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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)*

DISCLOSEABLE TRANSACTION DISPOSAL OF PROPERTY

THE DISPOSAL

On 4 February 2026, the Vendor, an indirectly wholly-owned subsidiary of the Company, entered into the SPA with the Purchaser and the Agent, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase, the Property at the consideration of JPY280,000,000 (equivalent to approximately HK\$14,140,000).

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios calculated by reference to Rule 14.07 of the Listing Rules in respect of the Disposal exceeds 5% but is less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

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SALE AND PURCHASE AGREEMENT

The principal terms of the SPA are set out below:

Date: 4 February 2026

Parties: Vendor: Wealth Tool Limited, an indirectly wholly-owned subsidiary of the Company.

Purchaser: Mr. Lee Kok Kwan and Ms. Rosemary Yvonne Fong.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, the Purchaser are third parties independent of the Company and are not connected persons of the Company.

Agent: Niseko Real Estate KK, a company incorporated in Japan with limited liability and engages in property agency services in Japan.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, the Agent and its ultimate beneficial owner(s) are third parties independent of the Company and are not connected persons of the Company.

Property: The Property is located at Skye Niseko A707-708, 204-7 Aza-Yamada, Kutchan-cho, Abuta-gun, Hokkaido, Japan, with a gross floor area of approximately 127.56 sq. m.

Consideration: The consideration is JPY280,000,000 (equivalent to approximately HK\$14,140,000) and is payable by the Purchaser in the following manner:

- (i) a deposit of JPY56,000,000 (equivalent to approximately HK\$2,828,000) shall be paid on 9 February 2026;
- (ii) the balance of JPY224,000,00 (equivalent to approximately HK\$11,312,000) shall be paid upon completion of the Disposal.

The consideration was determined on the basis of normal commercial terms and after arm's length negotiation between the Vendor and the Purchaser with reference to the valuation of the Property as at 30 June 2025 of JPY271,000,000 (equivalent to approximately HK\$13,686,000) conducted by an independent property valuer and the prevailing market value of comparable properties in nearby locations.

Completion: Completion of the Disposal shall take place on or before 31 March 2026.

FINANCIAL EFFECTS OF THE DISPOSAL AND PROPOSED USE OF PROCEEDS

The carrying amount of the Property as at 30 June 2025 was JPY271,000,000 (equivalent to approximately HK\$13,686,000). The Property was acquired by the Vendor in September 2018 at the consideration of approximately JPY229,805,000 (equivalent to approximately HK\$11,605,000). Based on the consideration of JPY280,000,000 (equivalent to approximately HK\$14,140,000), the associated estimated direct cost and other relevant expenses of approximately JPY28,934,000 (equivalent to approximately HK\$1,461,000) and the carry amount of the Property as at 30 June 2025, the Group is expected to record a loss on the Disposal of approximately JPY19,934,000 (equivalent to approximately HK\$1,007,000) for the year ending 30 June 2026. The exact amount of the gain/loss on the Disposal to be recorded in the consolidated financial statements of the Group for the year ending 30 June 2026 is subject to audit. It will be calculated based on the carrying amount of the Property as at the date of the SPA of the Disposal, net of any expenses incidental to the Disposal, and therefore may differ from the estimated amount of loss set out above. Regarding the total financial effects of the Disposal based on the acquisition cost of the Property of approximately JPY229,805,000 (equivalent to approximately HK\$11,605,000), the Group is expected to record a gain on the Disposal of approximately JPY21,261,000 (equivalent to approximately HK\$1,074,000).

The loss of the Vendor (which principal business is holding and leasing of the Property) for each of the year ended 30 June 2025 and 30 June 2024 according to the audited financial statements of the Vendor are set out below:

	For the year ended 30 June	
	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(approximately)</i>	<i>(approximately)</i>
(a) Loss before income tax	601	1,929
(b) Loss after income tax	601	1,929

The net proceeds from the Disposal of approximately JPY251,066,000 (equivalent to approximately HK\$12,679,000) are intended to be applied as general working capital of the Group.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Company is an investment holding company and is the holding company of the Group. The Group is principally engaged in the business of investment, trading and development of properties and securities investment and trading. The Vendor is an indirectly wholly-owned subsidiary of the Company and is principally engaged in the business of property investment in Japan.

The Directors undertake strategic review of the Group's assets from time to time with a view to maximising returns to the Shareholders. Having regard to the prevailing market conditions and the performance of the Property, the Directors are of the view that the Disposal represents a good opportunity for the Group to realise its investment in the Property to enable it to deploy its resources in a more efficient manner.

The Directors are of the view that the terms of the Disposal, which have been agreed after arm's length negotiations, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios calculated by reference to Rule 14.07 of the Listing Rules in respect of the Disposal exceeds 5% but is less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Agent”	Niseko Real Estate KK, a company incorporated in Japan with limited liability and engages in property agency services in Japan
“Board”	the board of the Directors
“Company”	Winfull Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability which shares are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Property pursuant to the SPA
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Property”	service apartments located at Skye Niseko A707-708, 204-7 Aza-Yamada, Kutchan-cho, Abuta-gun, Hokkaido, Japan, with a gross floor area of approximately 127.56 sq. m., owned by the Vendor
“Purchaser”	Mr. Lee Kok Kwan and Ms. Rosemary Yvonne Fong
“Shareholder(s)”	shareholder(s) of the Company
“SPA”	the sale and purchase agreement, dated 4 February 2026, entered into between the Vendor, the Purchaser and the Agent in relation to the sale and purchase of the Property
“sq. m.”	square meter
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Wealth Tool Limited, a company incorporated in British Virgin Islands with limited liability and an indirectly wholly-owned subsidiary of the Company
“%”	per cent

In this announcement, amounts in JPY are translated to HK\$ on the basis of JPY1.00 = HK\$0.0505. The conversion rate is for illustration purposes only and should not be taken as a representation that JPY could actually be converted into HK\$ at such rate or at all.

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

Hong Kong, 4 February 2026

As at the date of this announcement, the Company’s executive directors are Mr. Pong Wilson Wai San and Mr. Lee Wing Yin and the Company’s independent non-executive directors are Mr. Koo Fook Sun, Louis, Ms. Yeung Wing Yan, Wendy and Mr. Liu Tsee Ming respectively.