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## **Winning Tower Group Holdings Limited**

**運興泰集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8362)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Winning Tower Group Holdings Limited (the “**Company**”) will be held at Units 329–330, 3/F, Hankow Centre, 5–15 Hankow Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 9 September 2019 at 3:00 p.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions each as an ordinary resolution:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the two sale and purchase agreements both dated 2 July 2019 (the “**Property Disposal Agreements**”) entered into between (i) Winning Tower Group Limited as vendor and (ii) Iao Ip Property Investment Company Limited as purchaser (a copy of which marked “A” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) in relation to, among other matters, the proposed sale of the two properties located at Units 803 and 808, 8/F, Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong (the “**Properties**”), the two draft leasing agreements in finalised form to be signed on the respective completion of the Property Disposal Agreements (the “**Leasing Agreements**”) to be entered into between (i) Winning Tower Group Limited as tenant and (ii) Iao Ip Property Investment Company Limited as landlord (a copy of which marked “B” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) in relation to, among other matters, the proposed leasing of the Properties, and all transactions contemplated thereunder, details of which are described in the circular of the Company dated 23 August 2019 (a copy of which marked “C” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company (the “**Directors**”) be and they are hereby authorised, for and on behalf of the Company, to do all such acts and things, to take all such steps and to sign or otherwise execute all such agreements, documents, deeds or instruments as they may in their absolute discretion consider necessary, desirable or expedient in connection with or to implement and/or to give effect to the Property Disposal Agreements, Leasing Agreements and the transactions contemplated thereunder and all matters incidental thereto; and

- (c) the Directors be and they are hereby authorised to agree to such variation, amendment, modification and/or waiver of any matters relating to or in connection with the Property Disposal Agreements, Leasing Agreements and the transactions contemplated thereunder as are, in their opinion in the interests of the Company and its shareholders as a whole in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited and other applicable law, rules and regulations.”

By order of the Board  
**Winning Tower Group Holdings Limited**  
**Lai King Wah**  
*Chairman and Executive Director*

Hong Kong, 23 August 2019

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or (if he is a holder of two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be).
3. A form of proxy for use at the Meeting is enclosed. Completion and return of the form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof.
4. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint registered holders are present at the Meeting personally or by proxy, that one of the registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. In order to determine the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 4 September 2019 to Monday, 9 September 2019 (both days inclusive) during which period no transfer of shares of the Company will be registered. All properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 3 September 2019.
6. Voting on the above resolutions will be taken by poll.
7. If a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at any time after 7:30 a.m. on the date of the Meeting, the Meeting will be automatically postponed to a later date. The Company will post an announcement on its corporate website ([www.wtgl.hk](http://www.wtgl.hk)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify its shareholders of the date, time and location of the rescheduled meeting.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this announcement, the executive directors are Mr. Lai King Wah, Mr. Lai Ho Yin Eldon and Mr. Ho Timothy Kin Wah; the non-executive directors are Mr. Yu Ting Hei, Mr. Chow Kuen Chung and Ms. Ho Lai Sze Jacqueline; and the independent non-executive directors are Mr. Chau Chun Wai, Mr. Lo Sun Tong and Mr. Lam Lai Kiu Kelvin.*

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

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and on the website of the Company at [www.wtgl.hk](http://www.wtgl.hk).*