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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Winfull Group Holdings Limited (the “**Company**”) will be held at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong on Wednesday, 17 May 2017 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the sale and purchase agreement (the “**Sale and Purchase Agreement**”) entered into between the Company, Alpha Easy Limited and Mr. Pong Wilson Wai San (the “**Vendor**”) dated 14 March 2017 in relation to the acquisition (the “**Acquisition**”) of the entire issued share capital of, and the debts due by Flexwood Limited at a consideration of HK\$450,600,000, a copy of the Sale and Purchase Agreement having been produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of 2,409,625,668 (the “**Consideration Shares**”) new shares of HK\$0.01 each (each a “**Share**”) in the capital of the Company at HK\$0.187 per Share to the Vendor (or its nominee(s)), credited as fully paid, to satisfy the consideration for the Acquisition be and are hereby approved; and

- (c) any one or more directors (the “**Directors**”) of the Company be and are hereby authorised to allot and issue the Consideration Shares in accordance with the terms of the Sale and Purchase Agreement and to do all such acts and things as he/she/they consider(s) necessary or expedient for the purpose of giving effect to the Sale and Purchase Agreement and completing the transactions contemplated thereby.”
2. “**THAT** conditional upon the passing of resolution no. 1 above, the application for the waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission to the Vendor pursuant to Note 1 on Dispensations from Rule 26 of the Code on Takeovers and Mergers of Hong Kong from his obligation to make a general offer for all the Shares not already owned or agreed to be acquired by the Vendor and parties acting in concert with him as a result of the issue of the Consideration Shares pursuant to the Sale and Purchase Agreement be and are hereby approved.”

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

Hong Kong, 28 April 2017

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

Notes:

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead in accordance with the Company's articles of association. A proxy need not be a member of the Company.
2. For the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 12 May 2017 to Wednesday, 17 May 2017, both days inclusive, and no transfers of the shares of the Company will be effected during such period. In order to be entitled to attend and vote at the EGM, all transfers of Shares, duly accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Thursday, 11 May 2017.
3. A form of proxy for use at the EGM is enclosed herewith. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours (i.e. 9:30 a.m. on Monday, 15 May 2017) before the time appointed for holding that EGM or any adjournment thereof, as the case may be. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
4. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either in person or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders are present at the EGM in person or by proxy, that one of the said persons so present whose name stands first on the register of member of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. The voting on all the resolutions at the EGM will be conducted by way of a poll.

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.