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WINFOONG INTERNATIONAL LIMITED

(榮豐國際有限公司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 63)

RESTORATION OF PUBLIC FLOAT

Reference is made to (i) the joint announcement dated 27 November 2015 issued by Winfoong International Limited (the “**Company**”) and HK Guoxin Investment Group Limited (the “**Offeror**”) in relation to, among other things, the close of the Offers, the results of the Offers and the status of the public float; and (ii) the announcements of the Company dated 29 November 2015 and 4 December 2015 in relation to the update on restoration of public float and the Waiver granted to the Company by the Stock Exchange respectively (collectively, the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as defined in the Announcements unless the context requires otherwise.

COMPLETION OF THE PLACING

As set out in the Announcements, immediately after the close of the Offers, the Company could not satisfy the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules. In this connection, the Company had applied to the Stock Exchange for the Waiver which was then granted to the Company on 3 December 2015. Furthermore, subsequent to the close of the Offers, the Offeror had entered into the Placing Agreement with Get Nice Securities, as a placing agent, to procure the Placing of an aggregate of 310,000,000 Shares (the “**Placing Shares**”) to the Potential Placee(s).

As further set out in the Announcements, the 1st Stage Placing Shares, representing approximately 2.84% of the issued ordinary share capital of the Company, were placed to an independent third party not connected with the Company or its connected person and immediately after completion of the 1st Stage Placing Down (the “**1st Stage Completion**”), 476,706,349 Shares were held by the public (within the meaning under the Listing Rules), representing approximately 16.91% of the issued ordinary share capital of the Company as at the date of the 1st Stage Completion.

On 14 December 2015, the Company has been informed by Get Nice Securities that it has completed the Placing of the Placing Shares to not less than six placees who are independent third parties not connected with the Company or its connected person (the “**Placees**”) at the price of HK\$0.3619 per Share, which is equal to the Offer Price of HK\$0.3619 per Offer Share. To the best of the knowledge, information

and belief of the Company, none of the Placees has become a substantial Shareholder immediately upon completion of the Placing. The 310,000,000 Placing Shares represent approximately 11.00% of the issued share capital of the Company as at the date of this announcement.

RESTORATION OF PUBLIC FLOAT

Immediately upon completion of the Placing, 706,706,349 Shares are held by the public (within the meaning under the Listing Rules), representing approximately 25.07% of the issued ordinary share capital of the Company as at the date of this announcement. Accordingly, the public float of the Company has been restored in compliance with Rule 8.08(1)(a) of the Listing Rules with effect from the date of completion of the Placing.

The following is a summary of the shareholding structure of the Company (i) immediately after the 1st Stage Completion but before completion of the Placing; and (ii) immediately after completion of the Placing:

	Immediately after the 1st Stage Completion but before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>Approximately %</i>	<i>Number of Shares</i>	<i>Approximately %</i>
The Offeror and parties acting in concert with it	2,342,395,735	83.09	2,112,395,735	74.93
Public Shareholders				
The Placees	80,000,000	2.84	310,000,000	11.00
Other public Shareholders	396,706,349	14.07	396,706,349	14.07
Subtotal	476,706,349	16.91	706,706,349	25.07
Total	<u>2,819,102,084</u>	<u>100.00</u>	<u>2,819,102,084</u>	<u>100.00</u>

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

Hong Kong, 14 December 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; (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