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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)

(1) POLL RESULTS OF THE EGM HELD ON 30 APRIL 2021; AND (2) ADJUSTMENTS IN RELATION TO THE OPTIONS

References are made to the circular (the “**Circular**”) and the notice of EGM (the “**Notice**”) of Winfull Group Holdings Limited (the “**Company**”) each dated 12 April 2021. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

(1) POLL RESULTS OF THE EGM

The Board is pleased to announce that the proposed ordinary resolution (the “**Resolution**”) as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 30 April 2021.

At the EGM, the Resolution was taken by way of poll. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

As at the date of the EGM, the total number of issued Shares of the Company was 5,608,125,668 Shares, which was also the total number of Shares entitling the holders thereof to attend and vote for or against the Resolution at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolution at the EGM and there were no Shares requiring the Shareholders to abstain from voting at the EGM under the Listing Rules. No parties had indicated in the Circular that they intended to vote against or to abstain from voting on the Resolution at the EGM.

The poll results in respect of the Resolution were as follows:

Ordinary Resolution <i>(Note)</i>		Number of Votes (Approximate %)	
		For	Against
1.	To approve the Share Consolidation (as defined in the notice convening the Meeting) and the transactions contemplated thereunder	3,771,224,248 (99.70%)	11,480,000 (0.30%)

Note: The full text of the Resolution is set out in the Notice

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company.

(2) ADJUSTMENTS IN RELATION TO THE OPTIONS

As at the date of this announcement, there are 131,480,000 outstanding Options entitling the holders thereof to subscribe for up to an aggregate of 131,480,000 Existing Shares under the Share Option Scheme. Upon the Share Consolidation becoming effective on 4 May 2021, the following adjustments will be made to the exercise price of the Options and the number of Consolidated Shares to be issued upon the exercise of the outstanding Options in accordance with the terms and conditions of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Supplementary Guidance on Main Board Listing Rules 17.03(13) issued by the Stock Exchange on 6 November 2020 (the “**Stock Exchange Supplementary Guidance**”):

Date of Grant	Immediately before the Share Consolidation becoming effective		Immediately after the Share Consolidation becoming effective	
	No. of Existing Shares to be issued upon full exercise of the outstanding Options	Exercise price per Existing Share (HK\$)	Adjusted no. of Consolidated Shares to be issued upon full exercise of the outstanding Options	Adjusted exercise price per Consolidated Share (HK\$)
3/6/2014	23,600,000	0.221	2,360,000	2.21
17/5/2016	53,580,000	0.189	5,358,000	1.89
26/11/2018	50,300,000	0.121	5,030,000	1.21
28/4/2020	4,000,000	0.048	400,000	0.48

The independent financial adviser of the Company, Kingsway Capital Limited, has certified in writing that the adjustments made to the exercise price(s) and the number of Consolidated Shares falling to be issued upon the exercise of the outstanding Options are in compliance with the requirements set out in the relevant terms of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Stock Exchange Supplementary Guidance.

By the order of the Board
Winfull Group Holdings Limited
Pong Wai San Wilson
Chairman

Hong Kong, 30 April 2021

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