

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**DELAY IN DESPATCH OF CIRCULAR IN RELATION TO
MAJOR AND CONNECTED TRANSACTION:
ACQUISITION OF THE ENTIRE EQUITY
INTERESTS IN FLEXWOOD LIMITED
AND
APPLICATION FOR WHITEWASH WAIVER**

Reference is made to the announcement (the “**Announcement**”) issued by Winfull Group Holdings Limited (the “**Company**”) dated 14 March 2017 in respect of, among others, the Acquisition and the Whitewash Waiver. Terms defined in the Announcement shall have the same meanings when used in this announcement unless otherwise stated.

DELAY IN DESPATCH OF CIRCULAR

As disclosed in the Announcement, the circular (the “**Circular**”) to be issued by the Company containing, among other things, details of (i) the Acquisition and the Whitewash Waiver; (ii) the recommendation of the Connected Transaction Independent Board Committee and the Whitewash Independent Board Committee; (iii) a letter of advice from the Independent Financial Adviser to the Connected Transaction Independent Board Committee and the Whitewash Independent Board Committee and the Independent Shareholders; and (iv) a notice convening the EGM was expected to be despatched by the Company to the Shareholders within 21 days from the date of the Announcement in compliance with Rule 8.2 of the Takeovers Code (i.e. on or before 5 April 2017).

As additional time is required to finalise certain information to be included in the Circular, including but not limited to the financial information of the Group, the Circular could not be despatched on or before 5 April 2017 as required. Accordingly, an application has been made to the Executive for a waiver from strict compliance with Rule 8.2 of the Takeovers Code and to grant its consent for an extension of time for the despatch of the Circular on or before Friday, 21 April 2017 and such consent was granted by the Executive on 3 April 2017.

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

Hong Kong, 5 April 2017

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.