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WINOX
Winox Holdings Limited
盈利時控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6838)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Winox Holdings Limited (the “**Company**”) will be held at 18th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong on 25 July 2012, Wednesday at 2:30 p.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution (with or without amendments):

ORDINARY RESOLUTION

“**THAT**

- (a) the master agreement dated 15 May 2012 (the “**Master Agreement**”) entered into between Super Powerful Limited (the “**Purchaser**”), an indirect wholly-owned subsidiary of the Company, as the purchaser, Mr. Yiu Hon Ming (“**Mr. Yiu**”) as the vendor and 李輝柱先生 (Mr. Li Huizhu) (the “**Nominee**”) as the nominee (a copy of which signed by the chairman of the meeting for the purpose of identification, has been produced to the meeting and is marked as “A”), pursuant to which Mr. Yiu and the Nominee agree to sell and transfer and the Purchaser agrees to purchase and accept the transfer of the entire equity capital of 博羅明豐廚具製造有限公司 (Bo Luo Ming Fung Kitchen Appliance Manufacturing Limited), be and is hereby approved, confirmed and ratified, and that the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the board of directors of the Company (the “**Board**”) be and is hereby generally and unconditionally authorised to do all such acts and things and execute all such documents as it considers necessary or expedient or desirable in connection with or to give effect to the Master Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendments or waivers of matters relating thereto as are, in the opinion of the Board, in the interest of the Company.”

By Order of the Board of
Winox Holdings Limited
Au Wai Ming
Deputy Chairman

Hong Kong, 9 July 2012

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*
18th Floor
Guangdong Investment Tower
148 Connaught Road Central
Hong Kong

Notes:

- (1) A shareholder entitled to attend and vote at the above extraordinary general meeting may appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a shareholder of the Company.
- (2) To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy of such power of authority) must be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or adjourned meeting. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting or any adjourned meeting if he so wishes. If a shareholder who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.
- (3) In case of joint shareholders, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the Company's register of members in respect of the joint holding.

As at the date of this notice, the board of directors of the Company comprises (a) three executive directors, namely Mr. Yiu Hon Ming, Ms. Law Wai Ping and Mr. Chau Kam Wing Donald; (b) one non-executive director, namely Mr. Au Wai Ming; and (c) three independent non-executive directors, namely Mr. Ma Weihua, Mr. Carson Wen and Professor Wong Lung Tak Patrick.