
IMPORTANT

If you are in any doubt about this supplemental circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Winfoong International Limited, you should at once hand this supplemental circular, together with the enclosed revised form of proxy, to the purchaser or the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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WINFOONG INTERNATIONAL LIMITED

(榮豐國際有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock code: 63)

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 15 APRIL 2011
RELATING TO
(1) GENERAL MANDATES TO REPURCHASE SHARES;
(2) RE-ELECTION AND APPOINTMENT OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular to the shareholders of the Company (“**Shareholders**”) dated 15 April 2011 (“**Circular**”).

The notice convening the annual general meeting of the Company to be held at 12:00 noon on 24 May 2011 at Room 3201, 9 Queen’s Road Central, Hong Kong (“**Annual General Meeting**”) was set out in the annual report of the Company for the year ended 31 December 2010 (“2010 Annual Report”), which was despatched to the Shareholders together with the Circular. A supplemental notice of the Annual General Meeting is set out on page 4 of this supplemental circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed revised form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting to the office of the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the revised form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

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LETTER FROM THE BOARD



WINFOONG INTERNATIONAL LIMITED

(榮豐國際有限公司*)

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(Stock code: 63)

Executive directors:

Cheong Pin Chuan, Patrick
(Chairman and Managing Director)
Cheong Kim Pong
Cheong Sim Eng

Principal place of business in Hong Kong:

Room 3201
9 Queen's Road Central
Hong Kong

Independent non-executive directors:

Lai Hing Chiu, Dominic
Chan Yee Hoi, Robert
Leung Wing Ning

Non-executive director:

Lim Ghee

4 May 2011

Dear Shareholders,

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 15 APRIL 2011
RELATING TO
(1) GENERAL MANDATES TO REPURCHASE SHARES;
(2) RE-ELECTION AND APPOINTMENT OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the Circular, which contains details of, among other matters, the re-election of Directors. Unless otherwise defined in this supplemental circular, terms used herein shall have the same meanings as those defined in the Circular.

Reference is made to the notice of Annual General Meeting as set out in the 2010 Annual Report and the Circular. The Directors have received a notice from Hong Fok Corporation Limited, a Shareholder, on 21 April 2011 to propose Mr. Kwik Sam Aik ("Mr.

* For identification purpose only

LETTER FROM THE BOARD

Kwik”) for appointment as an independent non-executive Director at the Annual General Meeting. A resolution will be proposed at the Annual General Meeting to appoint Mr. Kwik as a Director.

PARTICULARS OF MR. KWIK SAM AIK

Set out below are the brief biographical and other details of Mr. Kwik for you to make decision on whether to vote for or against the resolution to appoint Mr. Kwik as a Director.

Mr. Kwik Sam Aik, aged 59, graduated from the University of Singapore with a Bachelor of Accountancy. He has held various senior positions with international banks in Hong Kong, Singapore and China. He has more than 25 years of experience in banking, covering different areas including commercial and international banking, corporate and investment banking and capital markets.

As at 28 April 2011, being the latest practicable date prior to the printing of this supplemental circular, (a) Mr. Kwik has not held any directorship in other listed public companies in the last three years and has not held any position in the Company or its subsidiaries; (b) Mr. Kwik did not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company and; (c) Mr. Kwik did not have any interest in the shares of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Mr. Kwik will not enter into any service contract with the Company or be appointed for a specific term though he will be subject to retirement by rotation and re-election in accordance with the Bye-Laws. Mr. Kwik will be entitled to director’s fee to be determined with reference to his duties and responsibilities with the Company.

Mr. Kwik confirms that save as disclosed above, there is no other information relating to his proposed appointment which needs to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules. Further, there are no other matters which need to be brought to the attention of the Shareholders.

REVISED PROXY FORM

Since the form of proxy (“**Proxy Form**”) sent together with the Circular does not contain the resolution for the proposed appointment of Mr. Kwik as Director as set out in this supplemental circular, a new form of proxy (“**Revised Proxy Form**”) has been prepared and is enclosed with this supplemental circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the Revised Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (“**Proxy Closing Time**”).

LETTER FROM THE BOARD

A Shareholder who has not yet lodged the Proxy Form with the Company's branch registrar in Hong Kong is requested to lodge the Revised Proxy Form if he or she wishes to appoint proxies to attend the Annual General Meeting on his or her behalf. In this case, the Proxy Form should **NOT** be lodged with the Company's branch registrar in Hong Kong.

Shareholders should note that:

- (i) If no Proxy Form is lodged with the Company's branch registrar in Hong Kong and the Revised Proxy Form is lodged with the Company's branch registrar at or prior to the Proxy Closing Time, the Revised Proxy Form, if correctly completed and signed, will be treated as a valid form of proxy lodged by him or her. The proxy so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the Annual General Meeting in addition to those set out in the supplemental notice of the Annual General Meeting.
- (ii) If both the Proxy Form and the Revised Proxy Form, in each case, correctly completed and signed, are lodged with the Company's branch registrar in Hong Kong at or prior to the Proxy Closing Time, the Revised Proxy Form will be treated as a valid form of proxy lodged by the relevant Shareholder.
- (iii) If the Proxy Form has already been lodged with the Company's branch registrar in Hong Kong at or prior to the Proxy Closing Time but no Revised Proxy Form is lodged with the Company's branch registrar at or prior to the Proxy Closing Time or if the Revised Proxy Form is lodged with the Company's branch registrar after the Proxy Closing Time or if the Revised Proxy Form is invalid for whatever reasons, the Proxy Form will be treated as valid form of proxy if correctly completed and signed. The proxy so appointed under the Proxy Form will be entitled to vote at his or her discretion or to abstain at the Annual General Meeting on resolution no. 2(c) as set out in the supplemental notice of the Annual General Meeting.

Shareholders are reminded that completion and delivery of the Proxy Form and/or the Revised Proxy Form will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or at any adjourned meeting should they so wish.

Yours faithfully,
Cheong Pin Chuan, Patrick
Chairman

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting of Winfoong International Limited (“**Company**”) dated 15 April 2011 which sets out the resolutions to be considered by the shareholders of the Company at the annual general meeting to be held at 12:00 noon on 24 May 2011 at Room 3201, 9 Queen’s Road Central, Hong Kong.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the original resolution number 2 be deleted in its entirety and be substituted with the following resolution:

- “2. (a) To re-elect Mr. Cheong Sim Eng as director of the Company (“**Director**”).
- (b) To appoint Ms. Cheong Hooi Kheng as Director.
- (c) To appoint Mr. Kwik Sam Aik as Director.
- (d) To authorise the Directors to fix their remuneration.”

Yours faithfully
Cheong Pin Chuan, Patrick
Chairman

Hong Kong, 4 May 2011

As at the date of this supplemental notice, the board of directors of the Company comprises (i) three executive directors, namely Messrs. Cheong Pin Chuan, Patrick, Cheong Kim Pong and Cheong Sim Eng and; (ii) one non-executive director namely Mdm. Lim Ghee; and (iii) three independent non-executive directors, namely Messrs. Lai Hing Chiu, Dominic, Chan Yee Hoi, Robert and Leung Wing Ning.

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