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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)

GRANT OF SHARE OPTIONS

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The board of Directors had resolved to grant Share Options to the Grantees to subscribe for up to a total of 56,760,000 Shares, subject to acceptance of the Grantees, under the Share Option Scheme.

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This announcement is made pursuant to Rules 17.06A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of the directors (the “**Directors**” or the “**Board**”) of Winfull Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that the Board had resolved to grant share options (the “**Share Options**”) under the share option scheme adopted by the Company by way of shareholders’ resolution passed on 1 November 2011 (the “**Share Option Scheme**”) 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 (each a “**Share**”) of HK\$0.01 each in the share capital of the Company subject to acceptance of the Grantees. Payment of HK\$1.00 will be made by each of the Grantees upon acceptance of the Options.

The Grantees will be granted 56,760,000 Share Options conferring the Grantees the right to subscribe for up to 56,760,000 Shares each. Details of the Share Options are set out below:

Date of grant	:	17 May 2016 (the “ Date of Grant ”)
Exercise price of the Share Options granted	:	HK\$0.189 per Share (being the higher than (i) the closing price of HK\$0.189 per Share as quoted in the Stock Exchange’s daily quotation sheet on the Date of Grant; and (ii) the average closing price of HK\$0.1806 per Share as quoted in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the Date of Grant)
Number of Share Options granted	:	an aggregate of 56,760,000 Share Options, each Share Option entitling the holder of the Share Options to subscribe for one (1) Share at the exercise price (subject to adjustments in accordance with the terms and conditions of the Share Option Scheme)
Closing price of the Share on the Date of Grant	:	HK\$0.189 per Share
Validity period of the Share Options (“ Validity Period ”)	:	From the Date of Grant to 16 May 2026
Exercise period of the Share Options (“ Exercise Period ”)	:	From the Date of Grant to 16 May 2026

All the 56,760,000 Share Options were granted to the Directors, chief executive and/or substantial shareholder of the Company, details of which are set out below:

Name of Grantee	Position held with the Company	Number of Share Options granted
Mr. Pong Wai San, Wilson (<i>Note</i>)	Consultant and controlling shareholder	26,400,000
Mr. Lee Wing Yin	Chief Executive Officer and Executive Director	27,180,000
Mr. Ngan Man Ho	Executive Director	3,180,000
	Total:	56,760,000

Note: As disclosed in the announcement of the Company dated 17 May 2016, Mr. Pong Wai San, Wilson will be appointed as the Chairman and an executive Director of the Company with effect from 17 May 2016.

In accordance with Rule 17.04(1) of the Listing Rules, the grant of Share Options to each of the above Directors, chief executive, substantial shareholder of the Company and their respective associate(s) has been approved by the independent non-executive Directors.

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

Hong Kong, 17 May 2016

As at the date of this announcement, the Company's executive Directors are Mr. Pong Wai San, Wilson, 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.