



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/04/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Winfull Group Holdings Limited

Date Submitted 02/05/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 00183 Description : Ordinary Shares

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>10,000,000,000</u>	<u>HKD0.01</u>	<u>HKD100,000,000</u>
Increase/(decrease)	<u>0</u>		<u>0</u>
Balance at close of the month	<u>10,000,000,000</u>	<u>HKD0.01</u>	<u>HKD100,000,000</u>

(2) Stock code : -- Description : --

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code : --	Description : --		
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code : --	Description : --		
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
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
currency*) :

HKD100,000,000

Warrants to Issue Shares of the Issuer which are to be Listed

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 (<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) _____		(/ /)				
Total B. (Ordinary shares) _____ N/A (Preference shares) _____ N/A (Other class) _____ N/A						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	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
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 (<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)		(/ /)				
				Total C. (Ordinary shares)	N/A	
				(Preference 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)

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
<p>1. <u>On 14 March 2017 (after trading hours of the Stock Exchange), 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. For details, please refer to the Company's circular dated 28 April 2017.</u></p>		
<p style="text-align: right;">(17/5/2017) Ordinary shares (Note 1)</p>	-	2,409,625,668
<p>2. N/A</p> <p style="text-align: right;">(/ /) shares (Note 1)</p>		
<p>3. N/A</p> <p style="text-align: right;">(/ /) shares (Note 1)</p>		
<p style="text-align: right;">Total D. (Ordinary shares)</p>	N/A	
<p style="text-align: right;">(Preference shares)</p>	N/A	
<p style="text-align: right;">(Other class)</p>	N/A	

Other Movements in Issued Share Capital

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
1.	Rights issue	At price : State currency	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	N/A
2.	Open offer	At price : State currency	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	N/A
3.	Placing	At price : State currency	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) (/ /)	_____	N/A
4.	Bonus issue		Class of shares issuable (Note 1) _____ 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
5.	Scrip dividend	At price : State currency	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	N/A
6.	Repurchase of shares		Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	N/A
7.	Redemption of shares		Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	N/A
8.	Consideration issue	At price : State currency	Class of shares issuable _____ <i>(Note 1)</i> 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 _____ <i>(Note 1)</i> Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	N/A
10. Other (Please specify) _____	At price : _____ State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	N/A
		Total E. (Ordinary shares)	_____ N/A
		(Preference shares)	_____ N/A
		(Other class)	_____ N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) <u>0</u>
	(2) <u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>	

