

*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 IN RELATION TO THE REDEMPTION OF UNLISTED SECURITIES IN AN INVESTMENT FUND**

On 24 October 2023, August Ally (which is an indirectly wholly-owned subsidiary of the Company) received the redemption confirmation and redeemed part of its investments in a redeemable unlisted securities in the Investment Fund for an aggregate redemption value of approximately US\$1,246,000 (equivalent to approximately HK\$9,719,000) in cash and estimated to realize an aggregate gain of approximately HK\$129,000 in relation to the Redemption, as compared to the fair value of the Redeemed Investment Fund as at 30 June 2023.

As one of applicable percentage ratios in respect of the Redemption exceeds 5% but is less than 25%, the Redemption constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the announcement requirement, but is exempt from the circular and Shareholders' approval requirements, under the Listing Rules.

### **INTRODUCTION**

On 24 October 2023, August Ally (which is an indirectly wholly-owned subsidiary of the Company) received the redemption confirmation and redeemed part of its investments in a redeemable unlisted securities in the Investment Fund for an aggregate redemption value of approximately US\$1,246,000 (equivalent to approximately HK\$9,719,000) in cash and estimated to realize an aggregate gain of approximately HK\$129,000 in relation to the Redemption, as compared to the fair value of the Redeemed Investment Fund as at 30 June 2023.

## **THE REDEMPTION REQUEST**

Pursuant to the private offering memorandum of the Investment Fund, for any redemption, a redemption request must be served to the administrator at least 30 calendar day prior to the relevant redemption day and the Group served a redemption request to the administrator on 21 June 2023 for the redemption of 7,572.888 shares of non-voting redeemable participating shares in the Investment Fund.

### **The consideration**

The shares of the Investment Fund held by the Group will be redeemed at the relevant redemption price which will be equal to the net asset value per share of the relevant class as at the valuation day immediately preceding the relevant redemption day. Pursuant to the redemption confirmation, the proceeds from the Redemption amounted to approximately US\$1,246,000 (equivalent to approximately HK\$9,719,000) and has been settled on 20 October 2023.

## **THE INVESTMENT FUND AND THE INVESTMENT MANAGER**

### **The Investment Fund**

The Investment Fund is an exempted company with limited liability incorporated on 22 July 2016 in the Cayman Islands under the Companies Law. The principal investment objective of the Investment Fund is to generate absolute investment return by primarily investing on companies with high growth prospect globally. The Investment Manager seeks to achieve the investment objective mainly utilising long/short equity strategies.

### **The Investment Manager**

Optimas Capital is an exempted company with limited liability incorporated in Cayman Islands on 5 May 2016, which is responsible for managing the investment, sale and reinvestment of the assets of the Investment Fund. Optimas Capital has been registered as an excluded person under the Securities Investment Business Law (as amended) of the Cayman Islands. Pursuant to such registration, it is exempted from the licensing requirements and in consequence will not be regulated by the Cayman Islands Monetary Authority.

To the best of knowledge, information and belief of the Directors, having made all reasonable enquires, each of the Investment Fund, the Investment Manager and their respective ultimate beneficial owners are Independent Third Parties.

### **Financial effect of the Redemption**

As disclosed in the annual report of the Group, during the year ended 30 June 2023, the Group recorded a fair value loss of approximately HK\$951,000 in relation to the Investment Fund.

Based on the fair value of the Redeemed Investment Fund as at 30 June 2023 amounted to approximately HK\$9,590,000 and the aggregate redemption value of approximately US\$1,246,000 (equivalent to approximately HK\$9,719,000) of the Redeemed Investment Fund, the Group expected to realize an estimated gain on Redemption amounted to approximately HK\$129,000. The actual amount of gain or loss as a result of the Redemption to be recorded by the Group will be subject to review and final audit by the auditors of the Company. Upon Completion, the Group still have an equity interests of 6,166.746 shares in the Investment Fund and its fair value as at 30 June 2023 amounted to approximately HK\$7,853,000.

### **Use of proceeds**

The proceeds from the Redemption amounted to approximately US\$1,246,000 (equivalent to approximately HK\$9,719,000) will be used for general working capital purpose and to fund the upcoming investments of the Group in the future.

### **REASONS FOR THE REDEMPTION**

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

Taking into account the Redemption is conducted in the ordinary and usual course of the business of the Group and provides the Group with an opportunity to realise its investment in the Investment Fund, the Directors consider that the terms of the Redemption are fair and reasonable, and the Redemption is on normal commercial terms and in the interests of the Company and its shareholders as a whole.

### **LISTING RULES IMPLICATIONS**

As one of applicable percentage ratios in respect of the Redemption exceeds 5% but is less than 25%, the Redemption constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the announcement requirement, but is exempt from the circular and Shareholders' approval requirements, under the Listing Rules.

### **DEFINITIONS**

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

“August Ally”	August Ally Limited, a limited company incorporated in the British Virgin Islands and an indirectly 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)”	director(s) of the Company

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Investment Fund”	Optimas Global Alpha Fund, an exempted company with limited liability incorporated on 22 July 2016 in the Cayman Islands
“Investment Manager” or “Optimas Capital”	Optimas Capital Advisors Ltd, is a exempted company with limited liability incorporated in Cayman Island on 5 May 2016
“Independent Third Party(ies)”	the independent third party who is, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, independent of the Company and its connected person(s)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Redeemed Investment Fund”	7,572.888 shares of non-voting redeemable participating shares in the Investment Fund
“Redemption”	the redemption of the Redeemed Investment Fund
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States Dollars, the lawful currency of the United States of America
“%”	per cent or percentage

In this announcement, amounts in US\$ are translated into HK\$ on the basis of US\$1.00 = HK\$7.80. The conversion rate is for illustration purposes only and should not be taken as a representation that US\$ 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, 25 October 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. Liu Tsee Ming respectively.*