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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 the Growth Enterprise Market (“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)**

**SUPPLEMENTAL CIRCULAR**  
**TO**  
**THE CIRCULAR TO SHAREHOLDERS DATED 31 MARCH 2015**  
**AND**  
**REVISED NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular of the Company in relation to the Annual General Meeting of the Company to be held at 1804B, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Monday, 11 May 2015 at 3:00 p.m. A revised notice of the Annual General Meeting is set out on pages 10 to 15 of this supplemental circular. A second form of proxy for use at the Annual General Meeting is enclosed with this supplemental circular. Whether or not you intend to be present and vote at the Annual General Meeting, you are requested to complete the enclosed second form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, 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 before the time appointed for holding the Annual General Meeting or any adjourned meeting. Completion and return of the second proxy form will not preclude you from attending and voting at the Annual General Meeting in person should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

29 April 2015

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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 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, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held on 1804B, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Monday, 11 May 2015 at 3:00 p.m.
“Board”	the board of Directors
“Circular”	the circular issued by the Company to the Shareholders dated 31 March 2015
“Closing Time”	48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be)
“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
“Director(s)”	Director(s) of the Company
“First Proxy Form”	the proxy form accompanying the Circular
“GEM”	the Growth Enterprise Market of 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 lawfully currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 April 2015, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Notice of AGM”	the notice convening the AGM, as set out on pages 15 to 19 of the Circular
“Revised Notice of AGM”	the notice convening the AGM, as set out on pages 10 to 15 of this supplemental circular
“Second Proxy Form”	the form of proxy accompanying this supplemental circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“%”	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 Directors:*

Mr. Kwan Shun Keung Timmy  
Ms. Yip Tsz Lam  
Mr. Mak Wai Kit  
Ms. Law Shiu Wai

*Registered office:*

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

*Non-executive Director:*

Mr. Tsang Hin Man Terence

*Head office and principal place of  
business in Hong Kong:*

Unit 4, 7th Floor,  
Nan Fung Commercial Centre  
19 Lam Lok Street,  
Kowloon Bay, Kowloon  
Hong Kong

*Independent Non-executive Directors:*

Mr. Lee Kwok Tung Louis  
Mr. Tsang Ho Ka Eugene  
Mr. Yu Chon Man  
Mr. Liu Kwong Chi Nelson  
Ms. Wong Fei Tat

29 April 2015

*To the Shareholders*

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR  
TO  
THE CIRCULAR TO SHAREHOLDERS DATED 31 MARCH 2015  
AND  
REVISED NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular should be read together with the Circular which contains, among other things, the details of (1) re-election of Directors; and (2) Notice of AGM.

The purpose of this supplemental circular is to provide you with information regarding the additional resolutions to be proposed at the AGM relating to the re-election of retiring Directors and to provide Shareholders with the Revised Notice of AGM and the Second Proxy Form. Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

Reference is made to an announcement of the Company dated 23 April 2015, in which it was announced that Mr. Mak Wai Kit had been appointed as executive Director, Ms. Law Shiu Wai as executive Director, Mr. Liu Kwong Chi Nelson as independent non-executive Director, and Ms. Wong Fei Tat as independent non-executive Director, all with effect from 23 April 2015.

In accordance with Article 83(3) of the articles of association of the Company, the newly appointed Directors shall retire at the AGM, and being eligible, offer themselves for re-election. At the AGM, ordinary resolutions will be proposed to re-elect Mr. Mak Wai Kit as executive Director, Ms. Law Shiu Wai as executive Director, Mr. Liu Kwong Chi Nelson as independent non-executive Director, and Ms. Wong Fei Tat as independent non-executive Director. The biographical details of such re-electing Directors as required to be disclosed under the GEM Listing Rules are set out in the Appendix to this supplemental circular.

### REVISED NOTICE OF ANNUAL GENERAL MEETING

As set out in the Circular, the AGM will be held at 1804B, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Monday, 11 May 2015 at 3:00 p.m. Given that the Notice of AGM and the First Proxy Form do not contain the proposed resolutions for the re-election of Mr. Mak Wai Kit as executive Director, Ms. Law Shiu Wai as executive Director, Mr. Liu Kwong Chi Nelson as independent non-executive Director, and Ms. Wong Fei Tat as independent non-executive Director, the Revised Notice of AGM has been set out on pages 10 to 15 of this supplemental circular, and the Second Proxy Form has been prepared and is enclosed with this supplemental circular. Both of the Revised Notice of AGM and the Second Proxy Form are also published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://oceanmediahk.com>) and contain the proposed resolutions for the re-election of Mr. Mak Wai Kit as executive Director, Ms. Law Shiu Wai as executive Director, Mr. Liu Kwong Chi Nelson as independent non-executive Director, and Ms. Wong Fei Tat as independent non-executive Director.

### SECOND PROXY FORM

Whether or not you intend to attend the AGM, you are requested to complete the enclosed Second Proxy Form in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited (the "Share Registrar"), at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event before the Closing Time. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish. In such event, the instrument appointing a proxy shall be deemed revoked.

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## LETTER FROM THE BOARD

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

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

- (a) If no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution(s) properly put to the AGM other than those referred to in the Notice of AGM and the First Proxy Form, including the resolutions for the re-election of Mr. Mak Wai Kit as executive Director, Ms. Law Shiu Wai as executive Director, Mr. Liu Kwong Chi Nelson as independent non-executive Director, and Ms. Wong Fei Tat as independent non-executive Director as set out in the Revised Notice of AGM and the Second Proxy Form.**
- (b) If the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
- (c) If the Second Proxy Form is lodged with the Share Registrar after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolutions. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.**

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they so wish. In such event, the instrument appointing a proxy shall be deemed revoked.

### **VOTING BY POLL**

If you attend and vote at the AGM, the authority of your proxy will be revoked. Pursuant to Rule 17.47(4) of the GEM Listing Rules, voting by the Shareholders at the AGM will be by poll, except where the chairman of the AGM, in good faith, decides to allow a resolution which related purely to a procedural or administrative matter to be voted by a show of hands. As none of the Shareholders has any material interest in the proposed ordinary resolutions for approving the re-election of Mr. Mak Wai Kit as executive Director, Ms. Law Shiu Wai as executive Director, Mr. Liu Kwong Chi Nelson as



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## LETTER FROM THE BOARD

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independent non-executive Director, and Ms. Wong Fei Tat as independent non-executive Director. no Shareholder is required to abstain from voting on the proposed additional ordinary resolutions for approving the aforesaid re-election at the AGM.

### RECOMMENDATION

The Directors (including all the independent non-executive Directors) consider that the resolutions for approving the re-election of Mr. Mak Wai Kit as executive Director, Ms. Law Shiu Wai as executive Director, Mr. Liu Kwong Chi Nelson as independent non-executive Director, and Ms. Wong Fei Tat as independent non-executive Director are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions in respect thereof to be proposed at the AGM.

### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix to this supplemental circular and the Circular.

By order of the Board  
**Winto Group (Holdings) Limited**  
**Kwan Shun Keung Timmy**  
*Chairman*

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

**MR. MAK WAI KIT (“Mr. Mak”)**

Mr. Mak, aged 35, is the financial controller of the Group and company secretary of the Company as well as a member of the corporate governance committee. Mr. Mak joined the Group in 2012 and is primarily responsible for financial management and accounting of the Group. Mr. Mak is a member of the Hong Kong Institute of Certified Public Accountants. He has approximately 10 years of working experience with local and international audit firms. Before joining the Group, Mr. Mak was an audit manager of an international audit firm. He obtained a bachelor’s degree of arts in accountancy from the Hong Kong Polytechnic University in 2002.

Mr. Mak has not held any 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. He does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Mak 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 SFO) of the Company.

Mr. Mak has entered into a service agreement with the Company for an initial term of three years but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Mr. Mak will be entitled to a remuneration of HK\$910,000 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.

**MS. LAW SHIU WAI (“Ms. Law”)**

Ms. Law, aged 46, has been an assistant chief operating officer of the Group since March 2015. She holds a bachelor degree of commerce (accounting) from Curtin University of Technology. She is a member of CPA Australia and Hong Kong Institute of Certified Public Accountants. She also has more than 20 years of experience in accounting and administration. As regards her experience with listed companies, Ms. Law was the accounting manager of Dah Hwa International (Holdings) Limited (stock code: 600) from August 1990 to September 1999 and the finance manager of Winteam Pharmaceutical Group Limited (stock code: 570) from March 2007 to December 2009. Both companies are listed on the Main Board of the Stock Exchange.

Ms. Law has not held any 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, she has not previously held any position in the Company or its subsidiaries. She does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Law 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 SFO) of the Company.

Ms. Law has entered into a service agreement with the Company for an initial term of three years but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Ms. Law will be entitled to a remuneration of HK\$520,000 per annum, which was determined by the Board on recommendation of the remuneration committee by reference to her duties and responsibilities with the Company, the Company's performance and current market situation.

**MR. LIU KWONG CHI NELSON (“Mr. Liu”)**

Mr. Liu, aged 47, holds a bachelor degree of social science (hons) from the University of Hong Kong, a bachelor of law (hons) degree from Manchester Metropolitan University, the United Kingdom and a master degree of laws in Chinese & comparative law from the City University of Hong Kong.

Mr. Liu was admitted as a solicitor of the High Court of Hong Kong Special Administrative Region in August 2001. He is a co-founder and a senior partner of Messrs. Cheung & Liu Solicitors with extensive experiences in commercial and corporate legal matters. Mr. Liu is a visiting lecturer in intellectual property in the Hong Kong Polytechnic University and a vice president of the Hong Kong Institute of Patent Attorneys.

Mr. Liu was an independent non-executive director of Blue Sky Power Holdings Limited (Formerly known as China Print Power Group Limited) (Hong Kong Stock Code: 6828; Singapore Stock Code: UQ7) from January 2012 to July 2013. Save as disclosed above, Mr. Liu 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 the Latest Practicable Date, Mr. Liu 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 SFO) of the Company.

Mr. Liu has entered into an appointment letter with the Company for an initial term of three years but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Mr. Liu will be entitled to a remuneration of HK\$120,000 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.

**MS. WONG FEI TAT (“Ms. Wong”)**

Ms. Wong, aged 40, holds a bachelor degree in commerce from the University of Sydney, and a postgraduate diploma in corporate administration and a master degree in corporate governance from the Hong Kong Polytechnic University. Ms. Wong is an associate member of the Chartered Institute of Management Accountants, the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries and is a certified practising accountant of CPA Australia. She has over 19 years of experience in the accounting field.

Ms. Wong was an independent non-executive director of China Motion Telecom International Limited (Stock Code: 989) from February 2006 to November 2013, and an independent non-executive director of Blue Sky Power Holdings Limited (Hong Kong Stock Code: 6828; Singapore Stock Code: UQ7) from January 2012 to November 2014. Save as disclosed above, Ms. Wong did not hold any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the past three years. Ms. Wong 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, Ms. Wong 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 SFO) of the Company.

Ms. Wong has entered into an appointment letter with the Company for an initial term of three years but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Ms. Wong will be entitled to a remuneration of HK\$120,000 per annum, which was determined by the Board on recommendation of the remuneration committee by reference to her 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 appointment of Mr. Mak, Ms. Law, Mr. Liu and Ms. Wong that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

**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)**

**REVISED 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 1804B, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Monday, 11 May 2015 at 3:00 p.m. for the following purposes::

1. To receive and consider the audited consolidated financial statements for the year ended 31 December 2014 and the report of the directors and the independent auditor’s report.
2. (A) To re-elect the following retiring directors of the Company (the “Directors”):
  - (i) To re-elect Mr. Kwan Shun Keung Timmy as executive Director;
  - (ii) To re-elect Ms. Yip Tsz Lam as executive Director;
  - (iii) To re-elect Mr. Tsang Hin Man Terence as non-executive Director;
  - (iv) To re-elect Mr. Lee Kwok Tung Louis as independent non-executive Director;
  - (v) To re-elect Mr. Tsang Ho Ka Eugene as independent non-executive Director;
  - (vi) To re-elect Mr. Yu Chon Man as independent non-executive Director;
  - (vii) To re-elect Mr. Mak Wai Kit as executive Director;
  - (viii) To re-elect Ms. Law Shiu Wai as executive Director;
  - (ix) To re-elect Mr. Liu Kwong Chi Nelson as independent non-executive Director; and
  - (x) To re-elect Ms. Wong Fei Tat as independent non-executive Director
- (B) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.

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## REVISED NOTICE OF ANNUAL GENERAL MEETING

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3. To re-appoint CCIF CPA Limited 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 the Growth Enterprise Market (the “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\$0.01 each in the share capital of the Company (the “Shares”) and 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 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

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## REVISED NOTICE OF ANNUAL GENERAL MEETING

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(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 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 this Resolution; and

“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

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**REVISED NOTICE OF ANNUAL GENERAL MEETING**

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(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.”
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**  
**Kwan Shun Keung Timmy**  
*Chairman*

Hong Kong, 29 April 2015



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## REVISED NOTICE OF ANNUAL GENERAL MEETING

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### Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more 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, A PROXY FORM (the “Second 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 before the time appointed for holding the meeting or any adjournment thereof (the “Closing Time”).
3. The register of members of the Company will be closed from 7 May 2015 to 11 May 2015, 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 6 May 2015.
4. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM (THE “FIRST PROXY FORM”) WHICH WAS SENT TOGETHER WITH THE CIRCULAR AND THE NOTICE OF THE MEETING (THE “NOTICE OF MEETING”) BOTH DATED 31 MARCH 2015 SHOULD NOTE THAT:**
  - (a) **If no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution(s) properly put to the AGM other than those referred to in the Notice of AGM and the First Proxy Form, including the resolutions for the re-election of Mr. Mak Wai Kit as executive Director, Ms. Law Shiu Wai as executive Director, Mr. Liu Kwong Chi Nelson as independent non-executive Director, and Ms. Wong Fei Tat as independent non-executive Director as set out in the Revised Notice of AGM and the Second Proxy Form.**
  - (b) **If the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
  - (c) **If the Second Proxy Form is lodged with the Share Registrar after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed**

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## REVISED NOTICE OF ANNUAL GENERAL MEETING

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**resolutions. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.**

5. As at the date of this notice, the Board comprises Mr. Kwan Shun Keung Timmy, Ms. Yip Tsz Lam, Mr. Mak Wai Kit and Ms. Law Shiu Wai as executive Directors; Mr. Tsang Hin Man Terence as non-executive Director; and Mr. Lee Kwok Tung Louis, Mr. Tsang Ho Ka Eugene, Mr. Yu Chon Man, Mr. Liu Kwong Chi Nelson and Ms. Wong Fei Tat as independent non-executive Directors.