

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)

**(1) DESPATCH OF CIRCULAR IN RELATION TO
MAJOR AND CONNECTED TRANSACTION:
ACQUISITION OF THE ENTIRE EQUITY INTERESTS IN
FLEXWOOD LIMITED AND
APPLICATION FOR WHITEWASH WAIVER
AND
(2) CLARIFICATION ANNOUNCEMENT**

Reference is made to (i) the announcement (the “**Announcement**”) issued by Winfull Group Holdings Limited (the “**Company**”) dated 14 March 2017 in respect of, among others, the Acquisition and the Whitewash Waiver; and (ii) the two announcements issued by the Company dated 5 April 2017 and 21 April 2017 in respect of the delay in despatch of the Circular (as defined below). Capitalised terms defined in the Announcement shall have the same meanings when used in this announcement unless otherwise stated.

DESPATCH OF CIRCULAR

The Board is pleased to announce that the circular (the “**Circular**”) containing, among other things, details of (i) the Acquisition and the Whitewash Waiver; (ii) the recommendation of the Whitewash Independent Board Committee; (iii) the recommendation of the Connected Transaction Independent Board Committee; (iv) a letter of advice from the independent financial adviser to the Whitewash Independent Board Committee, the Connected Transaction Independent Board Committee and the Independent Shareholders; and (v) a notice convening the EGM, has been despatched to the Shareholders on 28 April 2017.

Due to an inadvertent error, reference to the service contracts of Directors as documents available for inspection under the relevant section of the Circular was omitted. The Directors would like to clarify that service contracts of the executive Directors, details of which are disclosed on page VI-7 of the Circular as required under the Takeovers Code, will also be available for inspection during normal business hours (Saturdays and public holidays excepted) from 10:00 a.m. to 12:30 p.m. and from 2:30 p.m. to 5:00 p.m. at (i) the head office of the Company at Unit A, 6/F., 9 Queen's Road Central, Hong Kong; (ii) on the website of the SFC (<http://www.sfc.hk/>); and (iii) on the website of the Company (<http://www.winfullgroup.hk/>) during the period from the date of the Circular up to the date of the EGM.

The EGM will be held at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong, on Wednesday, 17 May 2017 at 9:30 a.m..

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

Hong Kong, 28 April 2017

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