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WINFULL GROUP HOLDINGS LIMITED
宏輝集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 183)

DISCLOSEABLE TRANSACTION ACQUISITION OF HLM BONDS

THE ACQUISITION

On 8 February 2023, August Ally (which is a wholly-owned subsidiary of the Company) has acquired from the open market the HLM Bonds in an aggregate principal of HK\$20,000,000 issued by the Issuer at an aggregate consideration of approximately HK\$19,957,000.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition exceed 5% but all the applicable ratios are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

THE BONDS ACQUISITION

On 8 February 2023, August Ally (which is a wholly-owned subsidiary of the Company) has acquired from the open market the HLM Bonds in an aggregate principal of HK\$20,000,000 issued by the Issuer at an aggregate consideration of approximately HK\$19,957,000.

The HLM Bonds are bonds with coupon rate at 4.8% per annum due on 13 February 2025 issued by HLM in principal amount of HK\$20,000,000 was acquired at a consideration of HK\$19,957,000) on 8 February 2023. It is unconditionally and irrevocably guaranteed by HLD, as the Guarantor.

The HLM Bonds were issued by the Issuer, information of which is stated in the section headed “INFORMATION OF THE ISSUER” in this announcement.

The Group funded the Acquisition from its credit facilities available to the Company. The HLM Bonds will be accounted for as debt instruments at fair value through other comprehensive income in the accounts of the Company.

As the Acquisition was acquired by August Ally from the open market through the Company’s security broker (which is and whose beneficial owners are Independent Third Parties), the identities of the sellers of the Bonds cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the sellers of the Bonds and their respective beneficial owners are Independent Third Parties.

INFORMATION ON THE ISSUER

According to the public information available to the Directors, the Issuer is a limited company incorporated in the British Virgin Islands. The Issuer was established for the sole purpose of issuing the HLM Bonds and on-lending the proceeds to the Guarantor and/or its subsidiaries. HLD is the Guarantor of the HLM Bonds. HLD is a company incorporated in Hong Kong and the shares of which are listed on the Main Board of the Stock Exchange. The core business of HLD and its subsidiaries comprises property sales, rental business and holding listed subsidiaries and associates, which include an interest in The Hong Kong and China Gas Company Limited.

As at the date of this announcement, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Issuer and their respective ultimate beneficial owners are Independent Third Parties.

INFORMATION ON THE GROUP

The Group is principally engaged in investment, trading and development of properties and securities investment and trading.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group acquired the HLM Bonds for investment purpose. The Directors consider that the Acquisition provide the Group with an opportunity to balance and diversify its investment portfolio, as well as to generate a stable return to the Group. The Acquisition also support the development of the Group’s securities investment and trading business and are in line with the Group’s growth strategy. The Directors consider that the Acquisition are fair and reasonable and are in the best interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition exceed 5% but all the applicable ratios are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

“Acquisition”	the acquisition of the HLM Bonds by August Ally from the open market
“August Ally”	August Ally Limited, a limited company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company
“Company”	Winfull Group Holdings Limited, an exempted company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 183)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guarantor” or “HLD”	Henderson Land Development Company Limited, a limited company incorporated in the Hong Kong, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 12)
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“HLM Bonds”	bonds with coupon rate at 4.8% per annum due on 13 February 2025 issued by HLM, information of which is stated in the section headed “INFORMATION ON THE ISSUER” of this announcement
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any entity(ies) or person(s) which or who is/are not a connected person of the Company within the meaning ascribed thereto under the Listing Rules

“Issuer” or “HLM”	Henderson Land MTN Limited, a limited company incorporated in the British Virgin Islands with limited liability and is an indirectly wholly-owned subsidiary of the Guarantor and has no subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Shareholder(s)”	holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board
WINFULL GROUP HOLDINGS LIMITED
Pong Wilson Wai San
Chairman

Hong Kong, 9 February 2023

As at the date of this announcement, the Company’s executive directors are Mr. Pong Wilson Wai San and Mr. Lee Wing Yin, the Company’s non-executive director is Mr. Lai Hin Wing Henry and the Company’s independent non-executive directors are Mr. Koo Fook Sun Louis, Ms. Yeung Wing Yan Wendy and Mr. Lung Hung Cheuk respectively.