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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 GEM of The Stock Exchange of Hong Kong Limited 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)**

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of Winto Group (Holdings) Limited to be held at Suites 2101-05, 21/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 19 February 2019 at 10:00 a.m. is set out on pages 12 to 13 of this circular. Whether or not you intend to attend the meeting, you are required to complete the proxy form in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours (i.e. 10:00 a.m. on Sunday, 17 February 2019) before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting, or any adjourned meeting, should you so wish.

This circular will remain on GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of its publication and on the Company's website at <http://www.wintogroup.hk>.

30 January 2019

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Announcement”	the announcement dated 16 January 2019 made by the Company relating to the proposed Share Consolidation
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Company”	Winto Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on GEM of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	directors(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Tuesday, 19 February 2019 at 10:00 a.m. at Suites 2101-05, 21/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong to consider and, if thought fit, approve, among others, the Share Consolidation and the transactions contemplated thereunder
“Existing Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company prior to the Share Consolidation having become effective
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Latest Practicable Date”	23 January 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Outstanding Options”	the right(s) granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme
“Share(s)”	Existing Share(s) or Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every twenty (20) Existing Shares of HK\$0.001 each in the issued and unissued share capital of the Company into one (1) Consolidated Share of HK\$0.02 each in the issued and unissued share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted on 16 February 2015
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## EXPECTED TIMETABLE

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*The expected timetable for the Share Consolidation is set out below:*

<b>Event</b>	<b>Time and Date</b>
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM . . . . .	4:30 p.m. on Wednesday, 13 February 2019
Record date of the EGM . . . . .	4:30 p.m. on Wednesday, 13 February 2019
Latest time for return of proxy form of the EGM (not less than 48 hours prior to the EGM) . . . . .	10:00 a.m. on Sunday, 17 February 2019
Register of members of the Company closed for determining entitlements to attend and vote at the EGM . . . . .	Thursday, 14 February 2019 to Tuesday, 19 February 2019 (both days inclusive)
EGM . . . . .	10:00 a.m. on Tuesday, 19 February 2019
Publication of the announcement of poll results of the EGM . . . . .	Tuesday, 19 February 2019
Effective date of the Share Consolidation . . . . .	Wednesday, 20 February 2019
Dealings in the Consolidated Shares commence . . . . .	9:00 a.m. on Wednesday, 20 February 2019
Original counter for trading in the Existing Shares in board lots of 8,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Wednesday, 20 February 2019
Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Wednesday, 20 February 2019
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	Wednesday, 20 February 2019
Original counter for trading in the Consolidated Shares in board lots of 8,000 Consolidated Shares (in the form of new share certificates) re-opens . . . . .	9:00 a.m. on Wednesday, 6 March 2019

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## EXPECTED TIMETABLE

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Parallel trading in the Consolidated Shares (in the form of  
new share certificates and existing share certificates) commences . . . . . 9:00 a.m. on Wednesday,  
6 March 2019

Designated broker starts to stand in the market to provide  
matching services for the sale and purchase of odd lots  
of Consolidated Shares . . . . . 9:00 a.m. on Wednesday,  
6 March 2019

Temporary counter for trading in the Consolidated Shares  
in board lots of 400 Consolidated Shares (in the form of  
existing share certificates) closes . . . . . 4:00 p.m. on Tuesday,  
26 March 2019

Parallel trading in the Consolidated Shares (in the form of  
new share certificates and existing share certificates) ends . . . . . 4:00 p.m. on Tuesday,  
26 March 2019

Designated broker ceases to stand in the market to provide matching  
services for the sale and purchase of odd lots of Consolidated Shares . . . . . 4:00 p.m. on Tuesday,  
26 March 2019

Last day for free exchange of existing share certificates for  
new share certificates for the Consolidated Shares . . . . . 4:30 p.m. on Thursday, 28 March 2019

*All times and dates in this circular refer to Hong Kong local times and dates. Shareholders should note that the dates and deadlines specified in this circular for events in the timetable for the Share Consolidation is subject to the satisfaction of all the conditions of the Share Consolidation, including but not limited to, the approval of the Share Consolidation by Shareholders at the EGM, and are therefore for indicative purpose only.*

*In the event that any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any extension or adjustment to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.*

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## LETTER FROM THE BOARD

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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)

*Executive Director:*

Mr. Tang Yau Sing

*Independent Non-executive Directors:*

Mr. Wen Kai

Mr. Tsang Zee Ho Paul

Mr. Tse Chi Wai

*Registered Office:*

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Head Office and Principal Place  
of Business:*

Suites 2101-05, 21/F,

Sun Hung Kai Centre,

30 Harbour Road,

Wanchai,

Hong Kong

30 January 2019

*To the Shareholders*

Dear Sir or Madam,

### PROPOSED SHARE CONSOLIDATION

#### INTRODUCTION

Reference is made to the Company's announcement dated 16 January 2019 in relation to the Share Consolidation. The purpose of this circular is to provide you with information on the Share Consolidation and to give you the notice of the EGM.

#### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares of HK\$0.001 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.02 each.

#### Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions being satisfied:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;



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## LETTER FROM THE BOARD

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- (ii) the compliance with all relevant procedures and requirements under the Cayman Islands law (where applicable) to effect the Share Consolidation; and
- (iii) the Listing Committee of the Stock Exchange granting the approval for listing of, and permission to deal in, the Consolidated Shares in issue and to be issued, upon the Share Consolidation becoming effective.

Subject to the satisfaction of all the above conditions, it is expected that the Share Consolidation will become effective on the next business day immediately following the date of the EGM.

### **Effects of the Share Consolidation**

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 100,000,000,000 Existing Shares of HK\$0.001 each, of which 8,640,000,000 Existing Shares have been issued and are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, on the basis that the Company does not allot, issue or repurchase any Shares prior thereto, the authorised share capital of the Company shall become HK\$100,000,000 divided into 5,000,000,000 Consolidated Shares of HK\$0.02 each, of which 432,000,000 Consolidated Shares will be in issue.

### **The Outstanding Options**

As at the Latest Practicable Date, there are 148,800,000 Outstanding Options granted under the Share Option Scheme. Under the relevant terms and conditions thereof, the Share Consolidation may lead to adjustments to the exercise price and/or the number of Shares of the Company falling to be issued upon exercise of the Outstanding Options pursuant to the terms thereof. Assuming there is no other adjustment event under the relevant Share Option Scheme other than the Share Consolidation becoming effective, the Outstanding Options will entitle the holders thereof to subscribe for up to 7,440,000 Consolidated Shares in aggregate. Further announcement will be made by the Company in respect of such adjustments as and when appropriate.

Save for the aforesaid, the Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the Latest Practicable Date.

### **Status of the Consolidated Shares**

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

### **Listing application**

An application has been made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares in issue and to be in issue upon the Share Consolidation becoming effective.

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## LETTER FROM THE BOARD

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Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

None of the Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation is set out on pages 3 and 4 of this circular.

### SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during the six months preceding the Latest Practicable Date and up to the Latest Practicable Date were as follows:

<b>Date</b>	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
2018		
August	0.044	0.032
September	0.043	0.032
October	0.037	0.030
November	0.037	0.029
December	0.043	0.030
2019		
January (up to the Latest Practicable Date)	0.053	0.011

### REASONS FOR THE SHARE CONSOLIDATION

Under Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. In view that the Existing Shares had been traded below HK\$0.10 in the past six months (based on the closing price per Existing Shares as quoted on the Stock Exchange), the Share Consolidation would enable the Company to comply with the trading requirements of the GEM Listing Rules. In this regard, the Board proposes to implement the Share Consolidation. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares and in the trading price per board lot of the Shares on the Stock Exchange. As a

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## LETTER FROM THE BOARD

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result, the Share Consolidation would enable the Company to comply with the trading requirements under the GEM Listing Rules and reduce the overall transaction and handling costs of dealing in the Shares. Accordingly, the Board is of the view that the Share Consolidation is beneficial to the Company and the Shareholders as a whole.

The board lot size for trading in the Consolidated Shares after the Share Consolidation will remain as 8,000 Consolidated Shares. The lowest closing price of the Shares during the six months period preceding the Latest Practicable Date and up to the Latest Practicable Date as quoted on the Stock Exchange is HK\$0.013. To meet the requirement of the minimum value of HK\$2,000 per board lot of Shares, the Company proposed to consolidate 20 Existing Shares into 1 Consolidated Share, whereas the theoretical value of each new board lot of Consolidated Shares will be HK\$2,080 assuming the Share Consolidation has become effective.

By consolidating 20 Existing Shares into 1 Consolidated Share, there will be more Consolidated Shares (being 432,000,000 Consolidated Shares) available than consolidating 30 Existing Shares into 1 Share or 40 Existing Shares into 1 Share (where there would only be 288,000,000 Shares and 216,000,000 Shares respectively after consolidation) for the Shareholders to trade for making up a full board. It is expected that it will minimize the creation of odd lots. The Board also considers that the proposed consolidation of every twenty (20) issued and unissued Existing Shares into one (1) Consolidated Share is the most feasible option which would be in the interests of the Company and the Shareholders as a whole as the board lot value after the Share Consolidation, calculated based on the closing price of HK\$0.014 per Existing Share as at the Latest Practicable Date, will be HK\$2,240 which is over HK\$2,000 (the minimum transaction costs for a securities trade), while not making the cost for each board lot being too high.

As at the Latest Practicable Date, save for the proposed acquisition of 51% issued share capital in Forever Innovation Limited as disclosed in the announcement of the Company dated 4 December 2018 and the transactions contemplated therein, the Company has no initial or concrete plan, intention or negotiation or entered into any agreement, arrangement or understanding for any fund raising activities, acquisitions and/or disposals in the next 12 months though the Company may consider to raise fund through fund raising activities, or acquire or dispose of assets in the next 12 months. Having considered any possible fund raising activities, acquisitions and/or disposals to be conducted by the Company in the next 12 months, the Directors consider that the basis of the Share Consolidation is reasonable and sufficient. As at the Latest Practicable Date, besides the Share Consolidation, to the best knowledge of the Directors, the Company has no intention to carry out any corporate action or arrangement, including share consolidation, share subdivision and change in board lot size, in the next 12 months which would have a contradictory effect to the Share Consolidation.

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## LETTER FROM THE BOARD

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Save for the relevant expenses, including but not limited to professional fees and printing charge to be incurred by the Company, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interests of the Shareholders. The proposed Share Consolidation is for complying with the requirement of the minimum value of HK\$2,000 per board lot of Shares. The Board is of the view that, based on the comparison of the effect of different share consolidation proposals on page 8, the Share Consolidation proposed plan of every 20 Existing Shares be consolidated into 1 Consolidated Share will minimize the number of odd lots. In view of the above, the Board considers that the Share Consolidation, (i) will not have any material adverse effect on the financial position of the Group; (ii) is fair and reasonable; and (iii) is in the interests of the Company and the Shareholders as a whole.

### **OTHER ARRANGEMENTS**

#### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

#### **Board lot size**

The Existing Shares are currently traded on the Stock Exchange in the board lots of 8,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 8,000 Consolidated Shares.

Based on the closing price of HK\$0.014 per Existing Share as quoted on the Stock Exchange (equivalent to the theoretical closing price of HK\$0.28 per Consolidated Share) as at the Latest Practicable Date, the value of each board lot of the Existing Shares is HK\$112 and the theoretical market value of each board lot of the Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$2,240 which is the more than the minimum requirement of the GEM Listing Rules.

#### **Odd lot trading arrangement**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Upbest Securities Company Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this facility should contact Mr. Tong Wai Tong of Upbest Securities Company Limited at 2/F., Wah Kit Commercial Centre, 300 Des Voeux Road Central, Hong Kong and at telephone number (852) 2545 3298 from 9:00 a.m. to 4:00 p.m.. Please refer to the section headed “EXPECTED TIMETABLE” on pages 3 to 4 of this circular for the period during which the Company will provide such matching service for the sale and purchase of odd lots of the Consolidated Shares.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lot matching arrangement are recommended to consult their own professional advisers.

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## LETTER FROM THE BOARD

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### **Exchange of share certificates**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Wednesday, 20 February 2019, being the business day immediately after the date of the EGM. Shareholders may during the business hours, on or after Wednesday, 20 February 2019 and until Thursday, 28 March 2019 (both days inclusive) submit their existing share certificates in blue colour for the Existing Shares to the Company's branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queens' Road East, Hong Kong to exchange, at the expense of the Company, for new share certificates in orange colour for the Consolidated Shares on the basis of every twenty (20) Existing Shares for one (1) Consolidated Share, without any fractional Consolidated Share.

Shareholders should note that after the prescribed time for free exchange of share certificates, certificates of Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) by the Shareholders for each new share certificate for the Consolidated Shares issued or each existing share certificate for the Existing Shares submitted for cancellation, whichever is higher.

Subject to the Share Consolidation becoming effective, with effect from after 4:00 p.m. on Tuesday, 26 March 2019, trading will only be effected in the Consolidated Shares, the share certificates of which will be issued in orange colour. The existing share certificates in blue colour for the Existing Shares will cease to be valid for delivery, trading and settlement purposes, but will remain valid and effective as documents of legal title.

### **NOTICE OF EGM**

Set out on pages 12 to 13 of this circular is the notice of the EGM containing, inter alia, the ordinary resolution in relation to approving the proposed Share Consolidation.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, 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. The chairman of the meeting will therefore put the resolution to be proposed at the EGM to be voted by way of a poll pursuant to Article 66 of the articles of association of the Company and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### **ACTION TO BE TAKEN**

A proxy form for use at the EGM is enclosed herein. Whether or not you intend to attend the EGM, you are required to complete the proxy form in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours (i.e. 10:00 a.m. on Sunday, 17 February 2019) before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM, or any adjourned meeting, should you so wish.

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## LETTER FROM THE BOARD

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### COMPETING BUSINESS

As far as the Directors are aware of, none of the Directors, the controlling Shareholders of the Company or their respective close associates has any business or interest that competes or may compete with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

### RECOMMENDATION

The Directors consider that the proposed Share Consolidation is in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolution to be proposed at the EGM to approve the proposed Share Consolidation.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board  
**Winto Group (Holdings) Limited**  
**Tang Yau Sing**  
*Executive Director*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of Winto Group (Holdings) Limited (the “**Company**”) will be held at Suites 2101-05, 21/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 19 February 2019 at 10:00 a.m. for the following purposes of considering and, if thought fit, passing the following resolution (with or without modifications) as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT** subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the business day immediately following the day of passing of this resolution:

- (a) every twenty (20) issued and unissued Shares of HK\$0.001 each in the share capital of the Company be consolidated into one (1) share of HK\$0.02 each (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company; and
- (b) the Directors of the Company be and are hereby authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

By Order of the Board

**Winto Group (Holdings) Limited**

**Tang Yau Sing**

*Executive Director*

Hong Kong, 30 January 2019

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more than one 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, the 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 (i.e. 10:00 a.m. on Sunday, 17 February 2019) before the time appointed for holding the meeting or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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3. The register of members of the Company will be closed from Thursday, 14 February 2019 to Tuesday, 19 February 2019, 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 Wednesday, 13 February 2019.
4. In the case of joint holders of any share, any one of such persons may vote at the general meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the general meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as 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.
5. The general meeting is expected to last for less than half a day. Members (in person or by proxy) attending this meeting are responsible for their own transportation and accommodation expenses. Members or their proxies attending this meeting shall present their identity certifications.
6. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 7:30 a.m. on the date of the meeting, then the meeting will be adjourned. The Company will post an announcement on the website of the Company at [www.wintogroup.hk](http://www.wintogroup.hk) and HKExnews website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Members of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

7. As at the date of this notice, the Board comprises Mr. Tang Yau Sing as an executive Director; and Mr. Wen Kai, Mr. Tsang Zee Ho Paul and Mr. Tse Chi Wai as independent non-executive Directors.