

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



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 SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCT**

### **SUBSCRIPTION OF MANULIFE WEALTH MANAGEMENT PRODUCT**

The Board announces that on 28 April 2023, August Ally, a wholly-owned subsidiary of the Company, subscribed for wealth management product offered by Manulife (International) Limited, namely, the Manulife Wealth Management Product, in an aggregate subscription amount of USD1,840,000 (equivalent to approximately HK\$14,352,000).

### **LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Subscription exceeds 5% but is less than 25%, the Subscription constitutes a discloseable transaction under the Listing Rules and is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

### **SUBSCRIPTION OF MANULIFE WEALTH MANAGEMENT PRODUCT**

The Board announces that on 28 April 2023, August Ally subscribed for wealth management product offered by Manulife (International) Limited, namely the Manulife Wealth Management Product.

Principal terms of the Manulife Wealth Management Product are set out below:

Date of subscription	28 April 2023
Name of the wealth management product	Prestige Saver (USD)
Total actual subscription amount	USD1,840,000 (equivalent to approximately HK\$14,352,000)
Total notional subscription amount	USD2,000,000 (equivalent to approximately HK\$15,600,000)

Note that August Ally received a discount on the subscription amount as an additional incentive from Manulife (International) Limited.

Subscription period	Expire on the earlier of (i) the Subscription anniversary on or immediately following the insured's 120th birthday, or (ii) 120 years since the date of Subscription.
---------------------	---

Investment portfolio	The amount of subscription fund will be managed by Manulife (International) Limited at its discretion, and distributed to August Ally through guaranteed returns and non-guaranteed returns.
----------------------	--

Expected investment return	The Manulife Wealth Management Product is offered by an insurance company and the savings element is more prominent than the insurance element. The policy serves to primarily satisfy the saving needs of August Ally and the investment returns consist of guaranteed returns and non-guaranteed returns.
----------------------------	---

If August Ally surrenders during the first year of Subscription, it will only receive a guaranteed cash, which is less than August Ally's actual subscription amount. The Manulife Wealth Management Product will start to generate guaranteed positive returns from the ninth year of Subscription. At the end of the ninth year, the guaranteed benefit will be USD1,842,000 (equivalent to approximately HK\$14,367,600), which will in turn generate investment return of USD2,000 (equivalent to approximately HK\$15,600). At the end of the tenth year, the guaranteed benefit will be USD1,863,000 (equivalent to approximately HK\$14,531,400). At the end of the fifteenth year, the guaranteed benefit will be USD2,000,000 (equivalent to approximately HK\$15,600,000). At the end of the twentieth year, the guaranteed benefit will be USD2,001,640 (equivalent to approximately HK\$15,612,792).

The non-guaranteed returns (if any) are paid in the form of terminal dividends, depending on the performance of the investment portfolio. The Manulife Wealth Management Product will start to distribute terminal dividends from the second year of Subscription.

Surrender August Ally may surrender the Manulife Wealth Management Product in full or in part at any time.

Loan Upon written request by August Ally, Manulife (International) Limited will loan an amount up to a specified percentage of the guaranteed cash value, subject to the administration rules as determined by Manulife (International) Limited from time to time.

## **REASONS FOR AND BENEFITS OF SUBSCRIBING FOR THE MANULIFE WEALTH MANAGEMENT PRODUCT**

In order to enhance the capital efficiency as well as the return from capital operation, the Group reasonably utilises the idle cash resources of the Company and bank financing available for the purpose of cash management to subscribe for the Manulife Wealth Management Product to earn additional income without affecting its normal operations. The Manulife Wealth Management Product offer a better potential return to the Group when compared to the deposit interest rates generally offered by commercial banks. The Company would closely and effectively monitored and managed the Manulife Wealth Management Product on an ongoing basis.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Manulife Wealth Management Product are determined on normal commercial terms and are fair and reasonable, and that the entering into of the said transactions is in the interests of the Company and the Shareholders as a whole.

## **INFORMATION ABOUT THE PARTIES**

### **The Company**

The Company is principally engaged in the investment, trading and development of properties and securities investment and trading. August Ally is a company incorporated in the British Virgin Islands with limited liability, which is a wholly-owned subsidiary of the Company and is engaged in the investment and treasury function of the Group.

## **Manulife (International) Limited**

Manulife (International) Limited is a company incorporated in the Bermuda with limited liability which principally engaged in provision of financial and insurance services. Its ultimate beneficiary owner is Manulife Financial Corporation, which is a company incorporated in the Canada whose principal business is provision of financial and insurance services. To the best of their knowledge, information and belief and having made all reasonable enquiries, the Directors confirm that Manulife (International) Limited and its ultimate beneficial owner(s) are third parties independent of the Group and its connected persons.

## **LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Subscription exceeds 5% but is less than 25%, the Subscription constitutes a discloseable transaction under the Listing Rules and is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

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

“August Ally”	August Ally Limited, being a company incorporated in the British Virgin Islands with limited liability, which is a wholly-owned subsidiary of the Company
“Board”	the board of Directors
“Company”	Winfull Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“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 PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Manulife Wealth Management Product”	the wealth management product offered by Manulife (International) Limited
“Shareholder(s)”	holder(s) of the share(s) of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Manulife Wealth Management Product in an aggregate amount of USD1,840,000 (equivalent to approximately HK\$14,352,000)
“USD”	US dollars, the lawful currency of the United States of America
“%”	per cent

In this announcement, amounts in USD are translated into HK\$ on the basis of USD1.00 = HK\$7.80. The conversion rate is for illustration purposes only and should not be taken as a representation that USD could actually be converted into HK\$ at such rate or at all.

By order of the Board  
**Winfull Group Holdings Limited**  
**Pong Wilson Wai San**  
*Chairman*

Hong Kong, 28 April 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.*