
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 (the “Stock Exchange”) 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.

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)

**(1) PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAME;
(4) PROPOSED ADOPTION OF SHARE OPTION SCHEME;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Winto Group (Holdings) Limited to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Tuesday, 30 June 2026 at 11:30 a.m. is set out on pages 41 to 45 of this circular.

Whether or not you intend to attend the AGM, you are requested 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you so wish.

This circular will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its publication and on the Company’s website at <http://www.wintogroup.hk>.

30 April 2026

CHARACTERISTICS OF GEM

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Adoption Date”	30 June 2026, being the date on which the Share Option Scheme is to be adopted by resolution of the Company at AGM
“AGM”	the annual general meeting of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Tuesday, 30 June 2026 at 11:30 a.m., notice of which is set out on pages 41 to 45 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Business Day”	a day upon which the Stock Exchange is open for securities trading
“Change of Company Name”	the proposal to change the Company’s English name from “Winto Group (Holdings) Limited” to “Jiufang Digital Technology Holdings Limited” and adopt “玖方數智科技控股有限公司” as the Chinese name of the Company to replace the existing Chinese name “惠陶集團(控股)有限公司”
“Company”	Winto Group (Holdings) Limited (惠陶集團(控股)有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability, the Shares of which are listed on GEM (Stock Code: 8238)
“Directors”	the directors of the Company
“Eligible Participant(s)”	any of the following categories of persons: (a) the Employee Participant(s); (b) the Service Provider(s); or (c) the Related Entity Participant(s)

DEFINITIONS

“Employee Participant(s)”	directors (including independent non-executive directors) and employees (whether full-time or part-time employee) of the Company or any of its subsidiaries (including persons who are granted Options under the Share Option Scheme as an inducement to enter into employment contracts with these companies)
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Grantee”	any Eligible Participant who accepts an Offer in accordance with the terms of the Share Option Scheme or (where the context so permits) any person entitled to exercise any Option in consequence of the death of the original Grantee
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Minimum Period”	with respect to an Option, the period commences on the Offer Date and ending on the day immediately prior to the first anniversary thereof
“Offer”	an offer of the grant of an Option made in accordance with the terms of the Share Option Scheme
“Offer Date”	the date on which an Offer is made to an Eligible Participant, which must be a Business Day
“Option(s)”	an option to subscribe for Shares granted pursuant to the Share Option Scheme

DEFINITIONS

“Option Period”	a period to be determined by the Board in its absolute discretion and notified by the Board to the Grantee during which the Option may be exercised and in any event, such period shall not be longer than 10 years commencing on the Offer Date and expiring on the last day of such ten-year period subject to the provisions for early termination contained in the terms of the Share Option Scheme
“Option Price”	the amount of HK\$1.00 payable for each acceptance of grant of Option(s)
“Related Entity Participant(s)”	directors (including independent non-executive directors) and employees of the holding companies, fellow subsidiaries or associated companies of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 5 of the notice of the AGM
“Scheme Mandate Limit”	10% of the total number of issued Shares as of the Adoption Date, details of which are set out in Paragraph 19 of Appendix III to this Circular
“Service Provider(s)”	persons who provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group (excluding placing agents or financial advisers who provide advisory services for fundraising, mergers or acquisitions and professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity), as further detailed in Appendix III to this Circular
“Service Provider Sublimit”	2% of the total number of issued Shares as of the Adoption Date, details of which are set out in Paragraph 19.2 of Appendix II to this Circular
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.2 each in the capital of the Company
“Share Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the Share Issue Mandate
“Share Option Scheme”	the share option scheme to be adopted by the Company pursuant to the ordinary resolution as set out in the Notice of AGM
“Share Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the Share Repurchase Mandate
“Subscription Price”	the price at which each Share subject to an Option may be subscribed on the exercise of that Option, subject to the terms of the Share Option Scheme
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“treasury Shares”	has the meaning ascribed to it under the GEM Listing Rules. For the purposes of the Share Award Scheme, new Shares include treasury Shares and the issue of new Shares includes the transfer of treasury Shares
“%”	per cent.

LETTER FROM THE BOARD

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 Directors:

Lao Lai (*Chairman*)
Lei Kam Chao
Chen Yiliang
Kam Chun Ying Francis

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Independent Non-executive Directors:

Liu Weishi
Lee Kwok Lun
Wong Chi Ling

*Head Office and Principal Place
of Business:*

Suite 913, 9/F
Chinachem Golden Plaza
No. 77 Mody Road
Tsim Sha Tsui, Kowloon
Hong Kong

30 April 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAME;
(4) PROPOSED ADOPTION OF SHARE OPTION SCHEME;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM for the approval of (i) the granting of the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate; (ii) the re-election of retiring Directors; (iii) the change of company name; (iv) proposed adoption of the Share Option Scheme; and (v) the notice of the AGM.

LETTER FROM THE BOARD

SHARE ISSUE MANDATE

On 30 June 2025, the Directors were granted a general unconditional mandate to exercise the powers of the Company to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 348,364,800 Shares. Subject to passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 69,672,960 Shares representing not more than 20% of the issued share capital of the Company as at the Latest Practicable Date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolutions nos. 4 and 6 respectively of the notice of the AGM.

SHARE REPURCHASE MANDATE

On 30 June 2025, the Directors were granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 348,364,800 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate as at the date of passing the Repurchase Resolution will be 34,836,480 Shares representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

An explanatory statement as required under the GEM Listing Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises seven Directors, namely Ms. Lao Lai, Mr. Lei Kam Chao, Mr. Chen Yiliang, Mr. Kam Chun Ying Francis, Mr. Liu Weishi, Mr. Lee Kwok Lun and Ms. Wong Chi Ling. In accordance with Article 83(3) and 84(1), Ms. Lao Lai, Mr. Lei Kam Chao, Mr. Chen Yiliang, Mr. Kam Chun Ying Francis, Mr. Liu Weishi, Mr. Lee Kwok Lun and Ms. Wong Chi Ling will retire at the AGM and, being eligible, all of them offer themselves for re-election at the AGM. Biographical details of the above retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Winto Group (Holdings) Limited” to “Jiufang Digital Technology Holdings Limited” and adopt “玖方數智科技控股有限公司” as the Chinese name of the Company to replace the existing Chinese name “惠陶集團(控股)有限公司”.

Conditions for the Change of Company Name

The Change of Company Name is conditional upon the following conditions having been satisfied:

1. the passing of a special resolution by the Shareholders at the AGM approving the Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name and issuing a certificate of incorporation on the change of name.

Reasons for the Change of Company Name

The Board considers that the Change of Company Name will better reflect the future business development of the Group. The Board believes that the new English and Chinese names of the Company can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

Assuming all the conditions set out in the paragraph headed “Conditions for the Change of Company Name” having been fulfilled, the Change of Company Name will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

The Change of Company Name will not affect any rights of the Shareholders or the Company’s daily business operation or its financial position. All existing share certificates of the Company in issue bearing the current name of the Company will, upon the Change of Company Name becoming effective, continue to be good evidence of legal title to such Shares and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, all new share certificates will be issued only in the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be

LETTER FROM THE BOARD

changed after the Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name and details of the change of the English and Chinese stock short names of the Company.

PROPOSED ADOPTION OF SHARE OPTION SCHEME

(1) Introduction

In order to continue to provide the Eligible Participants an opportunity to have a personal stake in the Company and help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth of the Group, the Company proposes to adopt a share option scheme in accordance with Chapter 23 of the GEM Listing Rules.

The Share Option Scheme will constitute a share option scheme under Chapter 23 of the GEM Listing Rules. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules effective on 1 January 2023.

A summary of the principal terms of the Share Option Scheme is set out in Appendix III to this circular.

(2) The purpose

The purpose of the Share Option Scheme is to attract and retain the best available personnel of the Group, to provide additional incentive to the Eligible Participants and to promote the success of the business of the Group. The Share Option Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company and will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth of the Group.

(3) The conditions

As set out in the section headed “1. CONDITIONS” in Appendix III to this circular, the Share Option Scheme is conditional upon:

- (1) the passing of the necessary ordinary resolution(s) at a general meeting of the Company approving (a) the adoption of the Share Option Scheme; and (b) authorising the Board to grant Options to Eligible Participants and to allot and issue Shares pursuant to the exercise of any Options granted under the Share Option Scheme; and
- (2) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal, in the Shares which may fall to be allotted and issued by the Company upon the exercise of the Options that may be granted under the Share Option Scheme.

LETTER FROM THE BOARD

(4) The Eligible Participants

Eligible Participants include the Employee Participants, the Related Entity Participants and the Service Providers. In particular, Service Providers include contractors, advisers and consultants that (i) provide commercial advisory, consultancy, sales and marketing services relating to the Group's business operations, including, but not limited to, provision of exhibition and trade show, publication and advertising, provision of online sales; and (ii) provide other professional services in relation to the Group's strategic planning, business development and corporate management, and help maintain or enhance the competitiveness of the Group by introducing referrals or other business opportunities to the Group.

The table below set out information on such categories of the Service Providers. For further details of the criteria for determination of eligibility of Eligible Participants, please refer to section headed "5. ELIGIBLE PARTICIPANTS AND THE BASIS OF ELIGIBILITY" in Appendix III to this circular:

Service Providers	Contribution to the Group	Criteria for determining eligibility
Contractors, advisers and consultants	They (i) provide commercial advisory, consultancy, sales and marketing services relating to the Group's business operations, including, but not limited to, provision of exhibition and trade show, publication and advertising, provision of online sales; and (ii) provide other professional services in relation to the Group's strategic planning, business development and corporate management, and help maintain or enhance the competitiveness of the Group by introducing referrals or other business opportunities to the Group.	<ul style="list-style-type: none">• Their experience and network in the relevant industry• The frequency of collaboration and length of business relationship with the Group (such as whether they relate to the core business of the Group and whether relevant dealings could be readily replaced by other parties and the relevant replacement costs)• Their reputation for reliable service in the industry, whether they have affiliated with professional organisation and whether they have a proven track record of meeting the business needs and expectation of the Group

LETTER FROM THE BOARD

Service Providers	Contribution to the Group	Criteria for determining eligibility
		<ul style="list-style-type: none">• The actual contribution and/or future contribution to the business affairs of the Group• The synergy between the relevant contractor, consultant and/or adviser and the Group

As at the Latest Practicable Date, the Company has not formulated any concrete plan or intention to grant any Options to the independent non-executive Directors under the Share Option Scheme. However, having considered that (i) it is not uncommon among public companies to include independent non-executive Directors as Eligible Participants of share option schemes; and (ii) independent non-executive Directors may provide crucial contributions to the Group's development and business in providing valuable independent insight and advices to the Company with their professional background, as well as their vital role in maintaining a sound corporate governance framework and supervising the internal control system within the Group, the Board is of the view that the inclusion of independent non-executive Directors as Eligible Participants and the flexibility to grant Options to the independent non-executive Directors will allow the Company to keep its remuneration package competitive in order to attract and retain talents.

The Company is of the view that the independence and impartiality of the independent non-executive Directors would not be affected by any possible grant of the Options because (i) the independent non-executive Directors will, and must, continue to comply with the independence requirement under Rule 5.09 of the GEM Listing Rules; (ii) approval by independent Shareholders will be required if any Option to be granted to independent non-executive Directors or any of their respective associate(s) would result in the total number of Shares issued and to be issued upon exercise of all the Options granted and to be granted to such person in the period of 12 months up to and including the date of the grant representing in aggregate over 0.1% of the Shares in issue, which would provide additional layer of scrutiny that guarantees the Directors are acting in the best interest of the Company and its Shareholders; and (iii) before making any grants to any independent non-executive Director, the Board will be mindful of the recommended best practice E.1.9 of the Corporate Governance Code as set out in Appendix C1 to the GEM Listing Rules which recommends the issuers should generally not grant equity-based remuneration with performance-related elements to independent non-executive directors when considering any future grants of Options to the independent non-executive Directors.

The Board (including the independent non-executive Directors) is of the view that the Company and the Related Entity Participants have always had a close working relationship. Despite that the Related Entity Participants may not be directly appointed or employed by the members of the Group, such Related Entity Participants are nonetheless valuable human resources to the Group given their close corporate and collaborative relationships. They may be

LETTER FROM THE BOARD

involved in projects or other business engagements relating to or having connections with the Group's businesses. As such, certain Related Entity Participants have joint involvement in the Group's work projects from time to time. Given the mix of workload, it is important to recognise the contribution or future contribution of such Related Entity Participants by giving them incentive through their participation in the Share Option Scheme. In particular, for those Related Entity Participants in which the Group has significant interest, their growth and development would contribute to the financial performance of the Group, thereby allowing the Group to share and benefit from the positive results of these companies. It is therefore in the interest of the Company and the Shareholders, and is in line with the objectives of the Share Option Scheme, to include the Related Entity Participants, whom the Company can incentivise with the grant of Options in order to strengthen their loyalty with the Group even though they may not be directly employed by the Group, and in turn facilitate a higher degree of collaboration and closer business relationships and ties between the Related Entity Participants and the Group.

As part of the Group's routine business operations and its business nature, the Group has also collaborated with Service Providers who are contractors, advisers and consultants. The contractors, advisers and consultants provide (i) commercial advisory, consultancy, sales and marketing services relating to the Group's business operations, including, but not limited to, provision of exhibition and trade show, publication and advertising, provision of online sales; and (ii) provide other professional services in relation to the Group's strategic planning, business development and corporate management, and help maintain or enhance the competitiveness of the Group by introducing referrals or other business opportunities to the Group. Such contractors, advisers and consultants may not be able to serve as full-time or part-time employees, directors or officers of the Group due to a variety of reasons. For example, these Service Providers may be seasoned people in their own fields or professionals with many business connections whom the Group may not be able to recruit as employees, or they may prefer to be self-employed. The Board (including the independent non-executive Directors) considers that it is in line with the market practice to co-operate with such seasoned contractors, advisers and consultants by engaging them as Service Providers instead of hiring them as employees. The Board values their familiarity with the businesses and operation of the Group and considers that their contribution to the Group is similar to that of the employees of the Group. The Board is also of the view that, apart from the invaluable contributions from the Directors and the employees of the Group, the continued success of the Group also requires the cooperation and contribution from these Service Providers who have provided or will provide services to the Group in its ordinary and usual course of business on a continuing and recurring basis as the services and expertise they provide are complementary to the business of the Group, thereby enhancing the competitiveness of the Group. The Board believes that the grant of Options to such Service Providers will incentivise them to provide or continue to provide quality services and/or products to the Group in the long run and strengthen their loyalty to the Group, so that the Group's performance efficiency can be maximized.

The Board considers that the success of the Group principally comes from the collective efforts and contributions of the employees and directors as well as the Service Providers of the Group. As such, the categories of Eligible Participants align with the purpose of the Share

LETTER FROM THE BOARD

Option Scheme as set out in the section headed “2. PURPOSE” in Appendix III to this circular and the long-term interests of the Company and its Shareholder.

(5) Vesting Period

The vesting period of the Options is set out in the section headed “8. VESTING PERIOD” of Appendix III to this circular. The same section also sets out circumstances in which the Board may grant Options with a vesting period shorter than the Minimum Period.

The Board and the Remuneration Committee are of the view that (i) there are certain instances (for example in circumstances (a) to (c) set out in the section headed “8. VESTING PERIOD” of Appendix III to this circular) where a strict twelve (12)-month vesting requirement would not be fair to the Options holder(s); (ii) there is a need for the Company to retain flexibility to reward exceptional performers with accelerated vesting or in exceptional circumstances where justified; and (iii) the Company should be allowed to formulate its own talent recruitment and retention strategies in response to changing market conditions and industry competition. It should have the flexibility to impose vesting conditions such as performance-based vesting conditions instead of time-based vesting criteria depending on individual circumstances.

As such, the Board and the Remuneration Committee are of the view that the circumstances when vesting period is shorter than the Minimum Period prescribed in the section headed “8. VESTING PERIOD” of Appendix III to this circular are appropriate and align with the purpose of the Share Option Scheme.

(6) Subscription Price of Shares

As set out in the section headed “9. SUBSCRIPTION PRICE OF SHARES” in Appendix III to this circular, the Subscription Price for Shares to be subscribed under the Share Option Scheme may be determined by the Board at its absolute discretion, provided that it shall not be less than the highest of:

- (1) the closing price of the Shares as shown in the Stock Exchange’s daily quotations sheet on the Offer Date, which must be a Business Day;
- (2) the average of the closing prices of the Shares as stated in the Stock Exchange’s daily quotation sheets for the five (5) Business Days immediately preceding the Offer Date; and
- (3) the nominal value of the Share on the Offer Date.

The Board considers that such basis will serve to preserve the value of the Company and encourage the Eligible Participants to acquire proprietary interests in the Company, and hence serve the purpose of the Share Option Scheme.

LETTER FROM THE BOARD

(7) Maximum number of Shares subject to the Share Option Scheme

Scheme Mandate Limit

The total number of Shares which may be issued in respect of all Options which may be granted under the Share Option Scheme is set out in the section headed “19. MAXIMUM NUMBER OF SHARES AVAILABLE FOR ISSUE” in Appendix III to this circular.

As at the Latest Practicable Date, the number of issued Shares was 348,364,800 Shares. Assuming that there will be no change in the number of issued Shares between the Latest Practicable Date and the Adoption Date, the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme together with all options and awards which may be granted under any other share schemes for the time being of the Company would be 34,836,480 Shares, representing approximately 10% of the issued share capital of the Company on the date of approval of the Share Option Scheme (excluding treasury Shares, if any); and the Service Provider Sublimit will be 6,967,296 Shares, representing 2% of the total number of Shares in issue (excluding treasury Shares, if any) as at the date of approval of the Share Option Scheme.

Service Provider Sublimit

In determining the Service Provider Sublimit, the Directors considered the importance of contribution of the Service Provider to the day-to-day business of the Group, and considered that it is important to ensure that the Share Option Scheme is attractive and provide sufficient incentives and motivation to the existing Service Providers engaged by the Group, and can attract more Service Providers to provide quality services to the Group.

The basis for determining the Service Provider Sublimit includes the actual or expected contribution in the Group's revenue or profits attributable to the Service Providers, the nature of the contributions made by the Service Providers to the Group's business and operations, the potential dilution effect arising from such grants to the Service Providers, the need to strike a balance between achieving the purpose of the Share Option Scheme and protecting Shareholders from the said dilution effect. Taking into account the fact that (i) the individual limit prescribed in Chapter 23 of the GEM Listing Rules is 1% of the Shares in issue (excluding treasury Shares) as compared to the number of Service Providers currently engaged by the Group which is more than a single individual; (ii) the Group's business operation collaborates to a considerable extent with Service Providers and the Group expects there will be increasing contribution to the development of the Company attributable to the Service Providers; (iii) the Service Provider Sublimit would not lead to an excessive dilution effect on the shareholdings of the existing Shareholders while providing a sufficient number of Shares as an incentive to Service Providers; (iv) due to the business and operations of the Group, certain Service Providers have always had a close working relationship with the Group; and (v) the Share Option Scheme can motivate the Service Providers to provide reliable and high-quality services to the Group on a long-term

LETTER FROM THE BOARD

basis which are conducive to the Group's development and success in the long run, the Board is of the view that the Service Provider Sublimit is reasonable. In addition, given the nature of the Group's business needs, such limit provides the Group with flexibility to provide equity awards (rather than expending cash resources in the form of monetary consideration) to reward and cooperate with persons who are not employees but may have special expertise which may provide valuable services to the Group. The Board is therefore of the view that the Service Provider Sublimit is appropriate and aligns with the purpose of the Share Option Scheme.

The Service Provider Sublimit is subject to separate approval by the Shareholders at the AGM.

(8) Performance targets and clawback mechanism

Save as determined by the Board and provided in the offer letter of the grant of an Option, the Share Option Scheme does not stipulate any performance target a Grantee is required to achieve before the relevant Option can be exercised nor any clawback mechanism for the Company to recover or withhold any Options granted to any Eligible Participants.

The Board believes that this will provide the Board with more flexibility in setting out the terms and conditions of the Options under particular circumstances of each grant and facilitate the Board to offer suitable incentive to attract and retain quality personnel that are valuable to the development of the Group. The Board may at its discretion specify any conditions (including performance targets (if any)) which must be satisfied before an Option may be vested. In general, performance targets may include (i) financial performance targets (e.g. revenue, profits and market capitalization of the Group); and/or (ii) individual and operation targets (e.g. delivery of specific projects managed by the Grantees, cost control, punctuality and compliance with internal business procedures).

(9) Others

As at the Latest Practicable Date, the Company has no concrete plan or intention to grant Options under the Share Option Scheme in the next 12 month period after obtaining the Shareholders' approval nor to use treasury shares (if any) for the Share Option Scheme.

The Company has sought legal advice that the adoption of the Share Option Scheme, despite not restricting to executives and employees of the Group, would not constitute an offer to public and therefore the prospectus requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) are not applicable.

None of the Directors is and will be trustee of the Share Option Scheme nor has a direct or indirect interest in the trustee.

All grants of the Options, the issue of Shares or transfer of treasury shares upon exercise of any share options shall be subject to the requirement and restrictions under, and to the extent

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permitted by, the applicable laws, the GEM Listing Rules and other rules under the Articles of Association.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder had any material interest in the adoption of the Share Option Scheme. Accordingly, no Shareholder is required to abstain from voting on the resolution approving the adoption of the Share Option Scheme.

(10) Application for Listing

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to the exercise of any Option that may be granted under the Share Option Scheme.

(11) Document on display

A copy of the Share Option Scheme will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.wintogroup.hk for a period of not less than 14 days before the date of the AGM and is also made available for inspection at the AGM.

ANNUAL GENERAL MEETING

At the AGM, ordinary resolutions to approve the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of retiring Directors and the adoption of the Share Option Scheme, and the special resolution in relation to the Change of Company Name will be proposed. The notice of the AGM is set out on pages 41 to 45 of this circular.

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 demand a poll for every resolution put to the vote of the AGM pursuant to Article 66 of the Articles of Association 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 AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 11:30 a.m. on

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Sunday, 28 June 2026) before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you so wish.

RECOMMENDATION

The Directors believe that the proposed grant of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of the retiring Directors, the proposed Change of Company Name and the adoption of the Share Option Scheme are in the best interests of the Company as well as the Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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
Lao Lai
Executive Director

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

1. EXERCISE OF THE SHARE REPURCHASE MANDATE

Exercise in full of the Share Repurchase Mandate, on the basis of 348,364,800 Shares in issue at the Latest Practicable Date, would result in up to 34,836,480 Shares (which will be fully paid and represent 10% of the Shares in issue as at the Latest Practicable Date) being repurchased by the Company during the course of the period prior to the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or applicable laws of the Cayman Islands to be held; or (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing the Share Repurchase Mandate.

2. REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles of Association and the applicable laws and regulations of the Cayman Islands. Pursuant to the Share Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase. In the case of any premium payable on the repurchase, out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company. The Company may not repurchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM prevailing from time to time.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a

material adverse effect on the working capital requirements of the Company or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles of Association and all applicable laws of the Cayman Islands in force from time to time.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention, if the Share Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Share Repurchase Mandate is exercised.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate. As at the Latest Practicable Date the Directors are not aware of any Shareholder, or a group of Shareholders acting in concert who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares made pursuant to the Share Repurchase Mandate.

The Directors are not aware of any consequence under the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as to result in takeover obligations.

The Directors will not exercise the Share Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may prescribed as the minimum public shareholding under the GEM Listing Rules).

Any repurchase of Shares which results in the number of Shares held by the public being reduced to less than 25% could only be implemented with the approval of the Stock Exchange to waive the GEM Listing Rules requirements regarding the public shareholding.

However, the Directors have no current intention to exercise the Share Repurchase Mandate to such an extent as would give rise to this obligation. In any event, the Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

5. SHARES PURCHASED BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

6. SHARE PRICES

The highest and lowest traded prices of which the Shares were traded on the Stock Exchange during the each of the past 12 months up to the Latest Practicable Date were as follows:

	Share prices	
	Highest HK\$	Lowest HK\$
2025		
March	0.335	0.239
April	0.242	0.150
May	0.245	0.124
June	0.228	0.151
July	0.224	0.173
August	0.202	0.181
September	0.239	0.182
October	0.490	0.222
November	0.255	0.210
December	0.270	0.230
2026		
January	0.250	0.208
February	0.335	0.217
March	0.330	0.138
April (up to the Latest Practicable Date)	0.142	0.135

Below are the particulars of the retiring Directors proposed to be re-elected at the AGM:

Ms. Lao Lai, aged 40, was appointed as an executive Director of the Group in August 2025. She obtained a Bachelor's Degree in Managerial Economics from University of California, Davis in the U.S. in 2010. Ms. Lao is currently CEO of Lok Ngai Investment and Development Company Ltd. since October 2024, chiefly responsible for the strategic initiatives of "Dinner in the Sky", project launch and execution as well as general marketing. She has been a director of Agencia Comercial Lok Ngai since January 2019. She was a store manager at Richemont Group (Global Top 500) from April 2022 to September 2024.

The Company has entered into a letter of appointment with Ms. Lao. Ms. Lao's remuneration will be determined by the Board on the recommendation of the remuneration committee of the Company with reference to her duties and responsibilities within the Company and the prevailing market conditions. Her remuneration is subject to review by the remuneration committee of the Company and the Board from time to time. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

Save as disclosed above, Ms. Lai does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. She is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, she has not held directorship or major appointment in any other listed public companies in the past three years.

Mr. Lei Kam Chai, aged 70, was appointed as an executive Director of the Group in November 2025. He has over 40 years of business experience. He was an executive director of Diamond Square Investment & Management Company Limited, a company incorporated in Hong Kong, and was primarily responsible for the overall management and supervision of the company's resources and administrative functions. Mr. Lei had been the executive director and vice chairman of Amax Holdings Limited (currently known as Century Entertainment International Holdings Limited) (stock code: 959) from June 2012 to September 2012 and executive director and chairman of Alco Holdings Limited (stock code: 328) from August 2022 to November 2023. In addition, Mr. Lei is also the President Honorario of MaKuoc-Mio-Macau (澳門媽閣廟) Development Committee and the President Honorario of Macau Yacht Club. In general, Mr. Lei has extensive experiences in business and as an executive director and vice chairman of listed company, and he is also active in public benefit activities.

The Company has entered into a service contract with Mr. Lei for a term of one year commencing from his appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the service contract, Mr. Lei is entitled to a salary of HK\$540,000 per annum and discretionary bonuses, other benefits and retirement benefit-defined contribution scheme, which is reviewed by the Board and the remuneration committee of the Company and

determined by the Board with reference to market rate, his performance, qualifications and experience.

Save as disclosed above, Mr. Lei does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. He is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, he has not held directorship or major appointment in any other listed public companies in the past three years.

Mr. Chan Yiliang, aged 39, was appointed as an executive Director of the Group in December 2025. He has been an executive director of Millennium Pacific Group Holdings Limited (Stock code: 8147) since 29 May 2023 and Mr. Chen is also the Compliance Officer, an Authorized Representative, a member of the Remuneration Committee and Compliance Committee of the Millennium Pacific Group Holdings Limited. Mr. Chen is mainly engaged in international trade, international settlement, marketing and operation and management of businesses, being familiar with policies on operations relating to customs, immigration, quarantine, taxation and logistics. He has accumulated rich work experience and industry resources in management and leadership positions. He was the vice-president of Shenzhen Smart Wearable Association from 2017 to 2020. Since 2015, he has served as the deputy general manager and general manager of several companies. From 2015 to 2020, he was the director and deputy general manager of Shenzhen Ampeq Technology Company Limited* (深圳市艾普科技有限公司). He has served as the general manager of Guangzhou Idall Audio and Visual Co., Ltd.* (廣州市愛多影音有限公司) from 2015 to 2023, the general manager of TengXiang (ShenZhen) Technology Co., Ltd.* (騰翔科技(深圳)有限公司) from 2017 to 2023 and the general manager of Shenzhen Guangyi Xiangtong Trading Co., Ltd.* (深圳市廣翊翔通貿易有限公司) from 2020 to 2023.

The Company has entered into a service contract with Mr. Chen for a term of one year commencing from his appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the service contract, Mr. Chen is entitled to a salary of HK\$120,000 per annum and discretionary bonuses, other benefits and retirement benefit-defined contribution scheme, which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rate, his performance, qualifications and experience.

Save as disclosed above, Mr. Chen does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. He is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, he has not held directorship or major appointment in any other listed public companies in the past three years.

Mr. Kam Chun Ying Fancis, aged 59, was appointed as an executive Director of the Group in March 2026. He has over 30 years of experience in corporate and finance management. He has been a member of the Hong Kong Institute of Certified Public Accountants since June 1996 and a fellow of the Chartered Association of Certified Accountants since June 2001. Mr. Kam graduated from Heriot-Watt University in the United Kingdom in November 2004 with a master's degree in business administration. Mr. Kam has served as the qualified accountant of Chongqing Machinery & Electric Co., Ltd.* (重慶機電股份有限公司) (a company listed on the Main Board of the Stock Exchange, Stock Code: 02722.HK) since February 2008. He has served as the company secretary of Xinming China Holdings Limited (a company listed on the Main Board of the Stock Exchange, Stock Code: 02699.HK) since July 2016 and served as its chief investment officer since January 2017. He has served as the company secretary of Kidztech Holdings Limited (a company listed on the Main Board of the Stock Exchange, Stock Code: 06918.HK) since February 2025. He has also served as an independent non-executive director of Shandong Linglong Tire Co., Ltd.* (山東玲瓏輪胎股份有限公司) (a state-owned enterprise listed on the Shanghai Stock Exchange, Stock Code: 601966) since May 2025.

The Company has entered into a service contract with Mr. Kam for a term of one year commencing from his appointment, which can be terminated by either party by not less than one month's prior notice in writing. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company and the GEM Listing Rules. Pursuant to the service contract, Mr. Kam is entitled to a salary of HK\$360,000 per annum and discretionary bonuses, other benefits and retirement benefit-defined contribution scheme, which is reviewed by the Board and the Remuneration Committee of the Company and determined by the Board with reference to market rate, his performance, qualifications and experience.

Save as disclosed above, Mr. Kam does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. He is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, he has not held directorship or major appointment in any other listed public companies in the past three years.

Mr. Liu Weishi, aged 44, was appointed as an independent non-executive Director of the Group since March 2026. He has profound experience in audit and accounting. He obtained a bachelor's degree in Accounting from the Zhengzhou University of Aeronautics and Astronautics* (鄭州航空工業管理學院) in July 2006. He also obtained the Accounting Professional Qualification (intermediate)* (會計專業技術資格(中級)), in the People's Republic of China in September 2020. He has worked for Inner Mongolia Zhunxing Heavyload Expressway Company Limited* (內蒙古准興重載高速公路有限責任公司) since November 2006 and currently acts as the head of its finance department.

The Company has entered into a service contract with Mr. Liu for a term of one year commencing from his appointment, which can be terminated by either party by not less than one month's prior notice in writing. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company and the GEM Listing Rules. Pursuant to the service contract, Mr. Liu is entitled to a salary of HK\$90,000 per annum and discretionary bonuses, other benefits and retirement benefit-defined contribution scheme, which is reviewed by the Board and the Remuneration Committee of the Company and determined by the Board with reference to market rate, his performance, qualifications and experience.

Save as disclosed above, Mr. Liu does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. He is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, he has not held directorship or major appointment in any other listed public companies in the past three years.

Mr. Lee Kwok Lun, aged 43, was appointed as an independent non-executive Director of the Group since April 2025. He has over 15 years of experience in accounting, audit, corporate finance and financial management. Mr. Lee obtained a degree of Bachelor of Arts (Hons) in Accounting from the University of Hertfordshire in September 2006. He is a member of the Association of Chartered Certified Accountants since January 2013 and a member of the Hong Kong Institute of Certified Public Accountants since September 2013. Mr. Lee is managing partner of Prism Hong Kong Limited, and Mr. Lee is currently an independent non-executive Director of Wing Chi Holdings Limited (stock code: 6080), and Ever Reach Group (Holdings) Company Limited (stock code: 3616), the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong limited (the "Stock Exchange").

The Company has entered into a service contract with Mr. Lee for a term of three years commencing from his appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company and the GEM Listing Rules. Pursuant to the service contract, Mr. Lee is entitled to a salary of HK\$90,000 per annum and discretionary bonuses, other benefits and retirement benefit-defined contribution scheme, which is reviewed by the Board and the Remuneration Committee of the Company and determined by the Board with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

Save as disclosed above, Mr. Lee does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. He is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, he has not held directorship or major appointment in any other listed public companies in the past three years.

Ms. Wong Chi Ling, aged 54, has been an independent non-executive Director of the Group since October 2019. She possesses over 30 years of experience in finance, accounting and company secretarial services in Hong Kong. Ms. Wong earned a bachelor degree of Arts in Accountancy from the Hong Kong Polytechnic University, a master's degree in education from The Chinese University of Hong Kong. She is a fellow member of the Association of Chartered Certified Accountants (UK), a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Institute of Certified Public Accountants.

Since March 2021, Ms. Wong has served as the Head of Finance and Operations of Hawkes Bay Underwriting Limited, a general insurance agency, where she oversees corporate accounting, finance, and operational matters. Prior to this, she was the Group Financial Controller at RNP Jewelry Design Limited from March 2015 to February 2021. From August 2007 to March 2015, she worked at H.C. Wong & Co., Certified Public Accountants (Practising), providing assurance and corporate secretarial services, last holding the position of Senior Manager. Earlier in her career, she served as an Accounting Officer for the Government of the Hong Kong Special Administrative Region from April 1997 to May 2007, as Accounting Manager at Sam Woo Engineering Equipment Limited from September 1996 to April 1997, and as a Staff Accountant at Ernst & Young from August 1994 to August 1996.

The Company has entered into a service contract with Ms. Wong has entered into a service contract with the Company with no specified length of tenure but will be subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company. Ms. Wong will be entitled to a remuneration of HK\$900,000 per annum, which was determined by the Board on recommendation of the remuneration committee by reference to her duties and responsibilities with the Company, the Company's performance and current market situation.

Save as disclosed above, Ms. Wong does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. She is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, she has not held directorship or major appointment in any other listed public companies in the past three years.

Each of Ms. Lao Lai, . Mr. Lei Kam Chao, Mr. Chen Yiliang, Mr. Kam Chun Ying Francis, Mr. Liu Weishi, Mr. Lee Kwok Lun and Ms. Wong Chi Ling has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to brought to the attention of the Shareholders pursuant to Rule 17.50(2) of the GEM Listing Rules.

The following is a summary of the principal terms of the Share Option Scheme proposed to be adopted at the AGM:

1. CONDITIONS

The Share Option Scheme shall take effect subject to and is conditional upon:

- (a) the passing of the necessary ordinary resolution(s) at a general meeting of the Company approving (a) the adoption of the Share Option Scheme; and (b) authorising the Board to grant Options to Eligible Participants and to allot and issue Shares pursuant to the exercise of any Options granted under the Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, such number of Shares (representing the Scheme Mandate Limit) to be allotted and issued pursuant to the exercise of any Option in accordance with the terms and conditions of the Share Option Scheme.

2. PURPOSE

The purpose of the Share Option Scheme is to attract and retain the best available personnel of the Group, to provide additional incentive to the Eligible Participants and to promote the success of the business of the Group. The Share Option Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company and will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth of the Group.

3. DURATION

Subject to the term of the Share Option Scheme, the Share Option Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date, after which period no further Option shall be granted, but in all other respects, in particular, in respect of Options remaining outstanding on the expiration of the 10-year period referred to in this paragraph, the provisions of the Share Option Scheme shall remain in full force and effect.

4. ADMINISTRATION

The Share Option Scheme shall be subject to the administration of the Board (or if the Board so resolves by a committee of the Board whose members shall include at least one independent non-executive Director) whose decision (save as otherwise provided herein) shall be final and binding on all parties subject to the prior receipt of a statement in writing from the Auditors or the independent financial adviser if and as required by the terms of the Share Option Scheme. The Board shall have the right to (i) interpret and construe the provision of the Share Option Scheme; (ii) determine the persons who will be offered Options under the Share Option

Scheme, the number of Shares and the Subscription Price, subject to terms of the Share Option Scheme, in relation to such Options; (iii) subject to terms of the New Share Option Scheme, make such appropriate and equitable adjustments to the terms of the Options granted under the Share Option Scheme as it shall deem necessary; and (iv) make such other decisions or determination as it shall deem appropriate in the administration of the Share Option Scheme.

5. ELIGIBLE PARTICIPANTS AND THE BASIS OF ELIGIBILITY

- 5.1 Eligible Participant(s) include (i) Employee Participant(s); (ii) Related Entity Participant(s); and (iii) Service Provider(s).
- 5.2 The eligibility of any of the Eligible Participants to an Offer shall be determined by the Board from time to time. In determining the basis of eligibility for the Employee Participants and Related Entity Participants, the Board shall consider, among others, (a) their performance; (b) time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard; (c) length of their service within the Group; and (d) the contribution and/or potential contribution to the development and growth of the Group.
- 5.3 The Service Provider(s) shall be company(ies) and/or person(s) who provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business from time to time which are in the interests of the long-term growth of the Group. They include contractors, advisers and consultants that (i) provide commercial advisory, consultancy, sales and marketing services relating to the Group's business operations, including, but not limited to, provision of exhibition and trade show, publication and advertising, provision of online sales; and (ii) provide other professional services in relation to the Group's strategic planning, business development and corporate management, and help maintain or enhance the competitiveness of the Group by introducing referrals or other business opportunities to the Group.
- 5.4 In determining the basis of eligibility for the Service Provider Participants, the Board shall consider, among other things:
- (i) their experience and network in the relevant industry;
 - (ii) the frequency of collaboration and length of business relationship with the Group (such as whether they relate to the core business of the Group and whether relevant dealings could be readily replaced by other parties and the relevant replacement costs);
 - (iii) their reputation for reliable service in the industry, whether they have affiliated with professional organization and whether they have a proven track record of meeting the business needs and expectation of the Group;

- (iv) the actual contribution and/or future contribution to the business affairs of the Group; and
- (v) the synergy between the relevant contractor, consultant and/or adviser and the Group.

6. GRANT AND ACCEPTANCE OF OPTIONS

- 6.1 Subject to the terms of the Share Option Scheme, the Board shall be entitled, but shall not be bound, at any time within the period of 10 years after the Adoption Date to make an Offer to any Eligible Participant as the Board may in its absolute discretion select to subscribe for such number of Shares (being a board lot for dealing in the Shares on GEM or an integral multiple thereof, subject to the terms of the Share Option Scheme) as the Board may determine at the Subscription Price, provided that no such Offer shall be made if a prospectus is required to be issued under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) or any applicable laws or if such grant will result in the breach by the Company or any of the Directors of any applicable securities laws and regulations in any jurisdiction.
- 6.2 The Board may, in its absolute discretion, specify the terms on which the Option is to be granted and any condition in the Offer which must be satisfied before an Option may be exercised (provided that such conditions shall not be inconsistent with any other terms and conditions of the Share Option Scheme or the relevant requirements under applicable laws or the GEM Listing Rules). Save as determined by the Board and provided in the Offer, there is no performance target which must be achieved before an Option can be exercised under the terms of the Share Option Scheme or any clawback mechanism for the Company to recover or withhold any Option granted to a Grantee.
- 6.3 An Offer shall remain open for acceptance by the Eligible Participant concerned for a period of 30 days from the Offer Date. An Offer shall be deemed to have been accepted and the Option to which the Offer relates shall be deemed to have been granted and to have taken effect when the Company receives the duplicate of the offer letter comprising acceptance of the Offer duly signed by the Grantee with the number of Shares in respect of which the Offer is accepted clearly stated therein, together with a remittance of the Option Price (being HK\$1.00) to the Company. Any Offer may be accepted in respect of all or less than the number of Shares in respect of which it is offered provided that it is accepted in respect of a board lot for dealing in Shares on GEM or an integral number thereof.
- 6.4 The Option Period of an Option shall not be more than ten (10) years from the Offer Date.

7. RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

No Option shall be granted to any Eligible Participant after inside information has come to the Company's knowledge until the Company has announced the information and pursuant to the requirements of the GEM Listing Rules.

In particular, no Option shall be granted during the period commencing 30 days immediately before the earlier of:

- (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the GEM Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the GEM Listing Rules); and
- (b) the deadline for the Company to announce its results for any year or half-year under the GEM Listing Rules, or quarterly or any other interim period (whether or not required under the GEM Listing Rules),

and ending on the date of results announcement. The period during which no option may be granted will cover any period of delay in the publication of a results announcement. No Offer shall be made to any Eligible Participant during any other periods of time stipulated by the relevant rules of the GEM Listing Rules from time to time in relation to any restriction on the time of grant of options.

8. VESTING PERIOD

8.1 Save for the circumstances prescribed below, an Option must be held by the Grantee for a period that is not shorter than the Minimum Period before the Option can be exercised.

8.2 For an Eligible Participant who is:

- (1) a Director or a senior manager, the remuneration committee of the Board may, or
- (2) not a Director or a senior manager, the Board may,

in its absolute discretion, determine a vesting period shorter than the Minimum Period in the following circumstances:

- (a) grants of "make-whole" Options to new joiners to replace the share options they forfeited when leaving the previous employers;

- (b) grants to an Eligible Participant whose employment or engagement is terminated due to retirement (including early retirement agreed with the relevant member of the Group), death, disability or occurrence of any out of control event;
- (c) grants that are made in batches during a year for administrative and compliance reasons, which include Options that should have been granted earlier if not for such administrative or compliance reasons but had to wait for subsequent batch;
- (d) grants of Options with a mixed or accelerated vesting schedule such as where the Options may vest evenly over a period of twelve (12) months; or
- (e) grants with performance-based vesting conditions in lieu of time-based vesting criteria,

each of which is considered appropriate and serves the purpose of the Share Option Scheme to provide flexibility to grant Options (i) as part of competitive terms and conditions to include valuable talent to join the Group; (ii) to reward past contribution in which may otherwise be neglected due to administrative or technical reasons; (iii) to reward exceptional performers with accelerated vesting; (iv) to motivate exceptional performers based on performance metrics rather than time; and (v) in exceptional circumstances where justified.

9. SUBSCRIPTION PRICE OF SHARES

Subject to terms of the Share Option Scheme, the Subscription Price shall be a price determined by the Board and notified to an Eligible Participant and shall be at least the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a Business Day;
- (b) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five (5) Business Days immediately preceding the Offer Date; and
- (c) the nominal value of a Share on the Offer Date.

10. RIGHTS ARE PERSONAL TO GRANTEES

An Option shall be personal to the Grantee and shall not be assignable nor transferable, and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (whether legal or beneficial) in favour of any third party over or in relation to any Option, except where applicable under the GEM Listing Rules, when the Stock Exchange has granted a waiver to the Grantee to transfer his/her Options to a vehicle (such as trust or private company)

for the benefit of the Grantee and any family members of such Grantee (e.g. for estate planning or tax planning purpose) that would continue to meet the purpose of the Share Option Scheme and comply with other requirements under the GEM Listing Rules or for the transmission of an Option on the death of the Grantee to his personal representative(s) on the terms of the Share Option Scheme. Any breach of the foregoing shall entitle the Company to cancel any outstanding Option or part thereof granted to such Grantee without incurring any liability on the part of the Company.

11. EXERCISE OF OPTIONS

11.1 Subject to the other provisions of the Share Option Scheme, an Option may be exercised in whole or in part by the Grantee (or his personal representatives) at any time before the expiry of the Option Period by delivering to the Company a notice in writing in a form approved by the Board, stating that the Option is to be exercised and the number of Shares in respect of which it is exercised. Such notice must be accompanied by a remittance for the full amount of the Subscription Price for the Shares in respect of which the notice is given. Within 30 days after receipt of the notice and (where appropriate) receipt of the independent financial adviser's or the Auditors' certificate under the terms of the Share Option Scheme, the Company shall issue and allot the relevant Shares to the Grantee (or his personal representatives) credited as fully paid and issue to the Grantee (or his personal representatives) a share certificate in respect of the Shares so issued and allotted.

11.2 The Shares to be issued and allotted upon the exercise of an Option shall be subject to the Company's constitutional documents for the time being in force and shall rank *pari passu* in all respects with the fully-paid Shares in issue (excluding treasury shares) of the Company as at the date of allotment and will entitle the holders to participate in all dividends or other distributions declared or recommended or resolved to be paid or made in respect of a record date falling on or after the date of allotment. Prior to the Grantee being registered on the register of members of the Company, the Grantee shall not have any voting rights, or rights to participate in any dividends or distributions (including those arising on a liquidation of the Company), in respect of the Shares to be issued upon the exercise of the Option.

12. TIME OF EXERCISE OF OPTIONS

Subject to the terms of the Share Option Scheme, an Option (to the extent that it is vested and/or exercisable pursuant to the terms and conditions of grant of such Option and the Share Option Scheme and has not lapsed) may be exercised by the Grantee (or his personal representatives) at any time during the Option Period provided that the Option has not lapsed in accordance with the terms of the Share Option Scheme.

13. RIGHTS ON CESSATION OF EMPLOYMENT OR DIRECTORSHIP

Subject to the terms of the Share Option Scheme, where the holder of an outstanding Option (being an Employee Participant and Related Entity Participant) ceases to be an Eligible Participant for any reason (other than death, disability, ill-health or retirement referred below), the Option shall lapse on the date of cessation of such employment and not be exercisable unless the Board otherwise determines in which event the vested Option shall be exercisable to the extent and within such period (not exceeding 90 days) as the Board may determine (to the extent which has become exercisable and not already exercised). The date of such cessation shall be the last actual working day at his work place with the Company, any Subsidiary or any related entities whether salary is paid in lieu of notice or not.

14. RIGHTS ON DEATH, DISABILITY, ILL-HEALTH OR RETIREMENT

Subject to the terms of the Share Option Scheme, where the holder of an outstanding Option (being an individual and an Employee Participant/Related Entity Participant) ceases to be an Eligible Participant for the reason of death, disability, ill-health (all evidenced to the satisfaction of the Board) or retirement before exercising the Option in full or at all, the vested Option may be exercised in full or in part (to the extent which has become exercisable and not already exercised) within 12 months of the date of cessation of such employment (or within such longer period as the Board may determine) by the Grantee (or his or her personal representatives). The date of such cessation shall be the last actual working day at his work place with the Company, any Subsidiary or any related entities whether salary is paid in lieu of notice or not.

15. RIGHTS ON A GENERAL OFFER

Subject to the terms of the Share Option Scheme, if a general offer whether by way of take-over offer or share repurchase offer or otherwise in like manner is made to all the Shareholders (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional, the Company shall forthwith give notice thereof to the Grantee and the Grantee shall, by delivering a notice in writing to the Company, be entitled to exercise the Option (which is only applicable to vested Options under the Share Option Scheme with a vesting period not shorter than 12 months, and to the extent not already exercised) to its full extent or to the extent specified in the Grantee's notice to the Company.

16. RIGHTS ON WINDING UP

Subject to the terms of the Share Option Scheme, in the event a notice is given by the Company to its Shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company other than for the purposes of a reconstruction, amalgamation or scheme of arrangement, the Company shall on the same date as or soon after it despatches such notice to each member of the Company give notice

thereof to all Grantees and thereupon, each Grantee (or his personal representatives) shall be entitled to, subject to the requirements of the Listing Rules, exercise all or any of his Options (which are only applicable to vested Options under the Share Option Scheme with a vesting period not shorter than 12 months, and to the extent which has become exercisable and not already exercised) by giving notice in writing to the Company not later than two (2) Business Days prior to the proposed general meeting of the Company, accompanied by a remittance for the full amount of the aggregate Subscription Price for the Shares in respect of which the notice is given whereupon the Company shall as soon as possible and, in any event, no later than one (1) Business Day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the Grantee credited as fully paid, whereupon the Grantee will be entitled to receive out of the assets available in the liquidation *pari passu* with the holders of the Shares such sum as would have been received in respect of the Shares the subject of such election. In the event that the relevant resolution to voluntarily wind-up the Company is not approved in the general meeting, any Options, if exercisable, shall continue to be exercisable subject to the terms and conditions under the Share Option Scheme.

17. RIGHTS ON COMPROMISE OR ARRANGEMENT

Subject to the terms of the Share Option Scheme, in the event of a compromise or arrangement, other than a scheme of arrangement contemplated in the terms of the Share Option Scheme, between the Company and its members or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all Grantees on the same day as it gives notice of the meeting to its members or creditors to consider such a scheme or arrangement and the Grantee (or his personal representatives) may at any time thereafter, but prior to 12 noon two (2) Business Days before the date of the meeting, exercise all or any of his Options (which are only applicable to vested Options under the Share Option Scheme with a vesting period not shorter than 12 months, and to the extent which has become exercisable and not already exercised). With effect from 12 noon on the two (2) Business Days before the date of such meeting, the rights of all Grantees to exercise their respective Options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all Options shall, to the extent that they have not been exercised, lapse and terminate. The Directors shall endeavour to procure that the Shares issued as a result of the exercise of Options under this term shall for the purposes of such compromise or arrangement form part of the issued share capital of the Company on the effective date thereof and that such Shares shall in all respects be subject to such compromise or arrangement. If for any reason such compromise or arrangement is not approved by the Court (whether upon the terms presented to the Court or otherwise) the rights of Grantees to exercise their respective such (unexercised) Options shall with effect from the date of the making of the order by the Court be restored in full and shall thereupon become exercisable (but subject to the other terms of the Share Option Scheme and the terms and conditions of grant of such Option) as if such compromise or arrangement had not been proposed by the Company and no claim shall lie against the Company or any of its officers for any loss or damage sustained by any Grantee as a result of the aforesaid suspension.

18. RANKING OF SHARES

The Shares to be issued and allotted upon the exercise of an Option shall be subject to the Company's constitutional documents for the time being in force and shall rank *pari passu* in all respects with the fully-paid Shares in issue (excluding treasury shares) of the Company as at the date of allotment and will entitle the holders to participate in all dividends or other distributions declared or recommended or resolved to be paid or made in respect of a record date falling on or after the date of allotment. Prior to the Grantee being registered on the register of members of the Company, the Grantee shall not have any voting rights, or rights to participate in any dividends or distributions (including those arising on a liquidation of the Company), in respect of the Shares to be issued upon the exercise of the Option.

19. MAXIMUM NUMBER OF SHARES AVAILABLE FOR ISSUE

19.1 The total number of Shares in respect of which Options may be granted under the Share Option Scheme together with options and awards which may be granted under any other schemes of the Company (to which the provision of Chapter 23 of the GEM Listing Rules are applicable) shall not in aggregate exceed such number of Shares as equals 10% of the Shares in issue (excluding treasury shares) as at the Adoption Date (the "Scheme Mandate Limit").

Options lapsed in accordance with the terms of the Share Option Scheme or any other share schemes of the Company will not be counted for the purpose of calculating the Share Option Scheme Mandate Limit.

19.2 Within the Scheme Mandate Limit, the total number of Shares in respect of which Options may be granted to the Service Providers under the Share Option Scheme together with options and awards which may be granted to the Service Providers under any other schemes of the Company (to which provisions of Chapter 23 of the GEM Listing Rules are applicable) shall not in aggregate exceed 2% of the Shares in issue (excluding treasury shares) on the date which the Share Option Scheme is approved by the Shareholders ("Service Provider Sublimit").

19.3 The Options cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit and the Service Provider Sublimit.

19.4 The Scheme Mandate Limit (and the Service Provider Sublimit) set out in the above may be refreshed by ordinary resolution of the Shareholders in general meeting after three years from the date of the Shareholders' approval for the last refreshment or the Adoption Date, provided that:

- (a) the total number of shares which may be issued in respect of all options and awards to be granted under all of the Share Option Schemes of the Company under the Scheme Mandate Limit as refreshed (the "New Scheme Mandate

Limit”) shall not exceed 10% (and the Service Provider Sublimit as refreshed (the “New Service Provider Sublimit”) shall not exceed 2%) of the Shares in issue (excluding treasury shares) as at the date of Shareholders’ approval for refreshing the Scheme Mandate Limit;

- (b) options previously granted under the Share Option Scheme and any other schemes of the Company (including options exercised, outstanding, cancelled, or lapsed in accordance with the relevant scheme rules) shall not be counted for the purpose of calculating the New Scheme Mandate Limit (and the New Service Provider Sublimit);
- (c) a circular regarding the proposed refreshing of the Scheme Mandate Limit (and the Service Provider Sublimit) has been dispatched to the Shareholders in a manner complying with, and containing the matters specified in, Chapter 23 of the GEM Listing Rules;
- (d) any refreshment to the Scheme Mandate Limit (and the Service Provider Sublimit) within any three (3)-year period must be approved by the Shareholders, where any controlling Shareholders and their Associates (or if there is no controlling Shareholder, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates) must abstain from voting in favour of the relevant resolution at the general meeting and in accordance with the requirements under the GEM Listing Rules, and
- (e) the requirements under (d) above do not apply if the refreshment is made immediately after an issue of securities by the Company to the Shareholders on a pro rata basis as set out in Rule 17.41(1) of the GEM Listing Rules such that the unused part of the Scheme Mandate Limit (as a percentage of the total number of Shares in issue) upon refreshment is the same as the unused part of the Scheme Mandate Limit immediately before the issue of securities, rounded to the nearest whole Share.

19.5 The Company may seek separate approval of the Shareholders in a general meeting of the Company for granting Options exceeding the Scheme Mandate Limit provided that the Options in excess of the Share Option Scheme Mandate Limit are granted only to Eligible Participants specifically identified by the Company before such approval is sought.

19.6 For the purpose of seeking approval of the Shareholders under the terms of the Share Option Scheme, the Company must send a circular to the Shareholders containing a generic description of the specified Eligible Participants who may be granted such Options, the number and terms of the Options to be granted, the purpose of granting Options to the specified Eligible Participants with an explanation as to how the terms

of the Options serve such purpose, and such other information as required under the GEM Listing Rules. The number and terms (including the Subscription Price) of Options to be granted to such Eligible Participant must be fixed before Shareholders' approval and the date of Board meeting for proposing such grant should be taken as the date of grant for the purpose of calculating the Subscription Price, and the provisions of the terms of the Share Option Scheme relating to the Subscription Price shall apply *mutatis mutandis*.

20. MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT

20.1 The total number of Shares issued and to be issued in respect of all Options, share options or awards granted to each Eligible Participant (including both exercised or outstanding Options, share options and awards but excluding any Options, share options and awards lapsed in accordance with the terms of their respective schemes) in any 12-month period up to and including the date of such grant shall not exceed 1% of the Shares in issue (the "1% Individual Limited"). Any further grant of Options, share options or awards granted to an Eligible Participant which would result in the Shares issued and to be issued in respect of all options and awards granted to such Eligible Participant (excluding any options and awards lapsed in accordance with the terms of the relevant schemes) in the twelve(12)-month period up to and including the date of such further grant exceeding the 1% Individual Limit shall be subject to Shareholders' approval in a general meeting of the Company with such Eligible Participant and the person's close Associates (or Associates if the Eligible Participant is a Connected Person) abstaining from voting.

20.2 The Company must send a circular to the Shareholders and the circular must disclose the identity of the Eligible Participant, the number and terms of the Options to be granted (and Options previously granted to such Eligible Participant during the twelve(12)-month period), the purpose of granting Options to the Eligible Participant, an explanation as to how the terms of the Options serve such purpose and such information as may be required by the Stock Exchange from time to time. The number and terms (including the Subscription Price) of the Option to be granted to such Eligible Participant must be fixed before the general meeting of the Company, and the date of the meeting of the Board for proposing such grant should be taken as the Offer Date for the purpose of calculating the Subscription Price.

21. GRANT OF OPTIONS TO A DIRECTOR, CHIEF EXECUTIVE OR SUBSTANTIAL SHAREHOLDER OF THE COMPANY OR ANY OF THEIR ASSOCIATES

21.1 Where an Option is to be granted to a Director, chief executive of the Company or Substantial Shareholder (or any of their respective Associates), the grant shall not be valid unless it has been approved by the independent non-executive Directors, excluding any independent non-executive Director who is a prospective Grantee of the Option.

- 21.2 Where any Option is to be granted to an independent non-executive Director or a substantial Shareholder, or any of their respective Associates, would result in the Shares issued and to be issued in respect of all options and awards granted (excluding any options and awards lapsed in accordance with the terms of the relevant schemes) to such person in the 12-month period up to and including the Offer Date representing in aggregate over 0.1% of the total number of Shares in issue (excluding treasury shares), such further grant of options must be approved by the Shareholders in advance in a general meeting of the Company.
- 21.3 The Company must send a circular to the Shareholders, containing all the information required under Rule 23.04(5) of the GEM Listing Rules (including, in particular, a recommendation from the independent non-executive Directors (excluding the independent non-executive Director who is the prospective Grantee of the Option) to the independent Shareholders as to voting); and the Grantee, his Associates and all the Core Connected Persons must abstain from voting in favour of the proposed grant at such general meeting. Parties that are required to abstain from voting in favour at the general meeting of the Company pursuant to Rule 23.04(4) of the GEM Listing Rules may vote against the resolution at the general meeting of the Company, provided that their intention to do so has been stated in the relevant circular to the Shareholders.
- 21.4 Any change in the terms of Options granted to an Eligible Participant who is a Director, chief executive of the Company or Substantial Shareholder (as defined in the GEM Listing Rules), or any of their respective Associates must be approved by the Shareholders in the manner as set out in Rule 23.04(4) of the GEM Listing Rules if the initial grant of the options requires such approval (except where the changes take effect automatically under the existing terms of the Share Option Scheme).

22. LAPSE OF OPTIONS

Notwithstanding any other provisions contained herein, the right to exercise an Option (to the extent not already exercised) shall terminate immediately upon the earliest of:

- (a) the expiry of the Option Period;
- (b) the expiry of any of the periods referred to in the terms of the Share Option Scheme;
- (c) subject to the Share Option Scheme of arrangement becoming effective, the expiry of the period referred to in the terms of the Share Option Scheme;
- (d) subject to the terms of the Share Option Scheme, the date of the commencement of the winding-up of the Company;

- (e) the date on which the Grantee (being an Employee Participant) ceases to be an Employee Participant by reason of summary dismissal or being dismissed for misconduct or other breach of the terms of his employment contract or other contract constituting him an Eligible Participant, or the date on which he begins to appear to be unable to pay or has no reasonable prospect of being able to pay his debts or has become insolvent or has made any arrangements or composition with his or her creditors generally or on which he has been convicted of any criminal offence involving his or her integrity or honesty. A resolution of the Board to effect that the employment or other relevant contract of a Grantee has or has not been terminated on one or more of the grounds specified in this term shall be conclusive;
- (f) the date on which the Grantee (being a corporation) appears either to be unable to pay or to have no reasonable prospect of being able to pay its debts or has become insolvent or has made any arrangement or composition with its creditors generally;
- (g) where the Grantee is a Related Entity Participant or a Service Provider, the date on which the Board shall at its absolute discretion determine that: (a) a Grantee has committed any breach of any contract entered into between the Grantee, his/her/its associate and/or the relevant related entity and/or the service provider on the one part and any member of the Group on the other part; (b) the Grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with its creditors generally; or (c) the Grantee and/or the relevant related entity and the serviced provider which the Grantee served could no longer make any contribution to the growth and development of any member of the Group by reason of the cessation of its relations with the Group or by any other reason whatsoever;
- (h) where the Grantee is an Employee Participant, a Related Entity Participant or a Service Provider of a member of the Group (other than the Company), the date on which such member ceases to be a Subsidiary of the Company;
- (i) the date the compromise or arrangement referred to in the terms of the Share Option Scheme becomes effective; or
- (j) the date on which the Grantee commits a breach of the terms of the Share Option Scheme.

23. CANCELLATION OF OPTIONS

23.1 Subject to consent of the relevant Grantee, the Board may cancel an Option granted but not exercised.

23.2 Subject to the terms of the Share Option Scheme, where the Company cancels Options and makes a new grant to the same Grantee, such new grant may only be made under the Share Option Scheme with the available limit approved by the Shareholders as set out in the terms of the Share Option Scheme.

24. EFFECT OF ALTERATIONS TO SHARE CAPITAL

24.1 In the event of any alteration in the capital structure of the Company whilst any Option has been granted and remains exercisable (whether by way of capitalization issue, rights issue, consolidation of Shares, subdivision or reduction of the share capital of the Company, but not including an issue of Shares as consideration in respect of a transaction to which the Company or a Subsidiary is a party) the Company shall make corresponding alterations (if any) to:

- (a) the number of Shares subject to the Options already granted so far as they remain exercisable; and/or
- (b) the Subscription Price; and/or
- (c) the method of exercise of the Options; and/or
- (d) the maximum number of Shares referred to in the terms of the Share Option Scheme;

provided that:

- (e) no such alteration shall be made in respect of an issue of securities by the Company or a Subsidiary as consideration in a transaction;
- (f) any such alterations must give the Grantee the same proportion of the equity capital of the Company (rounded to the nearest whole share) as that to which he was previously entitled;
- (g) no such alterations shall be made which would result in the Subscription Price for a Share being less than its nominal value, provided that in such circumstances the Subscription Price shall be reduced to the nominal value;

- (h) any such alterations, save those made on a capitalisation issue, shall be confirmed by an independent financial adviser or the Auditors in writing to the Directors as satisfying the requirements of the terms of the Share Option Scheme above; and
- (i) any such alterations made pursuant to a subdivision or consolidation of share capital shall be made on the basis that the aggregate Subscription Price payable by a Grantee on the full exercise of any Option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event.

24.2 For the purposes of this paragraph, the independent financial adviser or the Auditors shall act as experts and not as arbitrators and their certification being final and binding on the Company and the Grantees. Their costs shall be borne by the Company.

25. ALTERATIONS TO THE TERMS OF THE SHARE OPTION SCHEME

The Board may amend any of the provisions of the Share Option Scheme (including without limitation amendments in order to comply with changes in legal or regulatory requirements) at any time (but not so as to affect adversely any rights which have accrued to any Grantee at that date), provided that:

- (a) any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any alteration in relation to any matter contained in Rule 23.03 of the GEM Listing Rules to the advantage of the Eligible Participants must be approved by the Shareholders in a general meeting of the Company;
- (b) any change to the terms of Options granted to a Grantee must be approved by the Board, the remuneration committee, the independent non-executive Directors and/or the Shareholders (as the case may be) if the initial grant of the Options was approved by the Board, the remuneration committee, the independent non-executive directors and/or the Shareholders (as the case may be) (except any changes which take effect automatically under the terms of the Share Option Scheme);
- (c) any change to the authority of the Directors or the administrator of the Share Option Scheme to alter the terms of the Share Option Scheme must be approved by the Shareholders in a general meeting of the Company; and
- (d) the amended terms of the Share Option Scheme or the Options shall remain in compliance with the relevant requirements of Chapter 23 of the GEM Listing Rules.

26. TERMINATION

The Company, by ordinary resolution in general meeting, or the Board may at any time terminate the operation of the Share Option Scheme and in such event no further Option will be offered but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of the Options (to the extent not already exercised) granted prior to the termination.

NOTICE OF ANNUAL GENERAL MEETING

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Winto Group (Holdings) Limited (the “Company”) will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Tuesday, 30 June 2026 at 11:30 a.m. for the following purposes:

AS ORDINARY BUSINESS ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and the independent auditor of the Company for the year ended 31 December 2025.
2. (A) To re-elect the following retiring Directors:
 - (i) To re-elect Ms. Lao Lai as executive Director;
 - (ii) To re-elect Mr. Lei Kam Chao as executive Director;
 - (iii) To re-elect Mr. Chen Yiliang as executive Director;
 - (iv) To re-elect Mr. Kam Chun Ying Francis as executive Director;
 - (v) To re-elect Mr. Liu Weishi as independent non-executive Director;
 - (vi) To re-elect Mr. Lee Kwok Lun as independent non-executive Director;
 - (vii) To re-elect Ms. Wong Chi Ling as independent non-executive Director; and
- (B) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
3. To re-appoint Global Link CPA Limited as auditor of the Company for the ensuing year and to authorise the Board to fix the remuneration of auditor.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without modifications, the following resolution (“Resolution”) as an ordinary resolution:

“THAT:

- (a) Subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities (the “GEM Listing Rules”) on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.2 each in the share capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power either during or after the end of the Relevant Period;
- (c) the aggregate of the total nominal value of Shares allotted, issued and dealt or agreed conditionally or unconditionally to be allotted, issued and dealt (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolutions (otherwise than pursuant to (i) a rights issue, (ii) an issue of Shares upon the exercise of any subscription or conversion rights attaching to any bonds, warrants, debentures, notes or any securities which carry rights to subscribe for or are convertible into Shares, (iii) an issue of Shares upon the exercise of any options which may be granted under the share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of the subsidiaries of the Company or any other person of Shares or rights to acquire Shares, (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, or (v) a specific authority granted by the Shareholders in general meeting) shall not exceed 20% of the aggregate of the total nominal value of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution, until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this Resolution.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. To consider and, if thought fit, pass with or without modifications, the following resolution (“Resolution”) as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on GEM or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate of the total nominal value of Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate of the total nominal value of the shares capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

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(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution, until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing the Resolution.”

6. To consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of ordinary resolutions nos. 4 and 5 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 4 above be and is hereby extended by the addition to the aggregate of the total nominal value of the share capital of the Company which may be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate of the total nominal value of the Shares repurchased by the Company pursuant to ordinary resolution no. 5 above, provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the share capital of the Company as at the date of passing this Resolution.”

7. To consider and, if thought fit, to pass the following resolution with or without amendments as ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares fall to be issued pursuant to the exercise of any options granted under the share option scheme, a copy of which marked “A” is produced to the AGM and for the purpose of identification signed by the Chairman hereof (the “Share Option Scheme”), the Share Option Scheme be and is hereby approved and adopted by the Company and that the Directors be and are hereby authorised to grant options to the participants under the Share Option Scheme to subscribe for shares in accordance with the rules of the Share Option Scheme up to a maximum of 10% of the Shares in issue (excluding treasury Shares, if any) as at the date of passing of this resolution, and to allot and issue Shares upon the exercise of any options granted thereunder and pursuant to the terms and conditions thereof, and to do all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Share Option Scheme.”

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8. To consider and, if thought fit, to pass the following resolution with or without amendments as ordinary resolution:

“**THAT** conditional upon the passing of resolution numbered 7 above, the Service Provider Sublimit (as defined in the circular) be and is hereby approved and adopted and that the board of directors of the Company or a committee thereof be and are hereby authorised to take all such steps as may be necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

SPECIAL RESOLUTION

9. To consider and, if thought fit, pass the following resolution as special resolution:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained and issuing a certificate of incorporation on the change of name, the English name of the Company be changed from “Winto Group (Holdings) Limited” to “Jiufang Digital Technology Holdings Limited”, and the Chinese name “玖方數智科技控股有限公司” be adopted as the Chinese name of the Company in place of its existing Chinese name “惠陶集團(控股)有限公司” (the “Change of Company Name”), with effect from the date on which the new English name and the Chinese name of the Company being entered in the register maintained by the Registrar of Companies in the Cayman Islands, and any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
Winto Group (Holdings) Limited
Lao Lai
Executive Director

Hong Kong, 30 April 2026

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 notorially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 11:30 a.m. on Sunday, 28 June 2026) before the time appointed for holding the meeting or any adjournment thereof.

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3. The register of members of the Company will be closed from Friday, 26 June 2026 to Tuesday, 30 June 2026, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 25 June 2026.
4. 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.
5. 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 8:00 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 and HKExnews website at 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.

6. As at the date of this notice, the Board comprises Ms. Lao Lai, Mr. Lei Kam Chao, Mr. Chen Yiliang and Mr. Kam Chun Ying Francis executive Directors, and Mr. Liu Weishi, Mr. Lee Kwok Lun and Ms. Wong Chi Ling as Independent non-executive Directors.