

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/05/2016</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Winfull Group Holdings Limited
Date Submitted	01/06/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>00183</u> Descrip	otion : Ordinary	Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	10,000,000,000	HKD0.01	HKD100,000,000
Increase/(decrease)			
Balance at close of the month	10,000,000,000	HKD0.01	HKD100,000,000
(2) Stock code : Descrip	ption :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

## 2. Preference Shares

Stock code :Descri	ption :		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

#### 3. Other Classes of Shares

Stock code :Descr	iption :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month (*State* **HKD100,000,000** .....

# II. Movements in Issued Share Capital

	No. of ordi	nary shares	No of preference	No. of other classes
	(1)	(2) shares		of shares
Balance at close of preceding month	2,718,500,000			
Increase/ (decrease) during the month	420,000,000 (Remark 2)			
Balance at close of the month	3,138,500,000			

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date								
(dd/mm/yyyy) and class of shares issuable	Granted	Exercised	Cancelled	Lapsed		the month		
1. Share Option Scheme approved on 1 November 2011 Exercise price: HK\$0.395 per share Date of Grant (26/10/2012) Ordinary share				Ĺ		17,000,000		
Ordinary shares						17,000,000		
2. Share Option Scheme approved on 1 November 2011 Exercise price: HK\$0.221 per share Date of Grant (03/06/2014) Ordinary shares						24,600,000		
3. Share Option Scheme approved on 1 November 2011 Exercise price: <u>HK\$0.189 per share</u> Date of Grant (17/05/2016) Ordinary shares	56,760,000 (Remark 1)					56,760,000		
	<u> </u>	To		ary shares) nce shares) Other class)	NIL N/A N/A			
Total funds raised during (State currency)	the month from	n exercise of opt	ions	NIL				

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A					
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)					
(dd/mm/yyyy) 2. N/A	( / / )				
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable)					
(dd/mm/yyyy)	( / / )				
3. N/A					
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price					
EGM approval date (if applicable)					
(dd/mm/yyyy) 4. N/A	( / / )				
( / / )					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
	Tota	(Prefere	nary shares) ence shares) Other class)	N/A	-
		(•		11/11	-

Convertibles (i.e. Convertible i	nto Shares of the I	ssuer which are to	be Listed)			
Class and description <u>1. N/A</u>	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)) 2. N/A	( / / )					
Stock code (if listed)						
Class of shares						
issuable ( <i>Note 1</i> )						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy) 3. N/A	( / / )					
5.10/11						
Starlaged (if listed)						
Stock code (if listed)						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	( / / )	,				
<u>4. N/A</u>						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / / )			<i>.</i>	• •	
			Total C. (Ordin (Prefere	nary shares)	NIL N/A	-
				Other class)	N/A N/A	-

than under Share Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
	7	
	-	
( / / )	<u>,                                     </u>	
shares (Note 1)		
2. N/A		
	-	
	-	
( / / )	<u>,                                    </u>	
shares (Note 1		
		- 0000
3. N/A		
	-	
	-	
( / / )	<u>,                                    </u>	
shares (Note 1	<u> </u>	
		<u> </u>
Total D. (Ordinary shares)	NIL	
(Preference shares)		-
(Other class)		-
		-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

		in Issued Share Capital			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue					
			Class of shares issuable ( <i>Note 1</i> )			
1.	Rights issue	At State	Issue and allotment date : (dd/mm/yyyy)	(//)		
			EGM approval date: (dd/mm/yyyy)	( / / )		N/A
			Class of shares issuable			
2.	Open offer	At State	( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy)	(//)		
			EGM approval date: (dd/mm/yyyy)	( / / )		N/A
			Class of shares issuable ( <i>Note 1</i> )	<u>Ordinary</u>		
3.	Placing	At State HK\$ price : currency 0.15	Issue and allotment date : (dd/mm/yyyy)	(25/05/2016)		
			AGM approval date: (dd/mm/yyyy)	(01/12/2015)	420,000,000 (Remark 2)	
			Class of shares issuable ( <i>Note 1</i> )			
4.	Bonus issue		( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy)	(//)		
			EGM approval date: (dd/mm/yyyy)	(//)		N/A

						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue						
			Class of shares issuable (Note 1)				
5.	Scrip dividend	At State price : currency ———	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		N/A
			Class of shares repurchased ( <i>Note 1</i> )				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		N/A
			Class of shares redeemed (Note 1)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		N/A
			Class of shares issuable (Note 1)				
8.	Consideration issue	At State price : currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		N/A

	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		Class of shares issuable ( <i>Note 1</i> )				
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		N/A
		Class of shares issuable ( <i>Note 1</i> )				
10.	Other At State (Please specify) price : currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		N/A
			Ordinary s reference s (Other	hares)		

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) (2)	420,000,000 N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

 On 17 May 2016, the Company granted 56,760,000 share options under the share option scheme adopted on 1 November 2011 to certain eligible persons (including the Directors, substantial shareholder and consultant of the Company) (collectively, the "Grantees") to subscribe, in aggregate, for up to 56,760,000 ordinary shares of HK\$0.01 each in the share capital of the Company at HK\$0.189 per share during the period from 17 May 2016 to 16 May 2026. For details, please refer to the Company's announcement dated 17 May 2016.

2. On 13 May 2016, the placing agent and the Company entered into the placing agreement pursuant to which the Company has conditionally agreed to place through the placing agent, on a best effort basis, up to 420,000,000 placing shares at the placing price of HK\$0.15 per placing share to not less than six placees who and whose beneficial owners shall be independent third parties. On 25 May 2016, 420,000,000 placing shares have been issued to independent third parties in accordance with the terms of placing agreement dated and announced on 13 May 2016. For details, please refer to the Company's announcement dated 13 May 2016 and the next day disclosure returns dated 25 May 2016.

Submitted by: LEE WING YIN

 EXECUTIVE DIRECTOR

 (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. *If there is insufficient space, please append the prescribed continuation sheet.*