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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)**

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 17 MAY 2017**

The Board is pleased to announce that all the resolutions proposed at the EGM held on Wednesday, 17 May 2017 were duly passed by the Independent Shareholders by way of poll at the EGM.

Reference is made to the circular (the “**Circular**”) of Winfull Group Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the extraordinary general meeting dated 28 April 2017. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Circular.

### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that the resolutions (the “**Resolutions**”) proposed at the EGM held on Wednesday, 17 May 2017 were duly passed by the Independent Shareholders by way of poll at the EGM. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM, the total number of issued Shares was 3,138,500,000 Shares. As disclosed in the Circular, (i) Mr. Pong Wilson Wai San, Virtue Partner Group Limited together with parties acting in concert with any of them and their respective associates; (ii) Mr. Ngan Man Ho; and (iii) those Shareholders who are involved in or interested in the Sale and Purchase Agreement or the Whitewash Waiver, shall and they did, abstain from voting in the EGM in respect of the resolutions approving the Acquisition Agreement and the transactions contemplated thereunder and the Whitewash Waiver.

Accordingly, the total number of issued Shares entitled to attend and vote either for or against the Resolutions at the EGM was 2,194,130,000. Save as disclosed above, there were no Shareholder required to abstain from voting in favour of the Resolutions at the EGM, and there was no Share which only entitled the holders thereof to attend and vote only against the Resolutions at the EGM. No person had indicated in the Circular of his intention to vote against or to abstain from voting on any of the Resolutions at the EGM.

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

Ordinary Resolutions ( <i>Note</i> )		Number of Votes (%)	
		For	Against
1.	To approve: <ul style="list-style-type: none"> <li>(a) the sale and purchase agreement dated 14 March 2017 and entered into between the Company, Alpha Easy Limited and Mr. Pong Wilson Wai San (the “<b>Vendor</b>”) in relation to the acquisition (the “<b>Acquisition</b>”) of Flexwood Limited;</li> <li>(b) the allotment and issue of 2,409,635,668 Shares (the “<b>Consideration Shares</b>”) to the Vendor, credited as fully paid, as consideration for the Acquisition; and</li> <li>(c) any one or more directors (the “<b>Directors</b>”) of the Company be authorised to allot and issue the Considerations Shares and to do such act and things as he/she/they may consider(s) necessary or expedient for the purpose of giving effect to the Acquisition.</li> </ul>	364,392,100 (99.844%)	568,000 (0.156%)
2.	To approve the application of the Whitewash Waiver as set out in the Notice of EGM.	364,392,100 (99.844%)	568,000 (0.156%)

*For the full text of the resolutions, please refer to the Notice.*

*Note:* The number of votes and approximate percentage of voting as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the EGM in person, by authorised representative or by proxy.

As more than 50% of the votes were cast in favour of the above ordinary resolutions, the above ordinary resolutions were duly passed as ordinary resolutions of the Company.

## GRANT OF THE WHITEWASH WAIVER

The Executive has, on 12 May 2017, granted the Whitewash Waiver, subject to the fulfilment of the conditions that (i) the issue of the new securities being approved by a vote of the independent shareholders at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Vendor and parties acting in concert with him (including Virtue Partner) between the announcement of the proposed issue of the new securities and the completion of the issue.

The aforementioned condition (i) imposed by the Executive has been duly fulfilled as at the date of this announcement.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon Completion (assuming that there is no other change in the shareholding structure of the Company before the allotment and issue of the Consideration Shares) are set out below:

Shareholders	As at the Latest Practicable Date		Immediately upon Completion	
	Number of issued Shares	Approximate Percentage	Number of issued Shares	Approximate Percentage
<i>The Vendor and his concert parties</i>				
The Vendor ( <i>Note</i> )	7,328,000	0.23%	2,416,953,668	43.56%
Virtue Partner ( <i>Note</i> )	936,794,000	29.85%	936,794,000	16.88%
<i>Sub-total</i>	<i>944,122,000</i>	<i>30.08%</i>	<i>3,353,747,668</i>	<i>60.44%</i>
Mr. Ngan Man Ho (an executive Director)	248,000	0.01%	248,000	0.01%
Public Shareholders	2,194,130,000	69.91%	2,194,130,000	39.55%
<b>Total:</b>	<b>3,138,500,000</b>	<b>100.00%</b>	<b>5,548,125,668</b>	<b>100.00%</b>

*Note:* Virtue Partner is a company incorporated in the BVI with limited liability and is wholly beneficially owned by the Vendor.

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

Hong Kong, 17 May 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 (other than those relating to the Vendor and Virtue Partner) 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.*

*The Vendor accepts full responsibility for the accuracy of the information relating to the Vendor and Virtue Partner contained in this announcement and confirms, having made all reasonable enquiries, that to the best of his 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.*