

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 to be held on 8 May 2019

I/We ^(Note 1) _____
of, _____ being the registered holder(s)
of _____ ordinary shares ^(Note 2) of
HK\$0.02 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 Room 103, 1/F., Duke of Windsor Social Service Building, No. 15 Hennessy Road, Wanchai, Hong Kong on Wednesday, 8 May 2019 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 2018		
2(A)	(i) To re-elect Mr. Wen Kai as an Independent Non-executive Director		
	(ii) To re-elect Mr. Tse Chi Wai as an Independent Non-executive Director		
	(iii) To re-elect Mr. Wong Siu Hung, Patrick as an Executive Director		
	(iv) To re-elect Mr. Chen Xiao as a Non-executive Director		
	(v) To re-elect Ms. Wang Yan as an Independent Non-executive Director		
	(vi) To re-elect Mr. Lau Fai Lawrence as an Independent Non-executive Director		
2(B)	To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors		
3	To re-appoint Deloitte Touche Tohmatsu 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		
5	To grant a general mandate to the Directors to repurchase ordinary shares of the Company		
6	To extend the general mandate granted to the Directors to issue new ordinary shares of the Company		

* Full text of the resolutions is set out in the notice convening the Meeting as contained in the Company’s circular dated 3 April 2019 (the “**Original Notice**”) and the supplemental notice of the Meeting dated 18 April 2019 as set out in the supplemental circular of the Company dated 18 April 2019 (the “**Supplemental Notice**”).

Dated the _____ day of _____ 2019 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\$0.02 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 INITIALLED 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 (i.e. 3:00 p.m. on Monday, 6 May 2019) 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.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) In this statement, “Personal Data” has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. Your Personal Data may be used by the Company or be transferred to the Company’s Hong Kong branch share registrar and transfer office for processing your appointment of proxy and instructions, and will be retained for such period as may be necessary for our verification and record purposes.
- (iii) 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 and addressed to Tricor Investor Services Limited at the above address.