

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)

Proxy Form for the Annual General Meeting to be held on 9 May 2016

I/We ^(Note 1) _____ of _____, being the registered holder(s) of _____ ordinary shares ^(Note 2) of HK\$0.001 each in the capital of **Winto Group (Holdings) Limited** (the “Company”), hereby appoint the **THE CHAIRMAN OF THE MEETING** or ^(Note 3) _____ 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 Jasmine Room, 3/F., Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Monday, 9 May 2016 at 3:00 p.m. and to vote for me/us and in my/our name(s) as indicated below ^(Note 4).

| | Ordinary Resolution | FOR ^(Note 4) | AGAINST ^(Note 4) |
|------|--|-------------------------|-----------------------------|
| 1 | To consider and adopt the audited consolidated financial statements and the reports of the directors (the “Director”) and the independent auditor of the Company for the year ended 31 December 2015 | | |
| 2(A) | (i) To re-elect Ms. Law Shiu Wai as Director | | |
| | (ii) To re-elect Mr. Pang Siu Yin as Director | | |
| 2(B) | To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors | | |
| 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 | | |
| 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 _____ 2016 Shareholder’s Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of ordinary shares of HK\$0.001 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).
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting should you so wish.