

*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)**

## **SUPPLEMENTAL ANNOUNCEMENT TO THE ANNOUNCEMENT ON THE GRANT OF SHARE OPTIONS**

Reference is made to the announcement of Winfull Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 14 July 2023 (the “**Announcement**”) in relation to the grant of Share Options to the Grantees (the “**Grant**”). Terms used herein shall have the same meanings as defined in the Announcement unless otherwise stated.

The Company would like to provide certain additional information regarding the Grant.

### **PERFORMANCE TARGET(S) AND/OR CLAWBACK MECHANISM**

There are no performance targets attached to the Grant. The Grant are not subject to any clawback mechanism for the Company to recover, but the Share Options granted shall lapse automatically if the Grantee ceases to be a participant by reason of the termination of his employment on the grounds that he has been guilty of serious misconduct or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has become insolvent or has made any arrangements or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or on any other grounds on which an employer would be entitled to terminate his employment summarily, pursuant to the terms of the Share Option Scheme.

Having considered that (i) the Grantees are Directors of the Group who will contribute directly to the overall business performance, sustainable development and/or good corporate governance of the Group; and (ii) the Share Options are subject to certain vesting conditions and terms of the Share Option Scheme, which already covers situations where the Share Options will lapse in the event that the Grantees cease to be Directors of the Group, the remuneration committee of the Company and the Board believe that without additional performance target and clawback mechanism, the Grant could align the interests of the Grantees with that of the Company and the shareholders of the Company, provide incentive to the Grantees to devote to the future continuous competitiveness, results of operation and growth of the Company, and reinforce their commitment to long term services of the Company, which is in line with the purpose of the Share Option Scheme.

#### **NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT**

The maximum number of Shares in respect of which share options may be granted under the Share Option Scheme shall not exceed 10% of the issued share capital of the Company as of the date of adoption of the Share Option Scheme, being 56,081,256 Shares. Immediately upon completion of the Grant, the number of options which can further be granted pursuant to the Share Option Scheme is 55,021,256.

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

Hong Kong, 18 July 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.*