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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Winfull Group Holdings Limited, you should at once hand this circular to the purchaser or the transferee, or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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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)

RE-ELECTION OF RETIRING DIRECTORS INCLUDING INDEPENDENT NON-EXECUTIVE DIRECTOR SERVING MORE THAN NINE YEARS, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, EXTENSION OF GENERAL MANDATE TO ISSUE SHARES, RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting (the "AGM") of Winfull Group Holdings Limited (the "Company") to be held at 7/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Monday, 30 November 2026 at 11:30 a.m. or any adjournment thereof is set out on pages 15 to 19 of this circular. A form of proxy is enclosed with this circular. Whether or not you intend to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed (i.e. Saturday, 28 November 2026 at 11:30 a.m.) for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not prelude shareholders from attending and voting at the AGM or any adjournment thereof if they so wish and in such event, the form of proxy will be deemed to be revoked.

27 October 2026

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"AGM"	the annual general meeting of the Company to be convened and held at 7/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Monday, 30 November 2026 at 11:30 a.m. or any adjournment thereof
"Articles of Association"	the existing articles of association of the Company
"Auditor"	the auditor of the Company
"Board"	the board of Director(s)
"Close Associate(s)"	the meaning as ascribed thereto under the Listing Rules
"Company"	Winfull Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
"Core Connected Person(s)"	the meaning as ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	the issue mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the issued Shares (excluding treasury shares) as at the date of passing the relevant resolution for approving the issue mandate
"Latest Practicable Date"	20 October 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Memorandum and Articles of Association"	the memorandum and articles of association of the Company
"New Share Option Scheme"	the share option scheme of the Company adopted on 26 November 2021
"Nomination Committee"	the nomination committee of the Company
"Old Share Option Scheme"	the share option scheme of the Company adopted on 1 November 2011
"Options"	the options granted or to be granted by the Company to the grantees under the Old Share Option Scheme or the New Share Option Scheme to subscribe for Shares in accordance with the terms thereof
"Repurchase Mandate"	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase fully paid Shares up to a maximum of 10% of the issued Shares (excluding treasury shares) as at the date of passing the relevant resolution for approving the repurchase mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs
"treasury shares"	the meaning as ascribed thereto under the Listing Rules
"%"	per cent.

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)

Executive Directors:
Mr. Pong Wilson Wai San *(Chairman)*
Mr. Lee Wing Yin *(Chief Executive Officer)*

Independent Non-executive Directors:
Mr. Koo Fook Sun Louis
Ms. Yeung Wing Yan Wendy
Mr. Liu Tsee Ming

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong:
Unit A, 6/F.
9 Queen's Road Central
Hong Kong

27 October 2026

To the Shareholders

Dear Sir or Madam,

RE-ELECTION OF RETIRING DIRECTORS INCLUDING INDEPENDENT NON-EXECUTIVE DIRECTOR SERVING MORE THAN NINE YEARS, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, EXTENSION OF GENERAL MANDATE TO ISSUE SHARES, RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for (i) the re-election of retiring Directors including independent non-executive Director serving more than nine years; (ii) the grant of the Issue Mandate; (iii) the grant of the Repurchase Mandate; (iv) the extension of the Issue Mandate; (v) the re-appointment of Auditor; and (vi) give you the notice of the AGM.

RE-ELECTION OF RETIRING DIRECTORS INCLUDING INDEPENDENT NON-EXECUTIVE DIRECTOR SERVING MORE THAN NINE YEARS

In accordance with Article 84(1), Mr. Koo Fook Sun Louis ("Mr. Koo") and Mr. Liu Tsee Ming ("Mr. Liu") shall retire from office as Directors by rotation at the conclusion of the AGM and, being eligible, will offer themselves for re-election.

Mr. Koo was appointed as an independent non-executive Director on 23 March 2007. Therefore, he has served the Company for more than 9 years. Each of Mr. Koo and Mr. Liu has made a confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. During their appointment, Mr. Koo and Mr. Liu have not been involved in the daily management of the Company nor in any relationships that interfere with their independent judgment, and they demonstrated their abilities to provide independent, balanced and objective views to the Company's affairs. The Board is of the view that Mr. Koo and Mr. Liu are independent in accordance with the independence guidelines.

In considering the re-elections of Mr. Koo and Mr. Liu as independent non-executive Directors, the Board, with the assistance and recommendation from the Nomination Committee, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, geographical background, length of service, and the professional experience, skills and expertise that a Director can provide. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors at the AGM.

In respect of the re-election of Mr. Koo as an independent non-executive Director, Mr. Koo has many years of experience in investment banking and professional accounting. In the past years, Mr. Koo has successfully brought independent elements and different perspectives to the Board, enhancing the quality and efficiency of the Board discussion. The Board believes that he should be re-elected so that he will continue to bring to the Board his experience and knowledge which are valuable to the Company.

In respect of the re-election of Mr. Liu as an independent non-executive Director, Mr. Liu has many years of experience in overall strategic planning and management of the property and industrial field. Therefore, he is able to provide valuable advices and contributions to the property business of the Company based on his extensive knowledge in the property and industrial field.

In the past years, Mr. Koo and Mr. Liu have successfully brought independent elements and different perspectives to the Board, enhancing the quality and efficiency of the board discussion. The Board considers that both of Mr. Koo and Mr. Liu have satisfactorily discharged their duties since their appointments and the election of both of Mr. Koo and Mr. Liu will promote the diversity of the Board in gender, skills and experience and enhance the standards of compliance of the Company. The Board believes that they should be re-elected so that they will continue to bring to the Board their experience and knowledge which are valuable to the Company.

In light of the knowledge, skills, experience and performance of Mr. Koo and Mr. Liu, the Board recommends the Shareholders to re-elect Mr. Koo and Mr. Liu as independent non-executive Directors at the AGM.

Particulars relating to the retiring Directors are set out in Appendix II to this circular.

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 28 November 2025, an ordinary resolution was passed by the Shareholders on granting the existing issue mandate to the Directors.

An ordinary resolution will be proposed at the AGM to revoke the existing issue mandate and to grant to the Directors a fresh Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with, otherwise by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any Shares issued as scrip dividends pursuant to the Memorandum and Articles of Association, additional Shares not exceeding 20% of the issued Shares (excluding treasury shares) at the date of the passing of such resolution. Based on 566,912,566 issued Shares as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with for up to a total of 113,382,513 Shares if the fresh Issue Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 28 November 2025, an ordinary resolution was passed by the Shareholders on granting the existing repurchase mandate to the Directors.

An ordinary resolution will be proposed at the AGM to revoke the existing repurchase mandate and to grant to the Directors a fresh Repurchase Mandate, i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the issued Shares (excluding treasury shares) at the date of passing of such resolution. Based on 566,912,566 issued Shares as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to repurchase up to a maximum of 56,691,256 Shares if the fresh Repurchase Mandate is granted at the AGM.

The fresh Repurchase Mandate, if granted, shall be effective until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and

(c) the passing of an ordinary resolution by the Shareholders at general meeting revoking or varying the authority given to the Directors.

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandates of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the issued Shares (excluding treasury shares) on the date of passing the resolution for approving the Issue Mandate.

RE-APPOINTMENT OF AUDITOR

BDO Limited will retire as the Auditor at the AGM and, being eligible, offer itself for re-appointment. The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint BDO Limited as the Auditor to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the remuneration of the Auditor for the year ending 30 June 2027. The estimated audit fee agreed with BDO Limited for the audit services for the year ending 30 June 2027 is expected to be within the range of HK$585,000 to HK$715,000, which was determined after due consideration and arm's length negotiations between the Company and BDO Limited, taking into account, among other things, historical audit fees, market rates, scope of work, resources required and personnel changes in the audit team, as well as actual audit work performed in the past financial years, and audit schedule. This estimated audit fee range also assumes that there will be no material change in the Group's operations, accounting policies, business size or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit. There will also be taken into consideration adjustments for inflation and alternative settlement arrangements that may affect the final fee range.

The Board considers that the estimated audit fee is commensurate with the scope and requirements of the proposed audit engagement, taking into account the facts and circumstances known as at the Latest Practicable Date, and that the audit related work in respect of the Group for the year ending 30 June 2027 will be performed more efficiently by BDO Limited, which is in the best interests of the Company and the Shareholders as a whole.

Unless there is a material change in the bases and assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 15 to 19 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the re-election of retiring Directors including independent non-executive Director serving more than nine years, the grant of the Issue Mandate and Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate, and the re-appointment of Auditor.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of HKExnews (www.hkexnews.hk) and the Company (www.winfullgroup.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed (i.e. Saturday, 28 November 2026 at 11:30 a.m.) for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholders from attending and voting at the meeting if so wish.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 24 November 2026 to Monday, 30 November 2026 both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending the AGM, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 23 November 2026.

LISTING RULES REQUIREMENT

According to Rule 13.39 of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions set out in the notice of AGM will be taken by way of poll and an announcement will be made after the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that the proposed resolutions set out in the notice of AGM are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Winfull Group Holdings Limited
Pong Wilson Wai San
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were 566,912,566 issued Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to a maximum of 56,691,256 Shares, representing approximately 10% of the issued Shares (excluding treasury shares) as at the Latest Practicable Date during the period up to (i) the conclusion of the next annual general meeting of the Company in 2027; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR THE REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

Under the Listing Rules, the Company will either (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the share issuance mandate in ordinary resolution no. 4 and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with Central Clearing and Settlement System ("CCASS") pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the Memorandum and Articles of Association for such purpose.

4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 30 June 2026, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months and up to the Latest Practicable Date were as follows:

	Share Price (per Share)	
Months	**Highest**	**Lowest**
	HK$	*HK$*
2025		
October	0.188	0.162
November	0.168	0.158
December	0.180	0.150
2026		
January	0.229	0.161
February	0.180	0.170
March	0.174	0.138
April	0.190	0.131
May	0.166	0.147
June	0.161	0.134
July	0.172	0.138
August	0.148	0.132
September	0.153	0.137
October (up to Latest Practicable Date)	0.151	0.138

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their Close Associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

No Core Connected Person of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares when the Repurchase Mandate is approved and exercised.

7. UNDERTAKING OF THE DIRECTORS

The Directors have confirmed that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands, and in accordance with the regulations set out in the Memorandum and Articles of Association. The Directors have also confirmed that neither the explanatory statement set out in Appendix I to this circular nor the proposed share repurchase has unusual features.

8. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, so far as the Directors are aware, the following Shareholders are interested in more than 5% of the Shares then in issue:

Name of Shareholders	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Virtue Partner Group Limited	334,641,966 *(Note 1)*	59.03%	65.59%
Mr. Pong Wilson Wai San ("Mr. Pong")	392,291,566 *(Notes 1 & 2)*	69.20%	76.89%
Ms. Tung Ching Yee Helena ("Mrs. Pong")	392,291,566 *(Note 3)*	69.20%	76.89%

Notes:

1. These Shares are beneficially owned by Virtue Partner Group Limited, a company wholly owned by Mr. Pong.

2. Mr. Pong personally owns 57,649,600 Shares, among which 4,130,000 Shares and 560,000 Shares are the Options granted to him by the Company under the Old Share Option Scheme and the New Share Option Scheme respectively, and deemed to be interested in the 334,641,966 Shares owned by Virtue Partner Group Limited, under SFO.

3. Mrs. Pong is the wife of Mr. Pong and accordingly deemed to be interested in the Shares beneficially owned by Mr. Pong in his own capacity and through his controlled corporation, Virtue Partner Group Limited, under SFO.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as to result in takeover obligation or the public holding of Shares would be reduced below 25% of the issued Shares.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued Shares would be in public hands.

The Directors will not propose to repurchase Shares as would, in the circumstances, result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

9. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

The details of the retiring Directors who will offer themselves for re-election at the AGM, are set out below:

Mr. Koo Fook Sun Louis ("Mr. Koo")

Mr. Koo, aged 70, was appointed as an independent non-executive Director on 23 March 2007. He is also the chairman of the audit committee and a member of the remuneration committee, nomination committee and sustainability committee of the Company. Mr. Koo has more than thirty years of experience in investment banking and professional accounting. He was a managing director and head of the corporate finance department of a major international bank. Mr. Koo graduated with a bachelor's degree in business administration from the University of California at Berkeley. He currently serves as an independent non-executive director of another two companies whose shares are listed on the Main Board of the Stock Exchange, namely Li Ning Company Limited (Stock code: 2331) and Xingda International Holdings Limited (Stock code: 1899).

Mr. Koo has renewed the letter of appointment with the Company for a further term of 1 year commencing on 23 March 2026. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms of his letter of appointment, Mr. Koo is entitled to a remuneration of HK$121,000 per annum which was determined with reference to his duties and responsibilities with the Company.

As at the date hereof, Mr. Koo is interested in 100,000 Shares, all of which are the share options granted to him by the Company under the Old Share Option Scheme. Save as disclosed, Mr. Koo does not have any other interests in the shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Koo does not (i) hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) hold any other positions in the Group; (iii) have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders; and (iv) have other major appointments or professional qualifications.

Save as disclosed above, there is no other matter about Mr. Koo which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules or needs to be brought to the attention of the Shareholders.

Mr. Liu Tsee Ming ("Mr. Liu")

Mr. Liu, aged 50, was appointed as an independent non-executive Director on 27 September 2023. He is also the chairman of the remuneration committee, a member of the nomination committee, audit committee and sustainability committee of the Company. He holds a bachelor degree in business administration from the Rensselaer Polytechnic Institute. After graduation, he has had experience working in the corporate finance department of a major accounting firm, Deloitte Touche Tohmatsu. He has been the executive director and the chairman of Elite Industrial Holdings Limited, a Hong Kong and China based property and industrial conglomerate, since 2000 and 2014, respectively. Mr. Liu has many years of experience in overall strategic planning and management of the property and industrial field.

Mr. Liu is a member of the National Committee of the Chinese People's Political Consultative Conference (14th session) and the Standing Committee of the Shanghai CPPCC Committee (13th and 14th sessions). He holds various senior positions in a number of societies and charity organizations in Hong Kong and China, namely the Executive Vice President of Federation of Hong Kong-Shanghai Associations, Director of Shanghai Overseas Friendship Association, Vice President of Hong Kong-Shanghai Youth Associations, Vice President of Dongguan Association of Enterprises with Foreign Investment, Chief President of the Women's Associations of Outlying Islands, member of New Territories Regional Advisory Committee, Hospital Authority and member of the Investment Advisory Committee of Hong Kong Customs Children's Education Trust Fund. He is also the honorary member of Hong Kong Baptist University Court, visiting professor of Shenzhen University and a director of Zhejiang University Education Foundation etc.

Mr. Liu has renewed the letter of appointment with the Company for a further term of 1 year commencing on 27 September 2026. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms of his letter of appointment, Mr. Liu is entitled to a remuneration of HK$100,000 per annum which was determined with reference to his duties and responsibilities with the Company.

As at the date hereof, Mr. Liu does not have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu does not (i) hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) hold any other positions in the Group; (iii) have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders; and (iv) have other major appointments or professional qualifications.

Save as disclosed above, there is no other matter about Mr. Liu which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules or needs to be brought to the attention of the Shareholders.

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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Winfull Group Holdings Limited (the "Company") will be held at 7/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Monday, 30 November 2026 at 11:30 a.m. (the "AGM") to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and the auditor of the Company for the year ended 30 June 2026;

2. (a) To re-elect Mr. Koo Fook Sun Louis as an independent non-executive Director;

   (b) To re-elect Mr. Liu Tsee Ming as an independent non-executive Director;

   (c) To authorise the board of Directors (the "Board") to fix the remuneration of the Directors;

3. To re-appoint BDO Limited as the Company's auditor and to authorise the Board to fix its remuneration.

To consider, as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. "**THAT**:

   (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);

(c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company adopted on 1 November 2011 or the share option scheme of the Company adopted on 26 November 2021; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares, shall not exceed the aggregate of:

(aa) 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution; and

(bb) the aggregate number of any shares of the Company repurchased by the Company (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) subsequent to the passing of this resolution up to a maximum equivalent to 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution,

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act (as revised) of the Cayman Islands (the "Companies Act"), or any other applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company at general meeting revoking or varying the authority given to the Directors by this resolution;

(e) any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of the Listing Rules and applicable laws and regulations;

"Rights Issue" means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

5. "**THAT**:

(a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the issued shares of the Company on the Stock Exchange or any other stock exchange on which the shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the total number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution, "Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act, or any other applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company at general meeting revoking or varying the authority given to the Directors by this resolution."

6. "**THAT** conditional upon resolutions nos. 4 and 5 above being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution no. 4 above be and hereby extended by the addition to the total number of shares of the Company which may be allotted by the Directors pursuant to such general mandate of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as in issue at the date of passing of this resolution."

By order of the Board of
Winfull Group Holdings Limited
Pong Wilson Wai San
Chairman

Hong Kong, 27 October 2026

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong:
Unit A, 6/F.
9 Queen's Road Central
Hong Kong

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his or her behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed (i.e. Saturday, 28 November 2026 at 11:30 a.m.) for holding the meeting or any adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he or she so wish and in such event, the form of proxy will be deemed to be revoked.

3. The register of members of the Company will be closed from Tuesday, 24 November 2026 to Monday, 30 November 2026 both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending the AGM, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 23 November 2026.

4. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the directors of the Company a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The directors of the Company have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option schemes of the Company adopted on 1 November 2011 and 26 November 2021 or any scrip dividend scheme which may be approved by shareholders of the Company.

5. In relation to proposed resolution no. 5 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of which this notice forms part.

6. If Typhoon Signal No. 8 or above, "extreme conditions" caused by super typhoons or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the Company will post an announcement on the websites of the Company at www.winfullgroup.hk and the Stock Exchange at www.hkexnews.hk to notify members of any updates.