

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



WINFOONG INTERNATIONAL LIMITED

(榮 豐 國 際 有 限 公 司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 63)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at 12:15 p.m. on 7 June 2012 at Room 3201, 9 Queen's Road Central, Hong Kong for the following purposes:

- (1) To receive and consider the statement of accounts and the reports of the directors and the auditors for the year ended 31 December 2011.
- (2) To re-elect the retiring directors and to fix the remuneration of the directors of the Company.
- (3) To appoint auditors and to authorise the board of directors to fix their remuneration.
- (4) To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions ("Ordinary Resolutions"):

ORDINARY RESOLUTIONS

A. **"THAT** there be granted to the directors of the Company an unconditional general mandate to repurchase shares of HK\$0.05 each in the capital of the Company and that the exercise by the directors of the Company of all powers of the Company to purchase shares of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, be and are hereby generally and unconditionally approved, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined);

(b) the aggregate nominal amount of share capital of the Company to be purchased by the directors of the Company during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution;

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the date of passing this Resolution until whichever is the earlier 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 bye-laws of the Company or any applicable laws of Bermuda to be held; and

(iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

B. “**THAT** there be granted to the directors of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options including warrants, bonds and debentures convertible into shares in respect thereof, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined) save that the directors of the Company may during the Relevant Period make or grant offers, agreements and options including warrants, bonds and debentures convertible into shares which might require the exercise of such powers after the end of the Relevant Period;

(b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally, to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to sub-paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any issue of shares in the Company under any option scheme or similar arrangement 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 shares; and (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company in force from time to time; shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company in issue on the date of passing this Resolution and the approval granted shall be limited accordingly; and

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the date of passing this Resolution until whichever is the earlier 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 bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

C. “**THAT** conditional upon the passing of the Resolutions Nos. A and B above, the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and in accordance with the Resolution No. A above shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the Resolution No. B above.”

(5) To consider and, if thought fit, pass, with or without amendments, the following resolution as a Special Resolution:

SPECIAL RESOLUTION

“**THAT** the bye-laws of the Company be and are hereby amended in the following manner:–

(a) Bye-law 1

For the definition of “clearing house”, by deleting the words “a recognised clearing house within the meaning of Section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong or” in the existing definition.

(b) Bye-law 3(3)

By deleting the existing Bye-law 3(3) in its entirety and substituting the same with the following as the new Bye-law 3(3):

“3(3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

(c) Bye-law 44

By deleting the words “on every” in the second line of the existing Bye-law 44 after the words “between 10 a.m. and 12 noon” and replacing the same with the word “during” in substitution therefor and by deleting the word “day” in the second line of the existing Bye-law 44 after the word “business” and replacing the same with the word “hours” in substitution therefor.

(d) Bye-law 46

By adding the following words after the words “or any of his shares” in the first line of the existing Bye-law 46:

“in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or”.

(e) Bye-law 51

(i) By deleting the words “an appointed newspaper and, where applicable,” in the second line of the existing Bye-law 51 after the words “has been given by advertisement in”.

(ii) By deleting the word “other” in the second line of the existing Bye-law 51 after the word “any”.

(iii) By deleting the word “and,” in the third line of the existing Bye-law 51 after the word “newspapers”.

(f) Bye-law 66

By deleting the existing Bye-law 66 in its entirety and substituting the same with the following as the new Bye-law 66:

“66.(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a representative duly authorised under Section 78 of the Act), or by proxy shall have

one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
 - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
 - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member. ”

(g) Bye-law 67

- (i) By deleting the words “Unless a poll is duly demanded and the demand is not withdrawn” in the first line of the existing Bye-law 67 at the beginning and replacing the same with the words “Where a resolution is voted on by a show of hands” in substitution thereof.

- (ii) By deleting the word “fact” in the fifth line of the existing Bye-law 67 after the words “evidence of the” and replacing the same with the word “facts” in substitution therefor.
- (iii) By adding the following sentence after the words “against the resolution.” in the last line of the existing Bye-law 67:

“The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

(h) Bye-law 84(2)

By adding the following words after the words “the clearing house (or its nominee)” in the last line of the existing Bye-law 84(2):

“including, where a show of hands is allowed, the right to vote individually on a show of hands”.

(i) Bye-law 86(2)

- (i) By deleting the words “subject to authorisation by the Members in general meeting,” in the second and third lines of the existing Bye-law 86(2) after the words “vacancy on the Board or,”.

- (ii) By deleting the word “so” in the fifth line of the existing Bye-law 86(2) after the words “Any Director”.

- (iii) By adding the following words after the words “appointed by the” in the fifth line of the existing Bye-law 86(2):

“Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing”.

- (iv) By deleting the words “at that meeting” in the last line of the existing Bye-law 86(2) after the words “eligible for re-election”.

(j) Bye-law 87(1)

By deleting the existing Bye-law 87(1) in its entirety and substituting the same with the following as the new Bye-law 87(1):

“87(1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.”

(k) Bye-law 88

By deleting the existing Bye-law 88 in its entirety and substituting the same with the following as the new Bye-law 88:

“88 No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

(l) Bye-law 132(3)

By deleting the words “on every” in the second line of the existing Bye-law 132(3) after the words “between 10:00 a.m. and 12:00 noon” and replacing the same with the word “during” in substitution therefor and by deleting the word “day” in the last line of the existing Bye-law 132(3) after the word “business” and replacing the same with the word “hours” in substitution therefor.

(m) Bye-laws 138

- (i) By deleting the words “the aggregate of” in the third line of the existing Bye-law 138 after the words “thereby become less than”.
- (ii) By deleting the words “and its issued share capital and share premium accounts” in the third and last lines of the existing Bye-law 138 after the words “its liabilities”.

(n) Bye-laws 154(2)

- (i) By deleting the words “a retiring” in the first line of the existing Bye-law 154(2) after the words “a person, other than” and replacing the same with the words “an incumbent” in substitution therefor.
- (ii) By deleting the words “fourteen (14)” in the fourth line of the existing Bye-law 154(2) after the words “has been given not less than” and replacing the same with the words “twenty-one (21)” in substitution therefor.
- (iii) By deleting the word “retiring ” in the last line of the existing Bye-law 154(2) after the words “any such notice to the” and replacing the same with the word “incumbent” in substitution therefor.

(o) Bye-laws 159

By deleting the word “so” in the twelve line of the existing Bye-law 159 after the word “If” and replacing the same with the words “the auditing standards of a country or jurisdiction other than Bermuda are used” in substitution therefor.

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

Hong Kong, 30 April 2012

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Concerning Resolution No. (4)B above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company but approval is being sought from the members as a general mandate for the purpose of the Rules Governing the Listing of Securities on the Stock Exchange (“the Listing Rules”).
3. The register of members of the Company will be closed from 5 June 2012 to 7 June 2012, both days inclusive, for the purpose of establishing entitlement of shareholders to vote at the meeting. During this period, no transfer of shares will be effected. All transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 4 June 2012.
4. Pursuant to Rule 13.39(4) of the Listing Rules, at any general meeting, a resolution put to the vote of the meeting must be taken by poll.
5. In accordance with Bye-law 87(1) of the Company, Messrs. Cheong Kim Pong, Chan Yee Hoi, Robert and Leung Wing Ning will retire by rotation and, being eligible, will offer themselves for re-election.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this statement, 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; (ii) three independent non-executive directors, namely Messrs. Chan Yee Hoi, Robert, Leung Wing Ning and Kwik Sam Aik.

* *For identification purposes only*