

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and C	learing	Limited			
Name of Issuer W	infull (Group Holdings Li	mited		
Date Submitted 02	02/06/2017				
I. Movements in Authorised Share	e Capita	1			
1. Ordinary Shares					
(1) Stock code : <u>00183</u> D	Descript	ion: Ordinary	Shares		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding mon	ith _	10,000,000,000	HKD0.01	HKD100,000,000	
Increase/(decrease)	_	0		0	
Balance at close of the month	_	10,000,000,000	HKD0.01	HKD100,000,000	
(2) Stock code : D	Descript	ion :			
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding mon	ıth _				
Increase/(decrease)	_				
Balance at close of the month	_				

31/05/2017

Stock code : Descri	ption: <u></u>		
	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			
5. Office Classes of Shares			
	ption: <u></u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
	No. of other	(State	•
Stock code : Descri	No. of other	(State	capital
Stock code : Descri	No. of other	(State	capital

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	3,138,500,000			
Increase/ (decrease) during the month	2,409,625,668			
Balance at close of the month	5,548,125,668			

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM					issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant
approval date		Movement duri	ng the month		thereto	thereto as at close of
(dd/mm/yyyy) and class —	Constant	Eid	Compelled	T	_	the month
of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme approved on 1 November 2011						
Exercise price:						
HK\$0.395 per share						
Date of Grant						
(26/10/2012)						
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:						
HK\$0.189 per share						
Date of Grant						
(17/05/2016)						
Ordinary shares						56,760,000
		To	otal A. (Ordin	arv shares)	0	
			•	nce shares)	N/A	
			•	Other class)	N/A	
Total funds raised during t	he month from	n exercise of on	`		<u></u> .	
(State currency)	ne month non	ii excicise of opi	.10113	NIL		
(State carrone)				1111		

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of 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 (<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 (Note 1)						
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 (Note 1)						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
		Total	B. (Ordin	nary shares)	N/A	
			(Prefere	ence shares) Other class)	N/A N/A	-

Class and description	amount	Amount at close of preceding	Converted during the	Amount at close of the	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 and description 1. N/A	outstanding	month	month	month		
1. IV/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 (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
3. N/A						
	<u></u>					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A	(/ /)					
4. IV/A	<u> </u>					
Stools and a (if lists 4)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
	,		Total C. (Ordin		N/A	_
			(Prefere	ence shares)	N/A	_
			((Other class)	N/A	

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

man	under Share Option Schemes)		
if a	l particulars including EGM approval date (dd/mm/yyyy), pplicable, 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		
	shares (Note 1)		
	Shares (Note 1)		
_			
2.	N/A		
•	(/ /)		
	shares (Note 1)		
3.	N/A		
١٠.	17/11		
	(/ /)		
	shares (Note 1)		
	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
•	(Other class)	N/A	
	()		

		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 (Note 1)			
1.	Rights issue	At State price : currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		N/A
			Class of shares issuable (Note 1)			
2.	Open offer	At State price : currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		N/A
			Class of shares issuable (Note 1)	Ordinary Share		
3.	Placing	At State price : currency HK\$0.187	Issue and allotment date : (dd/mm/yyyy)	(23/05/2017)		
			EGM approval date: (dd/mm/yyyy)	(17/05/2017)	2,409,625,668 (Remark 1)	N/A
			Class of shares issuable			
			(Note 1)			
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		NI/A
						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						
5.	Scrip dividend	At State price: currency ———	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy)	(/ /	_		
			EGM approval date: (dd/mm/yyyy)	(/ /		-	N/A
6.	Repurchase of shares		Class of shares repurchased (Note 1) Cancellation date:	(/ /			
	Shares		(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
9.	Capital reorganisation	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /			N/A
10	. Other At State (Please specify) price : currency	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Total E. ((/ / (/ / Ordinary)	S) 2,409,625,668	N/A
			reference (Othe	shares	s) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) (2)	2,409,625,668 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 Issu	ied Sh	are Capital").)

Remarks (if	anv)	:
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1. On 14 March 2017, the Company and its subsidiaries entered into the acquisition agreement
with the Mr. Pong Wilson Wai San (the "Vendor") in relation to the acquisition of the sale share and the
sale loan by the Alpha Easy Limited (the "Purchaser") for an aggregate consideration of
HK\$450,600,000, which will be satisfied by the allotment and issue of 2,409,625,668 consideration
shares to the Vendor (or his nominee), credited as fully paid, at HK\$0.187 per consideration share.
Pursuant to the acquisition agreement, the Purchaser has conditionally agreed to acquire and the
Vendor has conditionally agreed to sell (i) the sale share, representing 100% of the entire issued share
capital of the Flexwood Limited; and (ii) the sale loan, representing all the obligations, liabilities and
debts owed or incurred by the Flexwood Limited to the Vendor and its associates on or at any time
prior to completion. All the conditions precedents to the acquisition agreement have been fulfilled as at
18 May 2017. Completion took place in accordance with the terms and conditions of the acquisition
agreement on 23 May 2017 as a result of which a total of 2,409,625,668 consideration shares were
issued to Virtue Partner Group Limited as directed by the Vendor. For details, please refer to the
Company's circular dated 28 April 2017 and the Company's announcement dated 23 May 2017.
Submitted by: <u>LEE WING YIN</u>
Title: 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.