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## **WINFOONG INTERNATIONAL LIMITED**

**( 榮豐國際有限公司 ) \***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 63)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

This announcement is made by Winfoong International Limited (the “**Company**”) pursuant to Rule 3.8 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the joint announcement of the Company and HK Guoxin Investment Group Limited (the “**Offeror**”) dated 6 October 2015 (“**Joint Announcement**”) in relation to, among other things, the Offers. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

### **UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY IN ISSUE**

The Board wishes to announce that on 4 November 2015, a total of 3,000,000 Options granted under the employee share option scheme adopted by the Company on 25 June 2013 were exercised at the exercise price of HK\$0.1168 per Share and a total of 3,000,000 new Shares were allotted and issued.

As at the date of this announcement (after the allotment and issuance of the new Shares as described above), the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company comprised (i) 2,665,902,084 Shares in issue; and (ii) 153,200,000 outstanding share options with rights to subscribe for a total of 153,200,000 Shares. Save as aforementioned, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

### **DEALING DISCLOSURE**

Associates (including a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company are hereby reminded to disclose

their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

**Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.**

By Order of the Board of  
**Winfoong International Limited**  
**Cheong Pin Chuan, Patrick**  
*Joint Chairman and Joint Managing Director*

Hong Kong, 4 November 2015

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

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

\* For identification purpose only