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## WINFOONG INTERNATIONAL LIMITED

( 榮豐國際有限公司 ) \*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 63)

### UPDATE ON RESTORATION OF PUBLIC FLOAT

Reference is made to the announcement dated 27 November 2015 jointly issued by the Company and HK Guoxin Investment Group Limited (the “**Offeror**”) in relation to, among others, the public float of the Company (the “**Joint Announcement**”). Unless otherwise defined, capitalized terms used herein have the same meanings as those used in the Joint Announcement.

As set out in the Joint Announcement, immediately after the close of the Offers, 395,985,349 Shares, representing approximately 14.05% of the issued ordinary share capital of the Company, are held by the public (within the meaning under the Listing Rules). Accordingly, the Company cannot fulfil the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules. In this connection, subsequent to the close of the Offers, the Offeror has entered into the Placing Agreement with Get Nice Securities, as a placing agent, to place down Shares to the Potential Placee(s).

The Company has been informed by Get Nice Securities that it has entered into a legally binding placing letter (the “**Placing Letter**”) with an independent third party not connected with the Company or its connected person (the “**Placee**”) on 27 November 2015 after trading hours in respect of the 1st Stage Placing, pursuant to which Get Nice Securities has agreed to procure the sale of and the Placee has unconditionally and irrevocably committed to the purchase of 80,000,000 Shares (the “**1st Stage Placing Shares**”) at the price of HK\$0.3619 per Share, which is equal to the Offer Price of HK\$0.3619 per Offer Share (the “**1st Stage Placing Down**”). The 1st Stage Placing Shares represent approximately 2.84% of the issued ordinary share capital of the Company as at the date of this announcement. Following completion of the 1st Stage Placing Down, the public (within the meaning under the Listing Rules) will hold more than 15% of the issued ordinary share capital of the Company.

The Company has been informed by Get Nice Securities that the Placee has paid the consideration for the 1st Stage Placing Shares and the related fees and duties payable by the Placee to an account held with Get Nice Securities upon the entering into of the Placing Letter.

Since Get Nice Securities and the Placee could not effect a cross-trade on the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited after trading hours on Friday, 27 November 2015, the earliest possible date to effect the transfer of the 1st Stage Placing Shares is Monday, 30 November 2015 in the morning when trading in the Shares begins. The Company is informed that as between the Offeror and the Placee, it is agreed that the beneficial interest in the 1st Stage Placing Shares has passed in the circumstances pending completion of the transfer.

Upon completion of the 1st Stage Placing Down, a total of 475,985,349 Shares will be held by the public (within the meaning under the Listing Rules), representing approximately 16.88% of the issued ordinary share capital of the Company, and the Offeror and parties acting in concert with it will have reduced their shareholdings to 2,342,395,735 Shares, representing approximately 83.09% of the issued ordinary share capital of the Company.

As set out in the Joint Announcement, pursuant to the Placing Agreement, the Offeror and Get Nice Securities will continue to place down Shares to independent parties not connected with the Company or its connected person in the 2nd Stage Placing such that the Company will restore the minimum public float as required under Rule 8.08(1)(a) of the Listing Rules as early as practicable and in any event before the end of the Waiver Period. Further announcement(s) will be made by the Company regarding the restoration of public float as and when appropriate.

By order of the Board  
**Winfoong International Limited**  
**Mak Tin Sang**  
*Executive Director*

Hong Kong, 29 November 2015

*As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. Chen Meng, Mr. Mak Tin Sang and Mr. Yuan Li Min; and (ii) one non-executive Director, namely Mr. Li Feng Mao and (iii) three independent non-executive Directors, namely Mr. Leung Po Hon, Mr. Li Jing Bo and Mr. Shigeki Tanaka.*

\* *For identification purpose only*