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If you have sold or otherwise transferred all your shares in the Company, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, licensed corporation, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

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

A notice convening the annual general meeting of the Company to be held at Longchamps Room, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 19 May 2014 at 11 a.m. is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the meeting, you are advised to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

11 April 2014

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Longchamps Room, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 19 May 2014 at 11 a.m., notice of which is set on pages 14 to 18 of this circular, and any adjournment thereof
“Board”	the board of Directors of the Company
“Company”	Winox Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock code: 6838)
“controlling shareholder”	as defined in the Listing Rules
“Director(s)”	the director(s) of the Company for the time being
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate to allot, issue and deal with additional Shares
“Latest Practicable Date”	3 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the Memorandum and Articles of Association of the Company
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) in the notice of the AGM
“Repurchase Mandate”	the general mandate to repurchase Shares

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the share(s) of HKD0.1 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	as defined in the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong



WINOX

WINOX HOLDINGS LIMITED

盈利時控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6838)

Executive Directors:

Yiu Hon Ming (*Chairman & Managing Director*)

Law Wai Ping

Chau Kam Wing Donald (*Finance Director*)

Non-executive Director:

Au Wai Ming (*Deputy Chairman*)

Independent Non-executive Directors:

Ma Weihua

Carson Wen

Wong Lung Tak Patrick

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:*

Units 2 & 3, 1/F

Sunray Industrial Centre

610 Cha Kwo Ling Road, Yau Tong

Kowloon, Hong Kong

11 April 2014

Dear Shareholders,

(1) RE-ELECTION OF DIRECTORS

(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of AGM, and information on matters to be dealt with at the AGM, *inter alia*:

- (a) re-election of retiring Directors; and
- (b) grant of Issue Mandate and Repurchase Mandate to Directors, and the extension of the Issue Mandate to Directors by the addition of the number of Shares repurchased pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 84 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Directors appointed by the Board pursuant to article 83(3) of the Articles of Association (to fill a causal vacancy or as an addition to the existing Board) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Mr. Au Wai Ming, Mr. Chau Kam Wing Donald and Prof. Wong Lung Tak Patrick will retire by rotation in accordance with article 84 of the Articles of Association and will, being eligible to, offer themselves for re-election at the AGM. Particulars of the retiring Directors are set out in Appendix I to this circular.

3. ISSUE MANDATE AND REPURCHASE MANDATE

Pursuant to the ordinary resolutions passed at the Company's annual general meeting held on 16 May 2013, the Directors were granted (i) a general unconditional mandate to exercise their powers to allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company as at 16 May 2013; (ii) a general unconditional mandate to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at 16 May 2013; and (iii) the power to extend the general mandate mentioned in (i) above by an amount representing the aggregate nominal value of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

These general mandates will expire at the conclusion of the AGM. In order to provide continuous flexibility to the Directors, resolutions will be proposed at the AGM to seek the approval of Shareholders to renew these mandates.

LETTER FROM THE BOARD

(a) Issue Mandate

At the AGM, an Ordinary Resolution (Ordinary Resolution No. 5 as set out in the notice of AGM) will be proposed to grant a new general and unconditional mandate to Directors to exercise their powers to allot, issue and deal with, at any time during the Relevant Period (as defined in Ordinary Resolution No. 5(d) in the notice of AGM), Shares of up to a maximum of 20% of the aggregate nominal value of the share capital of the Company in issue on the date of passing of Ordinary Resolution No. 5.

As at the Latest Practicable Date, the total number of Shares in issue was 500,000,000 Shares. Subject to the passing of the proposed resolution for approving the Issue Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Company would be allowed to issue up to a limit of 100,000,000 Shares under the Issue Mandate.

(b) Repurchase Mandate

At the AGM, an Ordinary Resolution (Ordinary Resolution No. 6 as set out in the notice of AGM) will be proposed to grant a new general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase, at any time during the Relevant Period (as defined in Ordinary Resolution No. 6(c) in the notice of AGM), Shares of up to a maximum of 10% of the aggregate nominal value of the share capital of the Company in issue on the date of passing of Ordinary Resolution No. 6. An explanatory statement setting out the information regarding the Repurchase Mandate as required under the Listing Rules is set out in Appendix II to this circular.

As at the Latest Practicable Date, the total number of Shares in issue was 500,000,000 Shares. Subject to the passing of the proposed resolution for approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Company would be allowed to repurchase up to a limit of 50,000,000 Shares under the Repurchase Mandate.

(c) Extend the Issue Mandate

An Ordinary Resolution (Ordinary Resolution No. 7 as set out in the notice of AGM) will be proposed to extend the limit of the Issue Mandate by adding the aggregate number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

The AGM will be held at Longchamps Room, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 19 May 2014 at 11 a.m..

The notice of AGM is set out on pages 14 to 18 of this circular. Shareholders are advised to read the notice of AGM, to complete and return the enclosed form of proxy for use at the AGM in accordance with the instructions printed thereon and deposit the same with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of AGM will be decided by poll except where the chairman of the meeting, 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. An announcement of the poll results will be made after the AGM in the manner prescribed under rule 13.39(5) of the Listing Rules.

5. RECOMMENDATIONS

Directors believe that the re-election of Directors and the granting of the Issue Mandate and Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, Directors recommend Shareholders to vote in favour of all Ordinary Resolutions at the AGM.

6. RESPONSIBILITY STATEMENT

This circular contains particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully
For and on behalf of the Board
Yiu Hon Ming
Chairman & Managing Director

AU WAI MING

Mr. Au Wai Ming, aged 67, is the Deputy Chairman and Non-executive Director. He was appointed as the Director on 11 March 2011. Mr. Au pursued his studies at Harbin Engineering Institute (哈爾濱工程學院) and was graduated in August 1970. Mr. Au has about 40 years of experience in corporate development and management. He had worked for 廣東粵海地產集團 (Guangdong Yuehai Property Group) as well as Hutchison Whampoa Properties Limited. He had been an executive director of Guangdong Investment Limited for ten years and was the former chairman and managing director of Kingway Brewery Holdings Limited, both companies are listed on the main board of the Stock Exchange. Mr. Au has extensive experience in property development and management and he has participated in the planning and development of certain well-known property projects such as Guangzhou Riverside Garden, Teem Plaza, Cape Coral and The Riverside. Mr. Au is currently an independent director of Rainbow Department Store Company Limited, the shares of which are listed on the Shenzhen Stock Exchange. Save as disclosed above, Mr. Au did not hold any directorship in any other listed companies in the three years preceding the Latest Practicable Date.

Mr. Au has entered into a letter of appointment with the Company on 28 March 2014 for a term of three years commencing from 1 April 2014 and is subject to the relevant provisions for retirement and re-election in accordance with article 84 of the Articles of Association. Mr. Au received a total of HKD180,000 for being the Non-executive Director for the year ended 31 December 2013. The emoluments of Mr. Au are recommended by the Remuneration Committee of the Company by reference to his duties and responsibilities, the prevailing market conditions and the performance of the Company.

As at the Latest Practicable Date, Mr. Au beneficially owns 3,776,000 Shares, representing 0.76% of the entire issued share capital of the Company.

Save as disclosed above, Mr. Au does not hold any positions in the Group nor does he have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is no information relating to Mr. Au that is required to be disclosed pursuant to rules 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

CHAU KAM WING DONALD

Mr. Chau Kam Wing Donald, aged 51, is the Finance Director. He was appointed as the Director on 11 March 2011 and is responsible for overseeing the financial management of the Group. Mr. Chau has over 20 years of experience in auditing, taxation and financial management and had been appointed as financial controller of certain listed companies in Hong Kong. Mr. Chau obtained a master's degree in business administration from the University of San Francisco, United States in December 2000. He became a fellow member of The Association of Chartered Certified Accountants in September 1999 and a practising member of the Hong Kong Institute of Certified Public Accountants in June 1994. Mr. Chau is currently an independent non-executive director of China Water Affairs Group Limited, Carpenter Tan Holdings Limited and Eco-Tek Holdings Limited, all of which are companies listed on the Stock Exchange. He is also an independent non-executive director of Zhejiang Shibao Company Limited, which is listed on both the Stock Exchange and Shenzhen Stock Exchange. From June 2008 to May 2011, he was an independent non-executive director of China Nonferrous Metals Company Limited, the shares of which are listed on the Stock Exchange. Save as disclosed above, Mr. Chau did not hold any directorship in any listed companies in the three years preceding the Latest Practicable Date.

Mr. Chau has entered into a service contract with the Company on 28 March 2014 for a term of three years commencing 1 April 2014, subject to the relevant provisions for retirement and re-election in accordance with article 84 of the Articles of Association. Mr. Chau received a total of HKD955,000 for being the Executive Director for the year ended 31 December 2013. His remuneration is recommended by the Remuneration Committee of the Company by reference to his duties and responsibilities, the prevailing market conditions and the performance of the Company.

As at the Latest Practicable Date, Mr. Chau does not have and is not deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chau does not hold any positions in the Group nor does he have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is no information relating to Mr. Chau that is required to be disclosed pursuant to rules 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

WONG LUNG TAK PATRICK

Prof. Wong Lung Tak Patrick, BBS, JP, aged 66, was appointed the Independent Non-executive Director on 24 June 2011. Prof. Wong is a Certified Public Accountant (Practising) in Hong Kong, a Chartered Secretary and a Certified Tax Advisor (Hong Kong) and the Managing Practising Director of Patrick Wong CPA Limited. He has over 30 years of experience in the accountancy profession. Prof. Wong holds a Doctor of Philosophy degree in Business. He was awarded a Badge of Honour by the Queen of England in 1993. He was also appointed a Justice of the Peace in 1998 and was awarded a Bronze Bauhinia Star in 2010 by the Government of the Hong Kong Special Administrative Region. From 2002 to 2013, he was appointed the Adjunct Professor, School of Accounting and Finance of The Hong Kong Polytechnic University. Prof. Wong is currently an independent non-executive director of Galaxy Entertainment Group Limited, CC Land Holdings Limited, China Precious Metal Resources Holdings Co., Ltd., Guangzhou Baiyunshan Pharmaceutical Holdings Co. Ltd. (formerly known as Guangzhou Pharmaceutical Company Limited), Water Oasis Group Limited, Real Nutraceutical Group Limited (formerly known as Ruinian International Limited), Sino Oil and Gas Holdings Limited, National Arts Entertainment and Culture Group Limited and Excel Development (Holdings) Limited, all of which are companies listed on the Stock Exchange. Save as disclosed above, Prof. Wong did not hold any directorship in any listed companies in the three years preceding the Latest Practicable Date.

Prof. Wong has entered into a letter of appointment with the Company on 23 June 2011 for a term of three years commencing 24 June 2011 and is subject to the relevant provisions for retirement and re-election in accordance with article 84 of the Articles of Association. Prof. Wong received a total of HKD180,000 for being the Independent Non-executive Director for the year ended 31 December 2013. His remuneration is recommended by the Remuneration Committee of the Company by reference to his duties and responsibilities, the prevailing market conditions and the performance of the Company.

As at the Latest Practicable Date, Prof. Wong does not have and is not deemed to have interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Prof. Wong meets the independence guidelines as set out in Rule 3.13 of the Listing Rules and the Company has received his written independence confirmation. The Board considers him to be independent.

Save as disclosed above, Prof. Wong does not hold any positions in the Group nor does he have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is no information relating to Prof. Wong that is required to be disclosed pursuant to rules 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of Shareholders.

This explanatory statement contains the information required to be sent to Shareholders pursuant to rule 10.06(1)(b) of the Listing Rules concerning the repurchase of its own Shares by the Company.

(1) EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 500,000,000 Shares in issue as at the Latest Practicable Date, would result in a maximum of 50,000,000 Shares (which are fully paid and represent 10% of the Shares in issue) being repurchased by the Company during the period prior to 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 Company's Memorandum and Articles of Association and applicable laws and regulations of the Cayman Islands to be held; or
- (iii) the revocation, variation or renewal of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting of the Company.

The total number of Shares which the Company is authorised to repurchase its Shares representing a maximum of 10% of the aggregate of the total nominal value of the share capital of the Company in issue at the date of the resolution granting the Repurchase Mandate. A company may not issue or announce an issue of new shares for a period of 30 days immediately following a repurchase of securities (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of Stock Exchange. The Listing Rules also prohibit a company from making repurchase of its own securities on the Stock Exchange if the repurchase would result in the number of the company's listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange, which is currently 25% in the case of the Company.

The Listing Rules further prohibit a company from purchasing its own shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its shares are traded on the Stock Exchange or for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange prevailing from time to time.

The Company shall procure that any broker appointed by it to effect the purchase of its securities to disclose to the Stock Exchange such information with respect to the purchase made on behalf of the Company as the Stock Exchange may request.

(2) REASONS FOR THE REPURCHASE

Although the Directors have no present intention to repurchase any Shares, Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to seek a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Repurchase 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 repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

(3) FUNDING OF REPURCHASE

At repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association of the Company and the applicable laws and regulations of the Cayman Islands. Pursuant to the Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchases or, subject to the Companies Law of the Cayman Islands, out of capital of the Company and, in the case of any premium payable on the repurchases, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law of the Cayman Islands, out of capital of the Company.

(4) IMPACT ON THE COMPANY

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2013) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

(5) DISCLOSURE OF INTEREST

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

(6) DIRECTORS' UNDERTAKING

Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

(7) EFFECT ON TAKEOVERS CODE

If the proportionate interest of a Shareholder in the voting rights of the Company increases on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the immediate controlling shareholder (as defined in the Listing Rules) of the Company, Ming Fung Investment Limited, was recorded in the registers required to be kept by the Company under section 336 of the SFO as interested in 330,000,000 Shares, representing 66% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held by Ming Fung Investment Limited and there is no other change to the issued share capital of the Company, the shareholding of Ming Fung Investment Limited in the Company will be increased to approximately 73.33% of the reduced issued share capital of the Company immediately after the exercise in full of the Repurchase Mandate.

Accordingly, Directors are not aware of the consequences which would give rise under the Takeovers Code as a result of exercising the Repurchase Mandate. In addition, in exercising the Repurchase Mandate (whether in full or otherwise), Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

(8) SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

(9) NO REPURCHASE FROM CONNECTED PERSON

The Listing Rules prohibit a company from knowingly repurchasing securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or their respective associates (as defined in the Listing Rules), and a connected person shall not knowingly sell his securities to the Company on the Stock Exchange. No connected person (as defined in the 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, in the event that the Repurchase Mandate is approved by Shareholders.

(10) SHARE PRICES

The monthly highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date are as follows:

	Highest <i>HKD</i>	Lowest <i>HKD</i>
2013		
April	1.11	1.00
May	1.04	0.80
June	0.93	0.70
July	0.91	0.81
August	1.03	0.90
September	1.02	0.88
October	1.02	0.91
November	1.45	0.95
December	1.28	0.89
2014		
January	0.99	0.89
February	1.15	0.95
March	1.00	0.78
April (up to and including the Latest Practicable Date)	0.80	0.79

Source: Quoted prices from the Stock Exchange website (www.hkex.com.hk).

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Winox Holdings Limited (“Company”) will be held at Longchamps Room, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 19 May 2014 at 11 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of directors and auditor of the Company for the year ended 31 December 2013.
2. To approve and declare a final dividend of HKD0.01 per ordinary share of the Company for the year ended 31 December 2013.
3.
 - (a) To re-elect Mr. Au Wai Ming as the director of the Company.
 - (b) To re-elect Mr. Chau Kam Wing Donald as the director of the Company.
 - (c) To re-elect Prof. Wong Lung Tak Patrick as the director of the Company.
 - (d) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint the auditor and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

And as to special businesses, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. **“THAT:**
- (a) subject to sub-paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal in shares of HKD0.1 each in the share capital of the Company (“Shares”) and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the Shares in the capital of the Company to be issued either during or after the end of the Relevant Period;
 - (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in this resolution); or (ii) the exercise of the subscription or conversion rights attaching to any warrants, preference shares, convertible bonds or other securities issued by the Company which are convertible into Shares; or (iii) the exercise of options granted by the Company under any option scheme or similar arrangement for the time being adopted for the grant to Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person (if any) of rights to acquire Shares; or (iv) any script dividend scheme or similar arrangement 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 (“Articles of Association”); or (v) a specific authority granted by the shareholders of the Company (“Shareholders”) in general meeting, shall not exceed 20% of the total nominal value of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is 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 any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“Right Issue” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities) as at that date (subject in all cases 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).”

6. **“THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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(b) the aggregate nominal value of Shares which the Company is authorised to repurchase pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total nominal value of the share capital of the Company in issue as at the date of passing of this resolution; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is 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 any applicable laws of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

7. “**THAT** conditional upon the passing of Ordinary Resolutions No. 5 and No. 6 as set out in the notice convening this annual general meeting, the general mandate granted to the Directors to allot, issue and deal in any unissued Shares pursuant to Ordinary Resolution No. 5 be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 6, provided that such extended amount shall not exceed 10% of the total nominal value of the share capital of the Company in issue as at the date of passing of this resolution.”

By Order of the Board

Yiu Hon Ming

Chairman & Managing Director

Hong Kong, 11 April 2014

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A Shareholder entitled to attend and vote at this annual general meeting or any adjournment thereof may appoint one or more proxies to attend and vote in his place and such proxy(ies) need not be the Shareholder(s).
- (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 branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong ("Branch Share Registrar"), not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. The appointment of a proxy will not preclude a Shareholder from subsequently attending and voting at the meeting or any adjournment thereof 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.
- (4) The register of members of the Company will be closed and no transfer of shares will be registered from Friday, 16 May 2014 to Monday, 19 May 2014 (both days inclusive). In order to qualify for attending and voting at this annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Branch Share Registrar not later than 4.30 p.m. on Thursday, 15 May 2014.
- (5) For the purpose of determining shareholders' entitlements to the final dividend, the register of members will also be closed on Friday, 23 May 2014 and no transfer of shares will be registered on that date. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Branch Share Registrar not later than 4:30 p.m. on Thursday, 22 May 2014.