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WINFOONG INTERNATIONAL LIMITED

(榮 豐 國 際 有 限 公 司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 63)

PROPOSED CHANGE OF AUDITOR AND PROPOSED AMENDMENTS TO THE BYE-LAWS

The Board announces that CCIF will retire as the auditor of the Company with effect from the close of the Annual General Meeting. The Board has resolved to propose the appointment of Crowe Horwath (HK) as the new auditor of the Company and accordingly, an ordinary resolution will be submitted for approval by the shareholders of the Company at the Annual General Meeting to appoint Crowe Horwath (HK) as the new auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

Further, the Board intends to propose a special resolution at the Annual General Meeting to amend the Bye-laws.

A circular containing, among other matters, the proposed change of auditor, particulars of the proposed amendments to the Bye-laws and a notice of the Annual General Meeting together with the related proxy form will be despatched to the shareholders of the Company as soon as practicable.

This announcement is made by Winfoong International Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) announces that resolutions will be proposed at the annual general meeting of the Company to be held on 7 June 2012 (the “**Annual General Meeting**”) to approve, inter alia, the proposed change of auditor of the Company and the proposed amendments to the bye-laws of the Company (the “**Bye-laws**”).

PROPOSED CHANGE OF AUDITOR

The Board announces that CCIF CPA Limited (“**CCIF**”) will retire as the auditor of the Company from the close of the Annual General Meeting.

CCIF had merged its business with PCP CPA Limited in October 2009 by forming a new entity Crowe Horwath (HK) CPA Limited (“**Crowe Horwath (HK)**”). The Board considers that it is in the best interests of the Company and the shareholders of the Company as a whole if the auditor is able to continue to serve the Company under the more internationally renowned name of Crowe Horwath (HK), a member of Crowe Horwath International. Therefore, an ordinary resolution will be proposed at the Annual General Meeting to appoint Crowe Horwath (HK) as the new auditor of the Company to fill the vacancy following the retirement of CCIF and to hold office until the conclusion of the next annual general meeting of the Company.

Both CCIF and Crowe Horwath (HK) have confirmed that there is no matter that needs to be brought to the attention of the shareholders and the creditors of the Company in connection with their respective retirement and appointment as the auditor of the Company.

AMENDMENTS TO THE BYE-LAWS

The Board proposes to seek the approval of the shareholders of the Company at the Annual General Meeting for certain amendments to the existing Bye-laws so as to bring the constitution of the Company in line with certain recent amendments made to the Listing Rules and the Companies Act 1981 of Bermuda and to incorporate certain housekeeping amendments.

Conditions of the Amendments to the Bye-laws

The amendments to the Bye-laws is subject to the approval of the shareholders of the Company by way of passing a special resolution at the Annual General Meeting and shall come into effect upon the passing of such special resolution at the Annual General Meeting.

GENERAL

A circular containing, among other matters, the proposed change of auditor, particulars of the proposed amendments to the Bye-laws and a notice of the Annual General Meeting together with the related proxy form will be despatched to the shareholders of the Company as soon as practicable.

By order of the Board
Winfoong International Limited
Cheong Pin Chuan, Patrick
Chairman

Hong Kong, 25 April 2012

As at the date of this announcement, the Board comprises (i) four executive directors, namely Messrs. Cheong Pin Chuan, Patrick, Cheong Kim Pong and Cheong Sim Eng and Ms. Cheong Hooi Kheng and; (ii) three independent non-executive directors, namely Messrs. Chan Yee Hoi, Robert, Leung Wing Ning and Kwik Sam Aik.

* *For identification purposes only*