

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.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase, or subscribe for the securities of the Company.



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 composite offer and response document dated 6 November 2015 (the “**Composite Document**”) jointly issued by the Company and HK Guoxin Investment Group Limited 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 Composite Document.

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

The Board wishes to announce that on 13 November 2015, a total of 10,000,000 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 10,000,000 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 Company has a total issued share capital of 2,819,102,084 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, 13 November 2015

As at the date of this announcement, the Board comprises (i) six executive Directors, namely Mr. Cheong Pin Chuan, Patrick, Mr. Cheong Sim Eng, Ms. Cheong Hooi Kheng, Mr. Chen Meng, Mr. Mak Tin Sang and Mr. Yuan Li Min; (ii) one non-executive Director, namely Mr. Li Feng Mao and (iii) six independent non-executive Directors, namely Mr. Chan Yee Hoi, Robert, Mr. Kwik Sam Aik, Mr. Leung Wing Ning, Mr. Leung Po Hon, Mr. Li Jing Bo and Mr. Shigeki Tanaka.

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