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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)

COMPLETION OF THE PLACING OF EXISTING SHARES, UPDATE ON THE SUBSCRIPTION OF NEW SHARES AND CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement made by Winfull Group Holdings Limited (the “**Company**”) dated 21 July 2015 (the “**Announcement**”) in respect of the placing of existing shares and subscription of new shares under the general mandate. Unless otherwise defined herein, capitalised terms used herein shall bear the same meanings as those defined in the Announcement.

The Company is pleased to announce that the Placing was completed on 22 July 2015 in accordance with the terms of the Agreement. A total of 271,848,000 Placing Shares have been placed at the Placing Price to more than six (6) placees who are professional, institutional and/or other investors procured by the Placing Agent in accordance with the terms of the Agreement. The placees and their ultimate beneficial owners are independent of and not acting in concert with the Vendor and/or the parties acting in concert with him and the Vendor did not involve in the placing process and the selection and screening of the placees. The terms of the Placing and the Subscription have been set out in the Announcement.

The Company would like to confirm that in respect of the Announcement, all Directors jointly and severally accept full responsibility for the accuracy of information contained in the Announcement and the Directors confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Announcement have been arrived at after due and careful consideration and there are no other facts not contained in the Announcement, the omission of which would make any statement in the Announcement misleading.

Subject to fulfilment of conditions of the Subscription Agreement, the Company will allot and issue 271,848,000 Subscription Shares to the Vendor at the Subscription Price. The condition precedent relating to the granting of a waiver by the Executive under Note 6 on dispensations from Rule 26 cannot be waived by the Vendor and/or the Company.

An application has been made by the Vendor to the Executive for a waiver under Note 6 on dispensation from Rule 26.

Other than disclosed herein, all terms and conditions of the Placing and the Subscription as disclosed in the Announcement and the contents contained therein remain the same and unchanged.

As the Subscription is subject to the satisfaction of a number of conditions and may or may not proceed to completion, Shareholders and prospective investors are advised to exercise caution when dealing in the Shares.

By order of the Board
Winfull Group Holdings Limited
Lee Wing Yin
Executive Director

Hong Kong, 24 July 2015

As at the date of this announcement, the Company's executive directors are Mr. Lee Wing Yin and Mr. Ngan Man Ho, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.