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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)

**(1) DELAY IN DESPATCH OF CIRCULAR IN RELATION TO
MAJOR TRANSACTION:
DISPOSAL OF 30% EQUITY INTERESTS
IN APEX PLAN LIMITED
AND
(2) WRITTEN SHAREHOLDERS' APPROVAL IN LIEU OF
GENERAL MEETING PURSUANT TO RULE 14.44**

DELAY IN DESPATCH OF CIRCULAR

As disclosed in the Disposal Announcement, the Circular was expected to be despatched on or before 31 May 2017, as more time is required by the Company to finalise certain information in the Circular, the Circular could not be despatched on or before 31 May 2017 as previously announced, the Circular will therefore be despatched on or before Friday, 9 June 2017.

WRITTEN SHAREHOLDERS' APPROVAL PURSUANT TO RULE 14.44

As disclosed in the Completion Announcement, Virtue Partner and Mr. Pong is now beneficially interested in more than 50% of the issued share capital of the Company and Virtue Partner and Mr. Pong has given their written approval of the Disposal. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Disposal. On that basis, pursuant to Rule 14.44 of the Listing Rules, Shareholders' approval of the Disposal may be given by way of written Shareholders' approval in lieu of holding a general meeting.

Reference is made to the announcement (the “**Disposal Announcement**”) issued by Winfull Group Holdings Limited (the “**Company**”) dated 3 April 2017 in respect of, among others, the Disposal and the announcement (the “**Completion Announcement**”, together with the Disposal Announcement, the “**Announcements**”) issued by the Company dated 23 May 2017 in respect of, among others, the completion of the acquisition of Flexwood Limited. Terms defined in the Announcements shall have the same meanings when used in this announcement unless otherwise stated.

DELAY IN DESPATCH OF CIRCULAR

As disclosed in the Disposal Announcement, the circular (the “**Circular**”) to be issued by the Company containing, among others, details of the Disposal was expected to be despatched on or before 31 May 2017, as more time is required by the Company to finalise certain information in the Circular, the Circular could not be despatched on or before 31 May 2017 as previously announced, the Circular will therefore be despatched on or before Friday, 9 June 2017.

WRITTEN SHAREHOLDERS’ APPROVAL PURSUANT TO RULE 14.44

As disclosed in the Completion Announcement, Mr. Pong Wilson Wai San (“**Mr. Pong**”) and Virtue Partner is now beneficially interested in more than 50% of the issue share capital of the Company following the completion of the acquisition of Flexwood Limited.

Pursuant to Rule 14.44 of the Listing Rules, Shareholders’ approval of the Disposal may be given by way of written Shareholders’ approval in lieu of holding a general meeting if (1) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Disposal; and (2) the written Shareholders’ approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the voting rights at that general meeting to approve the Disposal.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Disposal. Written approval of the Disposal has been obtained from the following shareholders:

Shareholders

	<i>Number of issued Shares</i>	<i>Approximate Percentage</i>
Mr. Pong	7,328,000	0.13%
Virtue Partner (<i>Note</i>)	<u>3,346,419,668</u>	<u>60.32%</u>
Total	<u>3,353,747,668</u>	<u>60.45%</u>

Note: The entire issued share capital of Virtue Partner is beneficially owned by Mr. Pong

As such, no general meeting will be convened for the purpose of approving the Disposal and the Circular will be despatched to Shareholders pursuant to Rule 14.38A of the Listing Rules.

By order of the Board
Winfull Group Holdings Limited
Mr. Pong Wilson Wai San
Chairman and Executive Director

Hong Kong, 31 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.