHARE ISSUE MANDATE

On 8 May 2017, 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.

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,640,000,000 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 1,728,000,000 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 8 May 2017, 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 8,640,000,000 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 864,000,000 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 four Directors, namely, Mr. Tang Yau Sing, Mr. Wen Kai, Mr. Tsang Zee Ho Paul and Mr. Tse Chi Wai. In accordance with Article 83(3), Mr. Tang Yau Sing, Mr. Wen Kai, Mr. Tsang Zee Ho Paul and Mr. Tse Chi Wai 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.

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## LETTER FROM THE BOARD

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### 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 15 to 19 of this circular.

### 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.

### 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 10:00 a.m. on Tuesday, 26 June 2018) 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 granting 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.

By order of the Board  
**Winto Group (Holdings) Limited**  
**Tang Yau Sing**  
*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 8,640,000,000 Shares in issue at the Latest Practicable Date, would result in up to 864,000,000 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 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 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 2017) 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 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, Mr. Tang Yau Sing through Maxace Holdings Limited ("Maxace") and Noble Gate International Limited ("Noble Gate"), was beneficially interested in 4,748,886,000 Shares, and representing approximately 54.96% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, the shareholding of Mr. Tang Yau Sing would be increased to approximately 61.07% of the issued share capital of the Company.

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:

	<b>Highest traded price</b> <i>HK\$</i>	<b>Lowest traded price</b> <i>HK\$</i>
<b>2017</b>		
March	0.031	0.027
April	0.048	0.028
May	0.058	0.045
June	0.059	0.040
July	0.056	0.047
August	0.054	0.045
September	0.053	0.038
October	0.050	0.040
November	0.059	0.044
December	0.059	0.055
<b>2018</b>		
January	0.059	0.057
February	0.126	0.056
March ( <i>up to the Latest Practicable Date</i> )	0.083	0.058

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

**Mr. TANG Yau Sing**, aged 55, was appointed as an executive Director on 13 July 2017. Mr. Tang holds a Bachelor degree of Social Sciences (Honours) degree from the University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants in the United Kingdom, a member of the Taxation Institute of Hong Kong and the Hong Kong Institute of Directors. Mr. Tang has over 25 years of experience in accounting, auditing and financial advisory and held key management position in numerous listed companies in Hong Kong and United States.

Mr. Tang has been an executive director of Pearl Oriental Oil Limited (stock code: 0632) since October 2016 and become a company secretary of Pearl Oriental Oil Limited since August 2017. He was the executive director of Million Stars Holdings Limited (stock code: 8093) for the period from February 2017 to November 2017, executive director and company secretary of Changgang Dunxin Enterprise Company Limited (stock code: 2229) for the period from March 2016 to June 2016, executive director and chief financial officer of New Sports Group Limited (stock code: 0299) for the period from November 2013 to May 2016, vice president and company secretary of China Environmental Technology Holdings Limited (stock code: 0646) for the period from March 2014 to April 2016 and chairman and executive director of Greens Holdings Limited, a company listed on the Stock Exchange (stock code: 1318) for the period from December 2014 to November 2015. The shares of the above companies are listed on the Stock Exchange. Mr. Tang was also the chief financial officer of China Agritech Inc. (previously listed on NASDAQ) for the period from October 2008 to January 2012.

Save as disclosed above, Mr. Tang 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. 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 Latest Practicable Date, Mr. Tang is interested in 360,000,000 Shares (representing 4.17% of issued shares of the Company) and 4,388,886,000 Shares (representing 50.79% of issued shares of the Company) via Maxace and Noble Gate respectively. Both Maxace and Noble Gate is a company incorporated in the British Virgin Islands and wholly owned by Mr. Tang.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tang has never had, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

Mr. Tang has entered into a service contract with the Company for an initial term of three years commencing on 13 July 2017 but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Mr. Tang will be entitled to a remuneration of HK\$910,000 per annum and increased to HK\$3,000,000 per annum with effective from 2 March 2018, 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.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Tang 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 GEM Listing Rules.

**Mr. WEN Kai**, aged 34, was appointed as an independent non-executive Director on 24 January 2018. Mr. Wen holds a Bachelor of Electronics Engineering degree from the Jiao Tong University in Shanghai. He has over 10 years of experience in venture capital, management consulting, and corporate mergers and acquisitions.

Mr. Wen is currently the Principal at Steamboat Ventures Investment Advisory (Shanghai) Co., Ltd., a venture capital firm. He is also the Founding Partner of two internet companies and Enlight Growth Partners, a venture capital firm dedicated in technology, media and consumer sector investments.

Mr. Wen was the Vice President of Keytone Ventures (Beijing) Advisors, Ltd., a venture capital company focusing on investments on cloud computing, enterprise solutions and technology for the period from September 2014 to November 2016 and Senior Associate of Greater China Division of Singtel Innov8 Ventures Pte. Ltd., the venture capital arm of the Singtel Group, focusing its venture investments on technologies and solutions that can lead to quantum changes in network capabilities, next generation devices, and digital services, for the period from December 2011 to July 2014. Prior to joining Singtel Innov8 Ventures Pte. Ltd., he was the senior manager of business development in United Technologies Corporation (a company listed on the New York Stock Exchange and ticket symbol: UTX) for the period from September 2010 to May 2011, responsible for strategic mergers and acquisitions projects in OTIS North Asia Pacific region.

Mr. Wen had not held 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. Save as disclosed above, he has not previously held any position in the Company or its subsidiaries, nor has any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wen has never had, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

Mr. Wen has entered into a service contract with the Company for an initial term of three years commencing on 24 January 2018 but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Mr. Wen will be entitled to a remuneration of 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.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Wen 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 GEM Listing Rules.

**Mr. TSANG Zee Ho Paul**, aged 56, was appointed as an independent non-executive Director on 24 January 2018. Mr. Tsang holds a Bachelor of Social Sciences degree from the University of Hong Kong. He is a non-practicing member of the Hong Kong Institute of Certified Public Accountants. Mr. Tsang has over 30 years of experience in financial and accounting management, fund raising and tax planning as well as corporate finance transactions such as mergers and acquisitions, and asset disposals.

Mr. Tsang is the founder and Chief Executive Officer of ZEEtheFORCE\_UN Limited, which has recently been created to provide creative solutions to its clients in various areas including capital structuring advisory, investor relations training, as well as talent matching and corporate governance guidance. On the other hand, Mr. Tsang is currently the senior consultant with Morrison & Company Limited, a boutique consulting firm which focuses on seeking growth capital, strategic alliance candidates and merger and acquisition targets for its clients.

Mr. Tsang had held key management position in companies listed on the Stock Exchange. He was the chief financial officer of Hsin Chong Group Holdings Limited (stock code: 0404) for the period from December 2013 to September 2014 and chief financial officer and company secretary of Vinda International Holdings Limited (stock code: 3331) ("Vinda") for the period from April 2007 to September 2013. Immediately prior to his stint at Vinda, Mr. Tsang was instrumental in the structuring of the assets, financing and business of what became the Regal Real Estate Investment Trust (stock code: 1881) ("Regal REIT") during the period from May 2006 to April 2007, when Regal REIT successfully launched its IPO. Mr. Tsang was one of the responsible officers authorized by the Securities Futures Commission at Regal REIT's inception in relation to Regal Portfolio Management Limited, the manager of Regal REIT. He was the independent non-executive director of Bingo Group Holdings Limited (stock code: 8220), a company listed on the Stock Exchange, for the period from October 2009 to March 2010.

Mr. Tsang 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. He has not previously held any position in the Company or its subsidiaries, nor has any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at Latest Practicable Date, Mr. Tsang has never had, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.



Mr. Tsang has entered into an appointment letter with the Company for an initial term of three years commencing from 24 January 2018 but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Mr. Tsang will be entitled to a remuneration of HK\$240,000 per annum and increased to HK\$276,000 per annum with effective from 2 March 2018, 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.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Tsang 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 GEM Listing Rules.

**Mr. TSE Chi Wai**, aged 50, was appointed as an independent non-executive Director 24 January 2018. Mr. Tse graduated from the University of Hong Kong with a bachelor degree in social sciences in December 1989. Mr. Tse has over 25 years of experience in auditing, accounting and finance gained from working in various international accounting firms and listed companies. Mr. Tse is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Tse currently is an executive director, the chief financial officer and the company secretary of China Information Technology Development Limited (stock code: 8178), a company listed on the GEM, an executive director of Jih Sun Financial Holding Company Limited (stock code: 5820), the shares of which are listed in Taiwan, an independent non-executive director of Chong Kin Group Holdings Limited (stock code: 1609), China Environmental Technology Holdings Limited (stock code: 646), Great Water Holdings Limited (stock code: 8196) and Huarong Investment Stock Corporation Limited (stock code: 2277), the shares of these companies are listed on the Stock Exchange.

Mr. Tse was an independent non-executive director of Greens Holdings Ltd. (stock code: 1318) ("Greens") for the period from March 2015 to November 2015 and Sunac China Holdings Limited (stock code: 1918) ("Sunac") for the period from December 2012 to December 2017, the shares of these companies are listed on the Stock Exchange.

During the period between March 2015 and November 2015, Mr. Tse was an independent non-executive director of Greens. Greens announced that (i) on 2 September 2015, Greens filed a winding up petition (the "Cayman Winding Up Petition") with the Grand Court of the Cayman Islands as Greens was unable to repay its debt; (ii) on 29 September 2015, a winding up petition (the "Hong Kong Winding Up Petition") was filed with the High Court of Hong Kong against Greens by a bondholder for an outstanding debt under the unlisted bonds issued by Greens in January 2015; (iii) on 8 October 2015, joint provisional liquidators were appointed pursuant to an order of the Grand Court of the Cayman Islands; (iv) the hearing of the Hong Kong Winding Up Petition, which was originally scheduled on 2 December 2015, has been adjourned several times to 3 August 2016, on which the petitioner was granted leave to withdraw the Hong Kong Winding Up

Petition; (v) the Grand Court of the Cayman Islands convened a case management conference on 7 April 2016 and ordered that the Cayman Winding Up Petition be listed for directions hearing on 17 May 2016, which was adjourned and rescheduled for several times until a date to be fixed after 30 April 2017; (vi) the Stock Exchange issued a letter dated 28 October 2016 to Greens stating that it had decided to place Greens into the third delisting stage. Mr. Tse confirmed that (i) there is no wrongful act on his part leading to the said winding up petitions and he is not aware of any actual or potential claim which has been or will be made against him as a result of the said winding up petitions; and (ii) his involvement in Greens during his tenure was part and parcel of his services as a director thereof and no misconduct or misfeasance on his part had been involved in the said winding up petitions.

The following particulars relating to Mr. Tse are disclosed pursuant to Rule 17.50(2)(n)(iv) of the GEM Listing Rules:

In October 2017, based on findings made by the Listing Committee of the Stock Exchange (“Listing Committee”) in respect of Sunac and on Sunac’s acceptance, without admission of any liabilities and for the purpose of settlement, of the relevant findings, the Listing Committee censured Sunac for breaching Rule 2.13(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for failure to ensure the announcements made in February 2015 and May 2015 were accurate and complete in all material aspects, and not misleading. Please refer to the Listing Committee’s news issued on 26 October 2017 for further details.

Although Mr. Tse was an independent non-executive director of Sunac at the relevant time, Mr. Tse was not personally subject to any investigation process, disciplinary action or censure from the Listing Committee or any other competent authority in respect of the above matters.

Mr. Tse 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. He has not previously held any position in the Company or its subsidiaries, nor has any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at Latest Practicable Date, Mr. Tse has never had, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

Mr. Tse has entered into an appointment letter with the Company for an initial term of three years commencing from 24 January 2018 but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Mr. Tse will be entitled to a remuneration of HK\$240,000 per annum and increased to HK\$276,000 per annum with effective from 2 March 2018, 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.



Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Tse 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 GEM Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### Winto Group (Holdings) Limited

### 惠陶集團(控股)有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8238)**

## 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 Room 103, 1/F., Duke of Windsor Social Service Building, No. 15 Hennessy Road, Wanchai, Hong Kong on Thursday, 28 June 2018 at 10:00 a.m. for the following purposes:

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 2017.
2. (A) To re-elect the following retiring Directors:
  - (i) To re-elect Mr. Tang Yau Sing as an Executive Director;
  - (ii) To re-elect Mr. Wen Kai as an Independent Non-executive Director;
  - (iii) To re-elect Mr. Tsang Zee Ho Paul as an Independent Non-executive Director;
  - (iv) To re-elect Mr. Tse Chi Wai as an 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 Deloitte Touche Tohmatsu as auditor of the Company for the ensuing year and to authorise the Board to fix the remuneration of auditor.

To consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions of the Company by way of special business:

### ORDINARY RESOLUTIONS

4. “**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\$0.001 each in the share capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including but not limited to

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## NOTICE OF ANNUAL GENERAL MEETING

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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; and

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## NOTICE OF ANNUAL GENERAL MEETING

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“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. **“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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**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**  
**Tang Yau Sing**  
*Executive Director*

Hong Kong, 29 March 2018

**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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours (i.e. 10:00 a.m. on Tuesday, 26 June 2018) 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, 25 June 2018 to Thursday, 28 June 2018, 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 22 June 2018.
4. With regard to resolution no. 2(A) set out in this notice, biographical details of the retiring Directors are set out in Appendix II to the circular of the Company dated 29 March 2018.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. In connection with the proposed share repurchase mandate under ordinary resolution no. 5, an explanatory statement as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 29 March 2018.
6. 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.
7. 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 7:30 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](http://www.wintogroup.hk) and HKExnews website at [www.hkexnews.hk](http://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.

8. As at the date of this notice, the Board comprises Mr. Tang Yau Sing as an executive Director; and Mr. Wen Kai, Mr. Tsang Zee Ho Paul and Mr. Tse Chi Wai as independent non-executive Directors.