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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 (the “**Meeting**”) of Winto Group (Holdings) Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) will be held at Unit No. 16, 28/F, One Midtown, 11 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Tuesday, 10 December 2024 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as ordinary resolution of the Company:

Unless otherwise specified, capitalised terms defined in the circular dated 22 November 2024 issued by the Company (the “**Circular**”) shall have the same meanings when used herein.

### **ORDINARY RESOLUTION**

1. “**THAT** subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the Circular, with effect from the second Business Day immediately following the date on which this resolution is passed, being a day on which the shares of the Company are traded on the Stock Exchange:
  - (a) every ten (10) issued and unissued shares of par value of HK\$0.02 each (“**Existing Share(s)**”) in the share capital of the Company be consolidated into one (1) share of par value of HK\$0.2 each (the “**Consolidated Share(s)**”), and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company (the “**Share Consolidation**”);
  - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Board may think fit; and

- (c) any one of the Directors be and is hereby authorised generally to do all such acts and things and sign, execute, and deliver all such documents, which are ancillary to the Share Consolidation on behalf of the Company, including under seal where applicable, as he/she may consider necessary, desirable, or expedient to give effect to, implement and complete the Share Consolidation and the transactions contemplated thereunder.”

By order of the Board  
**Winto Group (Holdings) Limited**  
**Lui Man Wah**  
*Chairman and Executive officer*

Hong Kong, 22 November 2024

*Notes:*

1. Any Shareholder 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 Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. A proxy so appointed shall be entitled to exercise the same powers on behalf of such Shareholder.
2. To be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding any adjourned meeting.
3. Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any Share, any one of such persons may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the 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.
5. In compliance with the GEM Listing Rules, all resolutions to be proposed at the Meeting convened by this notice will be voted on by way of poll.
6. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board comprises Mr. Lui Man Wah, Mr. Hung Yuen Kin and Mr. Wong Yuk as executive Directors and Ms. Wong Chi Ling, Mr. Lin Zexin and Ms. Liu Xiaomin as independent non-executive Directors.*

*This notice, for which the directors of the Company 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 for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this notice 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 notice misleading.*

*This notice will remain on the “Latest Company Announcements” page of the Stock Exchange website at <http://www.hkexnews.hk> for at least 7 days from the date of its posting and be posted and remains on the website of the Company at <http://www.wintogroup.hk>.*