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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 1,060,000 Shares, subject to acceptance of the Grantees, under the Share Option Scheme.

### **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 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 26 November 2021 (the “**Share Option Scheme**”) to Directors (the “**Grantees**”) to subscribe, in aggregate, for up to 1,060,000 ordinary shares (each a “**Share**”) of HK\$0.10 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 1,060,000 Share Options conferring the Grantees the right to subscribe for up to 1,060,000 Shares each. Details of the Share Options are set out below:

- Date of grant : 15 July 2024 (the “**Date of Grant**”)
- Exercise price of the Share Options granted : HK\$0.139 per Share  
(being the higher of (i) the closing price of HK\$0.123 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\$0.139 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 1,060,000 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\$0.123 per Share
- Validity period of the Share Options : From 15 July 2024 to 14 July 2027
- Vesting period of the Share Options : From 15 July 2024 to 14 July 2025
- Exercise period of the Share Options : From 15 July 2025 to 14 July 2027
- Performance target(s) and/or clawback mechanism : There are no performance targets attached to the Share Options granted. The grant of Share Options is not subject to any clawback mechanism for the Company to recover, but the Share Options granted shall lapse automatically if the Grantee ceases to be a participant by reason of the termination of his employment on the grounds that he has been guilty of serious misconduct or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has become insolvent or has made any arrangements or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or on any other grounds on which an employer would be entitled to terminate his employment summarily, pursuant to the terms of the Share Option Scheme

Having considered that (i) the Grantees are Directors of the Group who will contribute directly to the overall business performance, sustainable development and/or good corporate governance of the Group; and (ii) the Share Options are subject to certain vesting conditions and terms of the Share Option Scheme, which already covers situations where the Share Options will lapse in the event that the Grantees cease to be Directors of the Group, the remuneration committee of the Company and the Board believe that without additional performance target and clawback mechanism, the grant of Share Options could align the interests of the Grantees with that of the Company and the shareholders of the Company, provide incentive to the Grantees to devote to the future continuous competitiveness, results of operation and growth of the Company, and reinforce their commitment to long term services of the Company, which is in line with the purpose of the Share Option Scheme

Financial assistance : The Group did not provide any financial assistance to the Grantees to facilitate the purchase of Shares under the Share Option Scheme

The Grantees will be granted 1,060,000 Share Options conferring the Grantees the rights to subscribe for up to 1,060,000 Shares, details of which are set out below:

<b>Name of Grantees</b>	<b>Position/Capacity</b>	<b>Number of Share Options granted</b>
Mr. Pong Wilson Wai San	Chairman, executive Director and beneficial owner of the substantial shareholder	560,000
Mr. Lee Wing Yin	Chief executive officer and executive Director	<u>500,000</u>
<b>Total</b>		<b><u>1,060,000</u></b>

In accordance with Rule 17.04(1) of the Listing Rules, the grant of Share Options to each of the above Directors, chairman, chief executive officer, beneficial owner of the substantial shareholder of the Company has been approved by the independent non-executive Directors.

## NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

Upon the grant of Share Options, the number of options which can further be granted pursuant to the Share Option Scheme is 53,961,256.

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

Hong Kong, 15 July 2024

*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. Liu Tsee Ming respectively.*