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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Winfull Group Holdings Limited (the “Company”), you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**MAJOR TRANSACTION —  
DISPOSAL OF ENTIRE ISSUED SHARE CAPITAL IN  
CENTRAL FLY LIMITED**

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24 July 2017

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Central Fly”	Central Fly Limited, a company incorporated in the BVI with limited liability, a wholly-owned subsidiary of the Company and the sole legal and beneficial owner of the Property
“Company”	Winfull Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on Stock Exchange (stock code: 183)
“Completion”	completion of the Disposal
“Completion Date”	10 October 2017, or such other date and time as the Vendor and the Purchaser may mutually agree in writing on which Completion shall take place
“Condition(s)”	the condition(s) precedent to Completion, as more particularly set out under the paragraph headed “Conditions Precedent” to this circular
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Consideration”	HK\$206,000,000, being the consideration for the Disposal
“Deposits”	the Initial Deposit and the Further Deposit
“Director(s)”	the director(s) of the Company
“Disposal”	the sale of (i) the entire issued share capital of Central Fly and (ii) all debts owing to the Vendor by Central Fly, pursuant to the Formal Agreement for Sale and Purchase the Sale Share
“Formal Sale and Purchase Agreement”	the formal sale and purchase agreement dated 17 July 2017 and entered into among the Vendor, the Purchaser and the Company, as the Vendor’s guarantor, in relation to the Disposal

## DEFINITIONS

“Further Deposit”	the further deposit of HK\$10,600,000 out of the Consideration payable in pursuant to the Provisional Agreement for Sale and Purchase and the Formal Sale and Purchase Agreement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	party(ies) who, together with his/her ultimate beneficial owner(s), is/are persons independent of the Company and its connected persons (within the meaning of the Listing Rules)
“Initial Deposit”	the initial deposit of HK\$10,000,000 out of the Consideration payable in pursuant to the Provisional Agreement for Sale and Purchase and the Formal Sale and Purchase Agreement
“Latest Practicable Date”	19 July 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Pong”	Pong Wilson Wai San, an executive Director and Chairman of the Company and one of the controlling Shareholders (as defined in the Listing Rules)
“Property”	Shop Nos. 23A & 23B on G/F, Flat No. 23 on G/F, Portion No. 4 on G/F and No. 23 on Mezzanine Floor of Wing Lee Building, Nos. 27, 29, 31, 31A, 31B & 31C Kimberley Road, Kowloon, Hong Kong
“Provisional Sale and Purchase Agreement”	the provisional agreement for sale and purchase in relation to the Disposal dated 13 June 2017 entered into among the Vendor, the Purchaser and the Company
“Purchaser”	Mr. Ng Kam Fuk (吳金福), being the purchaser under the Formal Sale and Purchase Agreement

## DEFINITIONS

“Sale Debt”	all amounts, including principal and interest, owing by Central Fly to the Vendor as at the Completion Date
“Sale Share”	one share to be sold to the Purchaser by the Vendor pursuant to the Formal Sale and Purchase Agreement, representing the entire issued share capital of Central Fly
“Shareholder(s)”	holder(s) of issued Share(s)
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Alpha Easy Limited, a company incorporated in the BVI with limited liability, being the vendor under the Formal Agreement for Sale and Purchase and a wholly-owned subsidiary of the Company
“Vendor’s Solicitors”	a firm of solicitors in Hong Kong
“Virtue Partner”	Virtue Partner Group Limited, a company wholly owned by Mr. Pong
“%”	per cent.

## LETTER FROM THE BOARD



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)**

*Executive Directors:*

Mr. Pong Wilson Wai San (*Chairman*)  
Mr. Lee Wing Yin  
Mr. Ngan Man Ho

*Non-executive Director:*

Mr. Lai Hin Wing Henry

*Independent non-executive Directors:*

Mr. Koo Fook Sun Louis  
Ms. Yeung Wing Yan Wendy  
Mr. Lung Hung Cheuk

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business*

*in Hong Kong:*  
Unit A, 6/F.  
9 Queen's Road Central  
Hong Kong

24 July 2017

*To the Shareholders*

Dear Sir or Madam,

### **MAJOR TRANSACTION — DISPOSAL OF ENTIRE ISSUED SHARE CAPITAL IN CENTRAL FLY LIMITED**

#### **INTRODUCTION**

The Board announced that on 13 June 2017, the Vendor, the Purchaser and the Company, as the Vendor's guarantor, entered into the Provisional Sale and Purchase Agreement, pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to purchase the Sale Share and the Sale Debt for a Consideration of HK\$206,000,000. The parties to the Provisional Sale and Purchase Agreement entered into the Formal Sale and Purchase Agreement on 17 July 2017. The Disposal is subject to the satisfaction of the Conditions as set out in the paragraph headed "Conditions Precedent" below.

## LETTER FROM THE BOARD

As all the relevant percentages exceed 25% but are below 75%, the Disposal constitutes a major transaction on the part of the Company under Chapter 14 of the Listing Rules and is subject to, among others, the approval of the Shareholders at a general meeting of the Company.

Pursuant to Rule 14.44 of the Listing Rules, Shareholders' approval of the Disposal may be given by way of written Shareholders' approval in lieu of holding a general meeting if (1) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Disposal; and (2) the written Shareholders' approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the voting rights at that general meeting to approve the Disposal.

Written approval for the Disposal has been obtained from Mr. Pong and Virtue Partner and as such, no general meeting will be convened for the purpose of approving the Disposal.

The purpose of this circular is to provide you with, among other things, further details of the Disposal and the independent valuation report on the Property.

### THE DISPOSAL

The Board announced that, on 13 June 2017, the Vendor, the Purchaser and the Company, as the Vendor's guarantor, entered into the Provisional Sale and Purchase Agreement, pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to purchase the Sale Share and the Sale Debt for a Consideration of HK\$206,000,000. The parties to the Provisional Sale and Purchase Agreement entered into the Formal Sale and Purchase Agreement on 17 July 2017.

### FORMAL SALE AND PURCHASE AGREEMENT

The salient terms of the Formal Sale and Purchase Agreement are as follows:

Date

17 July 2017

Parties

Vendor: the Vendor

Purchaser: the Purchaser

Vendor's guarantor: the Company

The Purchaser is an individual, and to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser is a third party independent of the Company and its connected persons, as confirmed by the Purchaser.

## LETTER FROM THE BOARD

### **Subject Matter**

Subject to the terms of the Formal Sale and Purchase Agreement, the Vendor has agreed to sell the Sale Share and assign the benefit of the Sale Debt, free from encumbrances, and the Purchaser has agreed to purchase the Sale Share and take the assignment of the Sale Debt, for a Consideration of HK\$206,000,000.

### **Consideration**

The Consideration of HK\$206,000,000 shall be payable in the following manner:

- (a) an initial deposit of HK\$10,000,000 has been paid by the Purchaser and is held by the Vendor's Solicitors as stakeholders as at the date hereof;
- (b) a further deposit of HK\$10,600,000 has been paid by the Purchaser and is held by the Vendor's Solicitors as stakeholders as at the date hereof;
- (c) the balance of the Consideration of HK\$185,400,000 is payable at Completion.

The Deposits shall be released to the Vendor upon the Purchaser having completed or is deemed to have completed its due diligence review on the business, financial and legal aspects of Central Fly and the Vendor having proved the approval of the Central Fly's title to the Property in accordance with Sections 13 and 13A of the Conveyancing and Property Ordinance (Chapter 219 of Hong Kong laws) in accordance with the terms and conditions of the Formal Sale and Purchase Agreement.

The Consideration was determined after arm's length negotiations between the Vendor and the Purchaser through an estate agent taking into account, among other things, the recent market conditions of the property market in Hong Kong, the market value of the Property, the net assets value of Central Fly and the gain from the Disposal.

Having considered the above and the factors described under the section headed "Reasons for and Benefits of the Disposal" below, the Directors consider that the Consideration is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

### **Conditions Precedent**

Completion is conditional on:

- (a) Central Fly having proved and shown, in accordance with section 13 and section 13A of the Conveyancing and Property Ordinance (Chapter 219 of the Laws of Hong Kong), that Central Fly possesses good title to the Property;
- (b) the Purchaser having completed its due diligence review on the business, financial and legal aspects of Central Fly and such review does not show any material irregularity on the affairs of Central Fly; and
- (c) the warranties in the Formal Sale and Purchase Agreement remain true and accurate in all material aspects on Completion.

## LETTER FROM THE BOARD

### Completion

Subject to the fulfilment of the Conditions above, Completion shall take place on the Completion Date.

### Guarantee

Pursuant to the terms of the Formal Sale and Purchase Agreement for a period of twenty-four (24) months from the Completion Date, the Company irrevocably and unconditionally guarantees to the Purchaser, as primary obligor and not merely as surety, the due observance and performance by the Vendor of its obligations as contained in the Formal Sale and Purchase Agreement and undertakes and agrees to indemnify the Purchaser against all losses, costs, expenses and damages sustained by the Purchaser as a result of any default by the Vendor of any such obligations.

The period of the guarantee was arrived at after negotiation between the parties such that the guarantee period would cover for at least one full financial year after Completion. It was a commercial decision between the parties during negotiation of the Provisional Sales and Purchase Agreement that the relevant time limit is to be two years from Completion. The Directors consider that the time limit of two years from completion is in line with the market practice.

The obligations of the Vendor under the Formal Sale and Purchase Agreement include, among others, the obligations to sell the Sale Share to the Purchaser and to refund the Deposits and any partial consideration paid by the Purchaser to the Vendor, in the event that the Formal Sale and Purchase Agreement is terminated as a result of the non-fulfilment of the Conditions by the Completion Date. The Company may be liable for monetary compensation as the Vendor's guarantor, if its guarantee is breached.

The maximum liability of the Vendor and the Vendor's guarantor under the Formal Sale and Purchase Agreement is HK\$206,000,000, being the Consideration.

### INFORMATION OF CENTRAL FLY

Central Fly is a company incorporated in the BVI with limited liability. The principal business activity of Central Fly is property investment.

Set out below is the financial information of Central Fly as extracted from the unaudited interim report of the Company for the six months ended 31 December 2016 and the audited financial statements of the Company for the years ended 30 June 2015 and 2016 respectively:

	<b>For the six months ended 31 December 2016 (unaudited) (HK'000)</b>	<b>For the year ended 30 June 2016 (audited) (HK'000)</b>	<b>For the year ended 30 June 2015 (audited) (HK'000)</b>
Revenue	2,904	5,808	5,862
Net (loss)/profit before taxation	5,693	(10,215)	4,969
Net (loss)/profit after taxation	5,132	(10,628)	5,009
Net assets	29,520	24,389	35,017

## LETTER FROM THE BOARD

The unaudited total asset value of Central Fly for the year ended 31 December 2016 is approximately HK\$228,642,000.

### REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group is principally engaged in property investment and trading, property development and provision of renovation services.

In light of the gain from the Disposal, the Board considers that the Disposal represents a good opportunity for realisation of the Group's investment properties. The Company currently has no intention to dispose its remaining investment properties.

Further, the proceeds from the Disposal can further strengthen the cash position of the Group and will allow the Group to reallocate its resources for its principal activities.

Taking into account the abovementioned factors, the Directors consider that the terms and conditions of the Disposal are fair and reasonable and on normal commercial terms and are in the interests of the Company and Shareholders as a whole.

### FINANCIAL EFFECT OF THE DISPOSAL

Following Completion, Central Fly will cease to be a subsidiary of the Company and the financial results of Central Fly will cease to be consolidated into those of the Company.

The cumulative gain from the Disposal of approximately HK\$6,500,000 will be made upon Completion. The net asset of the Group will also be decreased by approximately HK\$13,768,000 immediately after Completion, since a fair value gain of approximately HK\$20,284,000 has been recognised up to 30 June 2016. The cash/working capital of the Group will be increased by approximately HK\$203,300,000 upon Completion. As such, the Board considers that the Disposal will have a positive impact on the net asset value and cash/working capital of the Group.

### GAIN OR LOSS ATTRIBUTABLE TO THE DISPOSAL

The Disposal is expected to recognise a cumulative gain before tax of approximately HK\$6,500,000 to the Group, which is calculated with the net asset value of Central Fly calculated at cost based on the Consideration (i) less the net asset value of Central Fly as at 30 June 2016 of approximately HK\$24,389,000, all outstanding shareholder's loan of Central Fly of HK\$193,518,000 and the related costs and expenses of the Group of approximately HK\$2,700,000, and (ii) plus the fair value gain recognised up to 30 June 2016 of approximately HK\$20,284,000 and the amount for certain material subsequent movements to date with the net effect on decrease in net asset value of HK\$840,000. Subject to audit, the actual amount of the gain on the Disposal to be recognised by the Group will depend on the net asset value of Central Fly as at Completion and therefore may be different from the amount mentioned above. The estimated loss from the Disposal recognised for the year ended 30 June 2017 in the amount of HK\$13,768,000, with the net asset value of Central Fly calculated at carrying value, is calculated based on the Consideration (i) less the net asset value of Central Fly as at 30 June 2016 of approximately

## LETTER FROM THE BOARD

HK\$24,389,000, all outstanding shareholder's loan of Central Fly of HK\$193,518,000 and the related costs and expenses of the Group of approximately HK\$2,700,000, and (ii) plus the amount for certain material subsequent movements to date with the net effect on decrease in net asset value of HK\$840,000.

### USE OF PROCEEDS

The net proceeds from the Disposal shared by the Group which will be used for its principal activities for acquisition of properties for investment, trading and development will be approximately HK\$203,300,000 calculated based on the Consideration less the related costs and expenses payable of approximately HK\$2,700,000. As at the Latest Practicable Date, the Group has not identified any specific properties for acquisition.

### IMPLICATIONS UNDER THE LISTING RULES

As all the relevant percentages exceed 25% but are below 75%, the Disposal constitutes a major transaction on the part of the Company under Chapter 14 of the Listing Rules.

As disclosed in the announcement of the Company dated 13 June 2017, Mr. Pong, an executive Director and Chairman of the Company and Virtue Partner are beneficially interested in approximately 60.45% of the issue share capital of the Company.

Pursuant to Rule 14.44 of the Listing Rules, Shareholders' approval of the Disposal may be given by way of written Shareholders' approval in lieu of holding a general meeting if (1) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Disposal; and (2) the written Shareholders' approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the voting rights at that general meeting to approve the Disposal.

Pursuant to Rule 14.41(a) of the Listing Rules, the Company is required to despatch a circular containing, among other things, details of the Disposal within fifteen (15) business days after the publication of the announcement, which shall be on or before 4 July 2017. The Company applied to the Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules for the despatch of this circular, as has intended that this circular has to provide details in relation to the Formal Sale and Purchase Agreement which would not be entered into until 17 July 2017 and has received approval from the Stock Exchange to the waiver application.

## LETTER FROM THE BOARD

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in the Formal Sale and Purchase Agreement and the transactions contemplated thereunder, and no Shareholder or his close associates is required to abstain from voting if the Company were to convene a general meeting for the approval of the Disposal. Written approval of the Disposal has been obtained from the following Shareholders:

### Shareholders

	<i>Number of issued Shares</i>	<i>Approximate Percentage</i>
Mr. Pong	7,328,000	0.13%
Virtue Partner ( <i>Note</i> )	<u>3,346,419,668</u>	<u>60.32%</u>
Total	<u><u>3,353,747,668</u></u>	<u><u>60.45%</u></u>

*Note:* The entire issued share capital of Virtue Partner is beneficially owned by Mr. Pong.

As such, no general meeting will be convened for the purpose of approving the Disposal.

### RECOMMENDATION

The Board considers that the terms of the Disposal and the transactions contemplated thereunder are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

### ADDITIONAL INFORMATION

Your attention is also drawn to the information set out in the appendices to this circular.

By Order of the Board  
**Winfull Group Holdings Limited**  
**Pong Wilson Wai San**  
*Chairman and Executive Director*

**SUMMARY OF FINANCIAL INFORMATION OF THE GROUP**

Financial information of the Group for (i) the three years ended 30 June 2014, 2015 & 2016 respectively and (ii) the six months ended 31 December 2016 are disclosed in the following documents which are published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.winfullgroup.com.hk](http://www.winfullgroup.com.hk).

Annual report of the Company for the year ended 30 June 2014

Annual report of the Company for the year ended 30 June 2015

Annual report of the Company for the year ended 30 June 2016

Interim report of the Company for the six months ended 31 December 2016

**WORKING CAPITAL**

After taking into account the financial resources available to the Group, including the proceeds from the Disposal, the internally generated funds and the available banking facilities, the Directors, after due and careful enquiry, are of the opinion that the Group will have sufficient working capital for its present requirements for at least the next 12 months from the date of this circular, in the absence of unforeseeable circumstances.

**INDEBTEDNESS**

As at the close of business on 31 May 2017, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group has outstanding indebtedness as summarised below:

**Borrowings**

The Group had total outstanding borrowings of approximately HK\$341,000,000, further details of which are set out below:

- (a) The Group had outstanding interest-bearing bank borrowings of HK\$25,000,000 repayable by instalments up to April 2026, HK\$55,000,000 repayable by instalments up to November 2029 and HK\$23,000,000 repayable in 2017. The aforesaid bank borrowings are secured by guarantees by the Company and the pledges of certain Group's properties held for trading and investment properties and the bank fixed deposits; and
- (b) The Group had amount due to non-controlling shareholders of HK\$238,000,000 which are unsecured, interest-free and repayable on demand.

**Contingent liabilities**

As at 31 May 2017, the Company has executed guarantees amounting to HK\$210,000,000 in respect of bank loans to its associates, which are also secured against

properties under development held by those associates. Under the guarantees, the Company would be liable to pay the bank if the bank is unable to recover the loans.

Save as aforesaid and apart from intra-group liabilities, the Group did not have any outstanding mortgages, charges, debentures, loan capital, debt securities, loans, bank overdraft or other similar indebtedness, financial leases or hire purchase commitments, liabilities under acceptances or acceptance credits or guarantees or other material contingent liabilities as at 31 May 2017.

### **Disclaimers**

Saved as aforesaid, and apart from intra-group liabilities, and normal accounts payable, the Group did not have any loan capital issued or agreed to be issued, bank overdrafts, loans, debt securities issued and outstanding, any authorized or otherwise created but unissued term loans or other borrowings, indebtedness in nature of borrowings, liabilities under acceptances (other than trade bills) or acceptance credits, debentures, mortgages, charges, finance leases or hire purchase commitments, which are either guaranteed, unguaranteed, secured, or unsecured, guarantees or other material contingent liabilities outstanding at the close of business on 31 May 2017. The Directors confirm that there is no material change in the indebtedness and contingent liability of the Group from the close of business on 31 May 2017 to the Latest Practicable Date.

### **MATERIAL ADVERSE CHANGE**

The Directors confirm that there was no material adverse change in the financial or trading position or outlook of the Group since 30 June 2016, being the date up to which the latest published audited consolidated financial statements of the Group were made, and up to the Latest Practicable Date.

### **FINANCIAL AND TRADING PROSPECT OF THE GROUP**

The growth of Hong Kong economy remained moderate for the nine months ended 31 March 2017 and the property market showed a brisk performance in late 2016 and the first quarter of 2017. The Hong Kong Government (the “**Government**”) continued to put in significant effort to manage demand and reduce the possible risks to financial stability arising from an exuberant property market. The Government also sustained its effort of raising flat supply through land sale program and other terms of land supply sources. Looking forward, market sentiment in the near future may still be influenced by the US Federal Reserve’s recent repeated hesitations in lifting interest rates, which implied an interest rate up trend that would be more gradual than earlier expected.

With the purpose of offering better returns to the Shareholders, the Group decided to concentrate on property investment and trading, and development businesses whilst continuing the property renovation business of the Group. As disclosed in the announcement of the Company dated 13 June 2017, the Group has disposed of its entire issued share capital in Central Fly to obtain capital for acquisition of properties for investment, trading and development. The Group believed that the business of property investment and trading both locally and internationally can broaden the revenue base and benefit the Company and the Shareholders as a whole in the long run.

Despite the uncertainty in Hong Kong and global economy, we are confident that Hong Kong will remain relevant and vital in its own right and as part of China. The Group will continue to explore potential property investment and trading opportunities with a view to have a diversified and balanced portfolio and to provide steady income source to the Group. The Group is conscious to monitor and analyze the impact of the local and global economy so as to make cautious business decisions and to adjust our development plan if necessary so as to maximize the return to the Shareholders.

*The following is the text of a letter and valuation certificate prepared for the purpose of incorporation in this circular received from Ascent Partners Valuation Service Limited, an independent valuer, in connection with its valuation as at 13 June 2017 of the property interests to be disposed of by the Group.*



Suite 2102, Hong Kong Trade Centre  
161–167 Des Voeux Road Central  
Hong Kong  
Tel: 3679-3890  
Fax: 3579-0884

Date: 24 July 2017

The Board of Directors  
**Winfull Group Holdings Limited**  
Unit A, 6/F  
9 Queen's Road Central  
Hong Kong

Dear Sirs,

**RE: Valuation of Portion No. 4, Flat No. 23, Shop Nos. 23A & 23B on Ground Floor and No. 23 on Mezzanine Floor, Wing Lee Building, Nos. 27, 29, 31, 31A, 31B & 31C Kimberley Road,, Kowloon, Hong Kong (the "Property")**

In accordance with the instructions received from Winfull Group Holdings Limited (the "**Company**") and its subsidiaries (hereinafter together referred to as the "**Group**") for us to carry out a valuation of the Property to be disposed of, we confirm that we have carried out property inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the property interests as at 13 June 2017 (referred to as the "**Valuation Date**") for the purpose of incorporation in the circular of the Group.

#### **BASIS OF VALUATION**

Our valuation of the property interests represents the market value which is defined by The Hong Kong Institute of Surveyors ("**HKIS**") Valuation Standards to mean "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Market value is understood as the value of an asset or liability estimated without regard to costs of sale or purchase (or transaction) and without offset for any associated taxes or potential taxes.

In valuing the property interests, we have complied with all the requirements contained in Chapter 5 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the HKIS Valuation Standards (2012 Edition) published by The Hong Kong Institute of Surveyors.

### **VALUATION METHODOLOGY**

We have valued the property interests of property on market basis and the direct comparison method is adopted where comparison based on prices realised on actual sales price of comparable property is made. Comparable properties of similar size, character, and location are analysed and carefully weighted against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of values.

### **VALUATION ASSUMPTIONS**

Our valuations have been made on the assumption that the seller sells the property interests on the open market in their existing states without the benefit of a deferred term contracts, leasebacks, joint ventures, management agreements or any similar arrangements, which could serve to affect the values of the property interests.

No allowance has been made in our valuation for any charges, mortgages or amount owing on any property interests nor for any expense or taxation which may be incurred in effecting a sale. Unless otherwise stated, we have assumed that the properties are free from encumbrances, restrictions and outgoings of an onerous nature which could affect their value.

Unless stated as otherwise, we have assumed that the Property has been constructed, occupied and used in full compliance with, and without contravention of all laws, except only where otherwise stated. We have further assumed that, for any use of the Property upon which this report is based, all required licenses, permit, certificate and authorizations have been obtained.

Other special assumptions of the property interests, if any, have been stated out in the footnotes of the valuation certificate attached herewith.

### **TITLE INVESTIGATION**

We have carried out title searches at the Land Registry for the property interests located in Hong Kong. We have been, in some instances, provided with the extracts of the documents relating to the Property. However, we have not verified ownership of the Property to verify the existence of any amendments which do not appear on the copies handed to us. All documents have been used for reference only.

**VALUATION CONSIDERATIONS**

We have relied to a considerable extent on information provided by the Group and have accepted advice given to us on such matters, in particular, but not limited to, the sales records, tenure, planning approvals, statutory notices, easements, particulars of occupancy, site and floor areas and all other relevant matters in the identification of the property interests. We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also been advised by the Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to reach an informed view, and we have no reason to suspect that any material information has been withheld.

We have inspected the exterior and, wherever possible, the interior of the property but no structural survey had been made. In the course of our inspection, we did not note any serious defects. We are not, however, able to report that the property is free from rot, infestation or any other structural defects. Further, no test has been carried out on any of the building services. All dimensions, measurements and areas are only approximates. We have not been able to carry out detailed on-site measurements to verify the site and floor areas of the property and we have assumed that the areas shown on the copies of documents handed to us are correct.

**REMARKS**

Unless otherwise stated, all monetary amounts stated in this report are in Hong Kong Dollars (HKD).

Our valuation certificate in respect of the property interests is herewith attached.

Yours faithfully,  
For and on behalf of  
**Ascent Partners Valuation Service Limited**  
**Stephen Y. W. Yeung**  
MFin BSc(Hons) Land Adm. MHKIS MCIREA RPS(GP)  
*Principal*

*Mr. Stephen Y. W. Yeung is a Registered Professional Surveyor (General Practice Division) and a Professional Member of The Hong Kong Institute of Surveyors with over 10 years' experience in valuation of properties in HKSAR and mainland China. Mr. Yeung is also a valuer on the List of Property Valuers for Undertaking Valuations for Incorporation or Reference in Listing Particulars and Circulars and Valuations in Connection with Takeovers and Mergers published by HKIS.*

## VALUATION CERTIFICATE

## Property interests held for investment and to be disposed of by the Group in Hong Kong

Property	Description and tenure	Particular of Occupancy	Market value in existing state as at 13 June 2017
Portion No. 4, Flat No. 23, Shop Nos. 23A & 23B on Ground Floor and No. 23 on Mezzanine Floor, Wing Lee Building, Nos. 27, 29, 31, 31A, 31B and 31C Kimberley Road, Kowloon	The property comprises four shop units on ground floor and a shop unit on mezzanine floor of a 21-storey composite building completed in about 1963.  As scaled off from the building plans obtained from the Buildings Department, the total saleable area of the property is approximately 3,394 square feet.	Pursuant to the tenancy agreement provided by the Group, the property was leased for shop purpose as stated in Note 3 and 4.	HKD206,000,000  (100% attributable interest to the Group: HKD206,000,000)
21/180th undivided shares of and in Kowloon Inland Lot Nos. 7404, 7416, 7431 and 7465	Kowloon Inland Lot No. 7404 is held under Conditions of Regrant 6061 for a term of 150 years commencing on 25 December 1888.  Kowloon Inland Lot No. 7416 is held under Conditions of Regrant 6197 for a term of 150 years commencing on 25 December 1888.  Kowloon Inland Lot No. 7431 is held under Conditions of Renewal 6022 for a term of 150 years commencing on 25 December 1888.  Kowloon Inland Lot No. 7465 is held under Conditions of Re-grant No. UB6172 for a term of 150 years commencing on 25 December 1888.  The total Government rent payable for the lots is HKD1,217 per annum.		

## Notes:

1. The registered owner of the property is Central Fly Limited vide Memorial No. 12061402450031 dated 16 May 2012.
2. The following major encumbrances were registered against the property upon our recent search of the Land Register at the Land Registry:
  - (i) A Deed of Mutual Covenant vide Memorial No. UB436884 dated 9 March 1964; and
  - (ii) A Sub-Deed of Mutual Covenant vide Memorial No. UB8565889 dated 3 December 2001. (Re: For Flat No. 23 on Ground Floor and No. 23 on Mezzanine Floor only)

3. Pursuant to a tenancy agreement dated 13 November 2013 entered into between Central Fly Limited (the “**Lessor**”) and Kai Kee (Food & Beverage) Limited (the “**Lessee**”), the property was leased for a term of four years commencing on 15 October 2013 and expiring on 14 October 2017 at a monthly rental of HKD544,000 for the first 3 years of tenancy, HKD648,000 for the fourth year of the tenancy exclusive of rates, Government rent, management fee and utility charge with an option to renew for another 3 years from 15 October 2017 to 14 October 2020 for shop purpose. The details of rent free period are as follows:

<b>From</b>	<b>To</b>
15 October 2013	14 December 2013
15 April 2014	14 May 2014
15 January 2015	14 February 2015
15 September 2015	14 October 2015
15 May 2016	14 June 2016
15 April 2017	14 May 2017

4. Pursuant to a tenancy agreement dated 20 March 2017 entered into between Central Fly Limited (the “**Lessor**”) and Kai Kee (Food & Beverage) Limited (the “**Lessee**”), the property was further leased for a term of three years commencing on 15 October 2017 and expiring on 14 October 2020 at a monthly rental of HKD648,000 exclusive of rates, Government rent, management fee and utility charge. The details of rent free period are as follows:

<b>From</b>	<b>To</b>
15 September 2017	14 October 2017
15 February 2018	14 March 2018
15 November 2018	14 December 2018
15 August 2019	14 September 2019
15 May 2020	14 June 2020
15 September 2020	14 October 2020

5. The Property lies within an area zoned “Commercial” under the approved Tsim Sha Tsui Outline Zoning Plan No. S/K1/28 exhibited on 13 December 2013.
6. The property is located along Kimberley Road abutting to Nathan Road in Tsim Sha Tsui which is one of the prime tourist spots and business centres in Hong Kong. The locality largely comprises various high street shops, retail arcades, hotels, offices and composite buildings. Transportation is convenient, it is accessible via bus, taxi and is within 5 minutes walking distance to Tsim Sha Tsui MTR Station. According to the statistics from the Rating and Valuation Department, the latest average yield is 2.6% for retail property.
7. We were instructed by the Group to provide a market value valuation of the Property for public circular purpose in February 2017 which was incorporated in the circular of the Company dated 28 April 2017.
8. The inspection was performed by Ms. Isabella Qiu (MSc in Construction and Real Estate) on 20 June 2017.

We consider it is not inappropriate to conduct the inspection after the valuation date in accordance to the confirmation from the Company that there were no material changes to the physical attributes and the use of the property from 13 June 2017 to 20 June 2017.

9. The Group has confirmed as follows:

- (i) No options or rights of pre-emption concerning or affecting the Property;
- (ii) No environmental issues such as breach of environmental regulations;
- (iii) No notices, pending litigation, breach of law or title defects affecting the Property; and
- (iv) No plans for renovation or improvement of the Property.

## 1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## 2. DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of the Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code"), were as follows:

### Long positions in the Shares and underlying shares of the Company

Name of Director	Number of issued Shares and underlying shares held	Position	Percentage of the issued share capital of the Company
Mr. Pong	60,000,000 ( <i>Note 1</i> )	Long	1.08%
	7,328,000	Long	0.13%
	3,346,419,668 ( <i>Note 3</i> )	Long	60.32%
Lee Wing Yin	29,180,000 ( <i>Note 1</i> )	Long	0.53%
Ngan Man Ho	248,000	Long	0.01%
	5,180,000 ( <i>Note 1</i> )	Long	0.09%
Koo Fook Sun Louis	1,000,000 ( <i>Note 2</i> )	Long	0.02%
Lai Hin Wing Henry	1,000,000 ( <i>Note 2</i> )	Long	0.02%
Lung Hung Cheuk	1,000,000 ( <i>Note 2</i> )	Long	0.02%
Yeung Wing Yan Wendy	1,000,000 ( <i>Note 2</i> )	Long	0.02%

*Notes:*

1. These Shares represent the share options granted by the Company on 26 October 2012, 3 June 2014 and 17 May 2016 under the new share option scheme of the Company adopted on 1 November 2011.
2. These Shares represent the share options granted by the Company on 26 October 2012 under the new share option scheme of the Company adopted on 1 November 2011.
3. These Shares are beneficially owned by Virtue Partner, a company wholly owned by Mr. Pong and therefore Mr. Pong is deemed to be interested in these Shares under the SFO.

**Long positions in the shares and underlying shares of the associated corporation**

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) where were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

**3. SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES**

So far as is known to the Directors and the chief executive of the Company, as at the Latest Practicable Date, the following person (not being Directors or chief executive of the Company) had, or was deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share

capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

#### Long positions in the Shares and underlying shares of the Company

Name of Shareholder	Capacity	Number of issued Shares held	Position	Percentage of the issued share capital of the Company
Mr. Pong	Beneficial Owner	60,000,000 (Note 1)	Long	1.08%
	Beneficial Owner	7,328,000	Long	0.13%
	Interest in controlled corporation	3,346,419,668 (Note 2)	Long	60.32%
Tung Ching Yee Helena (Note 3)	Family Interest	3,413,747,668	Long	61.53%
Virtue Partner	Beneficial Owner	3,346,419,668	Long	60.32%

Notes:

- These Shares represent the share options granted by the Company on 26 October 2012, 3 June 2014 and 17 May 2016 under the new share option scheme of the Company adopted on 1 November 2011.
- These Shares are beneficially owned by Virtue Partner and therefore Mr. Pong is deemed to be interested in these Shares under the SFO.
- Ms. Tung Ching Yee Helena is the wife of Mr. Pong and is accordingly deemed to be interested in the Shares beneficially owned by Mr. Pong in his own capacity and through his controlled corporation.

Save as disclosed above, as at the Latest Practicable Date, the Directors and the chief executive of the Company were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

#### 4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, save as disclosed below, none of the Directors had any existing or proposed service contract with the Group or associated companies which is not determinable by the employer within one year without payment of compensation (other than statutory compensation):

Mr. Pong has entered into a service agreement with the Company for an initial term of 36 months commencing from 17 May 2016 with a monthly emolument of HK\$480,000 plus discretionary bonus to be decided by the Board; Mr. Lee Wing Yin has entered into a

service agreement with the Company for a term of 36 months commencing from 1 June 2016 with a monthly emolument of HK\$90,000 plus discretionary bonus to be decided by the Board; and Mr. Ngan Man Ho has entered into a service agreement with the Company for an initial term of 36 months commencing from 12 December 2014, with a monthly emolument of HK\$70,000 plus discretionary bonus to be decided by the Board.

#### **5. COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors or their respective associates had any interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

#### **6. INTERESTS IN THE GROUP'S ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP**

Save for the sale and purchase agreement listed under (a) in the section headed Material Contracts below and the transactions contemplated thereunder:

- a. none of the Directors has any direct or indirect interests in any assets which have been acquired or disposed of by or leased to, or which are proposed to be acquired or disposed of by or leased to, the Group since 30 June 2016, the date to which the latest published audited consolidated financial statements of the Group were made up; and
- b. there is no contract or arrangement entered into by any member of the Group subsisting at the Latest Practicable Date in which any Director is materially interested and which is significant to the business of the Group.

#### **7. LITIGATION**

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened by or against any member of the Group.

#### **8. MATERIAL CONTRACTS**

The following material contracts (not being contracts in the ordinary course of business) have been entered into by the members of the Group within the two years immediately preceding the date of this circular:

- (a) the sale and purchase agreement dated 14 March 2017 and entered into among the Mr. Pong, the Company and Alpha Easy Limited in relation to the acquisition of the entire issued share capital of Flexwood Limited and all obligations, liabilities and debts owing or incurred by Flexwood Limited to Mr. Pong for an aggregate consideration of HK\$450,600,000;

- (b) the provisional sale and purchase agreement dated 18 April 2017 and entered into between Monilea Limited, a wholly-owned subsidiary of the Company and Winkit Development Limited in relation to the sale and purchase of 15th Floor, Far East Consortium Building, No. 121 Des Voeux Road Central, Hong Kong for a consideration of HK\$108,000,000;
- (c) the formal sale and purchase agreement dated 6 April 2017 and entered into between Sonic Returns Limited, a wholly-owned subsidiary of the Company and Mr. Cheung Siu Wing in relation to the sale and purchase of Office 1 on 29th Floor, Universal Trade Centre, No. 3 Arbuthnot Road, Hong Kong for a consideration of HK\$23,176,800;
- (d) the formal sale and purchase agreement dated 6 April 2017 and entered into between Enviro Global Limited, a wholly-owned subsidiary of the Company and Best Tact Development Limited in relation to the sale and purchase of Office 2 on 29th Floor, Universal Trade Centre, No. 3 Arbuthnot Road, Hong Kong for a consideration of HK\$13,127,600;
- (e) the formal sale and purchase agreement dated 6 April 2017 and entered into between Double Achiever Limited, a wholly-owned subsidiary of the Company and Mr. Cheung Siu Wing in relation to the sale and purchase of Carpark 6 on 2nd Floor, Universal Trade Centre, No. 3 Arbuthnot Road, Hong Kong for a consideration of HK\$3,800,000;
- (f) the formal sale and purchase agreement dated 30 March 2017 and entered into between Celestial Tower Limited, a wholly-owned subsidiary of the Company and Lerado H.K. Limited in relation to the sale and purchase of Office 1 on 30th Floor, Universal Trade Centre, No. 3 Arbuthnot Road, Hong Kong for a consideration of HK\$23,176,800;
- (g) the formal sale and purchase agreement dated 30 March 2017 and entered into between Just Central Limited, a wholly-owned subsidiary of the Company and Lerado H.K. Limited in relation to the sale and purchase of Office 2 on 30th Floor, Universal Trade Centre, No. 3 Arbuthnot Road, Hong Kong for a consideration of HK\$13,127,600;
- (h) the formal sale and purchase agreement dated 30 March 2017 and entered into between Coastal Talent Limited, a wholly-owned subsidiary of the Company and Lerado H.K. Limited in relation to the sale and purchase of Office 3 on 30th Floor, Universal Trade Centre, No. 3 Arbuthnot Road, Hong Kong for a consideration of HK\$24,716,000;
- (i) placing agreement dated 13 May 2016 and entered into by the Company in relation to the Placing of up to 420,000,000 new Shares at the price of HK\$0.15 per Share as disclosed in the announcement of the Company dated 15 May 2016;

- (j) the formal sale and purchase agreement dated 26 May 2017 and entered into among Joy Shing Development Limited, a wholly-owned subsidiary of the Company, and Apex Step Holdings Limited, as vendors, Multi Fun Limited as purchaser, the Company and Pena Investments Limited as the vendors' guarantors and the sole shareholder and directors of Multi Fun Limited as the purchaser's guarantors in relation to the sale and purchase of the entire issued share capital and all the outstanding shareholders' loan of Apex Plan Limited for a consideration of HK\$1,300,000,000;
- (k) the provisional sale and purchase agreement dated 15 September 2015 and entered into between Formal Focus Limited, a wholly-owned subsidiary of the Company and Waylon Limited in relation to the sale and purchase of 4th Floor, Kenning Industrial Building, 19 Wang Hoi Road, Kowloon Bay, Kowloon for a consideration of HK\$76,000,000;
- (l) the sale and purchase agreement dated 28 July 2015 and entered into between Achiever Connect Limited, a wholly-owned subsidiary of the Company and Well Master Development Limited in relation to the sale and purchase of Shop No. 2 on Ground Floor and Shop No. 3 on Lower Ground 1st Floor of Grand Scholar, No. 419K Queen's Road West, Hong Kong for a consideration of HK\$105,000,000;
- (m) placing agreement dated 21 July 2015 and entered into by the Company as disclosed in the announcement of the Company dated 21 July 2015 in relation to the placing of up to 271,848,000 existing Shares at the price of HK\$0.46 per Share;
- (n) the provisional sale and purchase agreement dated 1 June 2017 and entered into among World Fair Global Limited, a wholly-owned subsidiary of the Company and Profit Vision Investments Limited as vendors, Smart World Development Holdings Limited as purchaser, the Company and one director of Profit Vision Investments Limited as the vendors' guarantors and Country Garden Holdings Company Limited as the purchaser's guarantor in relation to the sale and purchase of the entire issued share capital and all outstanding shareholders' loan of Plan Link Limited for a consideration of HK\$610,000,000; and
- (o) the Formal Sale and Purchase Agreement.

**9. EXPERTS AND CONSENTS**

The following is the name and qualification of the expert who have given its opinions and advice which are included in this circular:

<b>Name</b>	<b>Qualification</b>
Ascent Partners Valuation Service Limited	Independent Valuer

Ascent Partners Valuation Service Limited does not have any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

Ascent Partners Valuation Service Limited has given and has not withdrawn its written consent to the issue of this circular, with the inclusion of the references to its name and/or its opinion in the form and context in which they are included.

Ascent Partners Valuation Service Limited does not have any direct or indirect interest in any asset which had been acquired, or disposed of by, or leased to any member of the Group, or was proposed to be acquired, or disposed of by, or leased to any member of the Group since 30 June 2016, the date to which the latest published audited financial statements of the Group were made up.

**10. MISCELLANEOUS**

The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company in Hong Kong is located at Unit A, 6/F., 9 Queen's Road Central, Hong Kong.

The secretary of the Company is Mr. Lee Wing Yin, is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants.

The share registrar and transfer office of the Company is Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

**11. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will 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; and (ii) on the website of the Company for a period of 14 days from date of this circular:

- (a) the memorandum and articles of association of the Company
- (b) the annual reports of the Company for each of the two years ended 30 June 2015 and 2016;
- (c) the service contracts of the Directors referred to in the paragraph headed "Directors' Service Contracts" above;
- (d) the independent valuation report from Ascent Partners Valuation Service Limited in relation to the valuation of Central Fly, the text of which is set out in Appendix II to this circular;
- (e) the material contracts referred to in the paragraph headed "Material Contracts" in this appendix;
- (f) a circular of the Company dated 28 April 2017 in relation to the major and connected transaction for the acquisition of the entire equity interests in Flexwood Limited, application for whitewash waiver and notice of extraordinary general meeting;
- (g) a circular of the Company dated 9 June 2017 in relation to the major transaction for the disposal of 30% equity interests in Apex Plan Limited; and
- (h) this circular.