

**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)**

**Second Proxy Form for the Annual General Meeting on 11 May 2015**

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_, being the registered holder(s) of \_\_\_\_\_ ordinary shares <sup>(Note 2)</sup> of HK\$0.01 each in the capital of **Winto Group (Holdings) Limited** (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend the annual general meeting of the Company (the “Meeting”) (and at any adjournment thereof) 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. and to vote for me/us and in my/our name(s) as indicated below <sup>(Note 4)</sup>.

	Ordinary Resolution	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
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)	(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		
	(x) To re-elect Ms. Wong Fei Tat as independent non-executive director		
2(B)	To authorise the board of directors to fix the remuneration of directors		
3	To re-appoint CCIF CPA Limited as auditor of the Company for the ensuring year and to authorise the board of directors to fix the remuneration of auditor		
4	To grant a general mandate to the directors to allot and issue new ordinary shares of the Company (Ordinary Resolution No. 4 of the notice of the Meeting)		
5	To grant a general mandate to the directors to repurchase ordinary shares of the Company (Ordinary Resolution No. 5 of the notice of the Meeting)		
6	To extend the general mandate granted to the directors to issue new ordinary shares of the Company (Ordinary Resolution No. 6 of the notice of the Meeting)		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2015 Shareholder’s Signature <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of ordinary shares of HK\$0.01 each of the Company (“Shares”) registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the Shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “THE CHAIRMAN OF THE MEETING or” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION. Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or 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 for holding the Meeting or any adjournment thereof.
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting should you so wish.
- IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY (THE “FIRST FORM OF PROXY”) 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:
  - If no Second Form of Proxy is lodged with the Share Registrar, the First Form of Proxy 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 Form of Proxy, 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 Form of Proxy.
  - If the Second Form of Proxy is lodged with the Share Registrar before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid proxy form lodged by the Shareholder if correctly completed.
  - If the Second Form of Proxy is lodged with the Share Registrar after the Closing Time, the Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on a proposed resolutions. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy 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.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- “Personal Data” in this statement has the same meaning as “personal data” in the personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited.