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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)

DISCLOSEABLE TRANSACTION – ACQUISITION OF PROPERTY

The Board wishes to announce that on 15 July 2015 (after trading hours), ACL, a wholly-owned subsidiary of the Company, entered into the Memorandum with the Vendor, pursuant to which ACL had agreed to purchase, and the Vendor had agreed to sell, the Property for a cash consideration of HK\$105,000,000.

As some of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Acquisition exceed 5%, the Acquisition constitutes a discloseable transaction for the Company under Rule 14.06 of the Listing Rules and is subject to the notification and announcement requirements, but exempt from the shareholders' approval requirement, under the Listing Rules.

1. THE MEMORANDUM

Date:

15 July 2015

Parties:

Vendor: Well Master Development Limited, a property holding company incorporated in Hong Kong with limited liability. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Vendor and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

Purchaser: ACL, a wholly-owned subsidiary of the Company.

Property to be acquired:

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. The Property is two connecting retail shop units, with a total gross floor area of approximately 10,300 square feet. The Property is currently subject to a tenancy with rental agreed at HK\$238,000 per month (exclusive of management fees, government rent and rates) and expiring on 15 October 2016.

Based on the information provided by the Vendor, the rental income attributable to the Property for the two financial years ended 30 June 2014 and 30 June 2015 amounted to HK\$2,136,000 and HK\$2,647,000 respectively.

Consideration:

The consideration payable by ACL to the Vendor for the acquisition of the Property is HK\$105,000,000. An initial deposit of HK\$4,750,000 was paid by ACL to the Vendor upon signing of the Memorandum. A further deposit of HK\$5,750,000 is payable by ACL to the Vendor on or before 28 July 2015 and the remaining balance of HK\$94,500,000 will be paid by ACL to the Vendor on Completion. The formal agreement for sale and purchase will be signed on or before 28 July 2015. The Directors intend to fund the consideration by internal resources of the Group.

The consideration has been arrived at after arm's length negotiations between the parties with reference to the prevailing market value of non-residential properties of similar size and age as the Property in the same vicinity.

Completion:

Completion shall take place on or before 30 September 2015. Pursuant to the terms of the Memorandum, should ACL fail to comply with any of the terms and conditions of the Memorandum, the initial deposit and the further deposit shall be forfeited to the Vendor and ACL shall bear all damages, costs, charges, disbursements incurred by the Vendor in connection with or arising from its failure to comply with the terms and conditions of the Memorandum.

2. REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company is an investment holding company and its subsidiaries are principally engaged in property investment and trading and property development.

As disclosed in the announcement of the Company dated 11 December 2014, revenue from the Group's property assembly and brokerage business dropped significantly as a result of the Government's effort to curb property prices for both residential and non-residential properties. With a view to offering better returns to the Shareholders, the Group decided to dispose of its property assembly and brokerage business and focus on property investment and trading, and development businesses and the Acquisition is in line with the Group's new business strategy.

The Property is located in Kennedy Town, which is one of the most radically and rapidly changing areas these years. It is expected that the area will continue to prosper and rejuvenate following the opening of the West Island Line and property prices will continue to boost. The management of the Group considers that the Acquisition is a good investment opportunity and believes that the Group will benefit from the anticipated growth in value of the Property.

The Property will continue to be leased immediately after Completion for rental income and depending on the market conditions, may be sold for gain. Given that the consideration reflects the fair market value of the Property, the Directors consider the terms of the Acquisition to be fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

3. IMPLICATIONS OF THE LISTING RULES

As some of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Acquisition exceed 5%, the Acquisition constitutes a discloseable transaction for the Company under Rule 14.06 of the Listing Rules and is subject to the notification and announcement requirements, but exempt from the shareholders' approval requirement, under the Listing Rules.

4. DEFINITIONS

In this announcement, the following terms shall have the meanings set opposite them unless the context otherwise requires:

“ACL”	Achiever Connect Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“Acquisition”	the proposed acquisition of the Property by ACL pursuant to the terms of the Memorandum
“Board”	the board of Directors

“Company”	Winfull Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“Completion”	completion of the sale and purchase of the Property
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum for sale dated 15 July 2015 entered into between ACL as the purchaser and the Vendor as the vendor in relation to the sale and purchase of the Property
“Property”	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
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Well Master Development Limited, a company incorporated in Hong Kong with limited liability

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

Hong Kong, 16 July 2015

As at the date of this announcement, the executive Directors are Mr. Lee Wing Yin and Mr. Ngan Man Ho, the non-executive Director is Mr. Lai Hin Wing, Henry and the independent non-executive Directors are Mr. Koo Fook Sun, Louis, Ms. Yeung Wing Yan, Wendy and Mr. Lung Hung Cheuk respectively.