

WINNING TOWER GROUP

Insider Information Policy

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Approved By: Board of Directors

1. Purpose

This policy aims to set out guidelines to the directors, officers and all relevant employees of Winning Tower Group Holdings Limited (the “Company”) and its subsidiaries (collectively the “Group”) to ensure Inside Information (as defined below) of the Company is to be disseminated to the public in equal and timely manner in accordance with the applicable laws and regulations. The term “relevant employee” refers to employee of the Group, because of his office or employment, who is likely to be in possession of the unpublished Inside Information (as defined below).

2. Definition of Inside Information

Under the new Part XIVA of the Securities and Future Ordinance, Chapter 571 (the “Part XIVA”) to be effective from 1 January 2013, inside information (“Inside Information”) is the specific information about the Company, its shareholder or officer or its listed securities or derivatives, which is not generally known to the persons who are accustomed, or would be likely, to deal in the Company’s listed securities but would, if generally known to them, be likely to materially affect the price of the Company’ listed securities.

Examples of Inside Information as shown in the guidelines of the Part XIVA are set out in the attached Appendix but they are not exhaustive.

3. Announcement of Inside Information

- (i) The Company and/ or officers must disclose Inside Information to the public as soon as reasonably practicable.
- (ii) The Company’s Board of Directors shall take reasonable precautions for preserving the confidentiality of Inside Information and the relevant announcement (if applicable) before publication.
- (iii) All Inside Information must be treated strictly confidential.
- (iv) Disclosure must be made in a manner that provides the public with an equal, timely and effective access to the information, such as through the electronic publication system operated by The Stock Exchange of Hong Kong Limited.

4. Duty of Officers

Every director, manager or secretary of, or any other persons involved in the management of the Company must take all reasonable measures from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Company.

WINNING TOWER GROUP

Insider Information Policy

5. Restriction on Sharing Non-public Information

Generally, no employee or director may disclose, discuss or share with outside parties (except for communication with the Group's advisers who owe a duty of confidentiality, e.g. lawyers, and other categories of persons as allowed under the Part XIVA) the information of price-sensitive nature about the Company that has not been released to the public.

6. Handling of Rumors

There is no obligation to respond to media speculation, market rumors or analysts' reports. However, where press speculation or market rumors are largely accurate and underlying information constitutes Inside Information, it is likely that matters intended to be kept confidential have been leaked, resulting in the safe harbor (as described below) falling away, and public disclosure is required.

If there are rumors in the public, concern should be addressed to the Board of Directors of the Company for determination as to whether the nature of such rumors falls into the category mentioned above.

7. Unintentional Selective Disclosure

Director(s) or employee(s) who become aware of any non-public price-sensitive information having been divulged, that may fall into the category of Inside Information, should immediately inform Mr. Tsang Hing Bun, the Company Secretary, who will notify the Chairman of the Company accordingly. If it is determined that unintentional selective disclosure occurs, the Company will promptly make an announcement to provide full disclosure to the public.

8. Exemption and Wavier to the Disclosure of Inside Information

Disclosure of Inside Information is not required if and so long as the circumstances of the case fall within one of the following safe harbors under the Part XIVA:

- (i) the disclosure is prohibited or restricted by an enactment or a court order;
- (ii) the information concerns an incomplete proposal or negotiation (e.g. in the brain-storming stage);
- (iii) the information concerned is a trade secret; or
- (iv) when the Government's Exchange Fund or central bank provides liquidity support.

With the exception of safe harbor (A), all other safe harbors will be applicable only if the Company has taken reasonable precautions for preserving the confidentiality of the information and the confidentiality of the information is actually preserved.

WINNING TOWER GROUP

Insider Information Policy

9. Compliance and Reporting

Each of the directors, officers and relevant employees of the Group must promptly bring any Inside Information to the attention of Mr. Tsang Hing Bun, the Company Secretary, who will notify the Chairman or one of the Directors of the Company accordingly for taking the appropriate prompt action.

In the event that there is evidence of any material violation of this policy regarding Inside Information, the Board of Directors of the Company will decide, or designate appropriate persons to decide the course of actions for rectifying the problem and avoiding the likelihood of its recurrence.

WINNING TOWER GROUP

Insider Information Policy

Appendix

The following items, if being likely to materially affect the price of the Company's listed securities, may be classified as Inside Information:

- Changes in performance, or the expectation of the performance, of the business;
- Changes in financial condition (e.g. cashflow crisis, credit crunch);
- Changes in control and control agreements;
- Changes in directors and (if applicable) supervisors;
- Changes in directors' service contracts;
- Changes in auditors or any other information related to the auditors' activity;
- Changes in the share capital (e.g. new share placing, bonus issue, rights issue, share split, share consolidation and capital reduction);
- Issue of debt securities, convertible instruments, options or warrants to acquire or subscribe for securities;
- Takeovers and mergers;
- Purchase or disposal of equity interests or other major assets or business operations;
- Formation of a joint venture;
- Restructuring, reorganizations and spin-offs that have an effect on the corporation's assets, liabilities, financial position or profits and losses;
- Decisions concerning buy-back programs or transactions in other listed financial instruments;
- Changes to the memorandum and articles (or equivalent constitutional documents);
- Filing of winding up petitions, the issuing of winding up orders or the appointment of provisional receivers or liquidators;
- Legal disputes and proceedings;
- Revocation or cancellation of credit lines by one or more banks;
- Changes in value of assets (e.g. advances, loans, debts or other forms of financial assistance);
- Insolvency of relevant debtors;
- Reduction of real properties' values;
- Physical destruction of uninsured goods;
- New licenses, patents, registered trademarks;
- Decrease or increase in value of financial instruments in portfolio which include financial assets or liabilities arising from futures contracts, derivatives, warrants, swaps protective hedges, credit default swaps;
- Decrease in value of patents or rights or intangible assets due to market innovation;

WINNING TOWER GROUP

Insider Information Policy

- Receiving acquisition bids for relevant assets;
- Innovation products or processes;
- Changes in expected earnings or losses;
- Orders received from customers, their cancellation or important changes;
- Withdrawal from or entry into new core business areas;
- Changes in the investment policy;
- Changes in the accounting policy;
- Ex-dividend date, changes in dividend payment date and amount of dividend; changes in dividend policy;
- Pledge of the Company's shares by controlling shareholders; or
- Changes in a matter which was the subject of a previous announcement.