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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 Boardroom 3-4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 27 May 2016 at 10:00 a.m. for the following purposes:

- (1) To receive and consider the statement of accounts and the reports of the directors and the auditor for the year ended 31 December 2015.
- (2) To re-elect the retiring directors and to authorise the board of directors to fix the remuneration of the directors of the Company.
- (3) To re-appoint auditor and to authorise the board of directors to fix their remuneration.

To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions (“Ordinary Resolutions”):

ORDINARY RESOLUTIONS

- (4)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.”

(4)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).”

- (4)C. “**THAT** conditional upon the passing of the Resolutions Nos. (4)A and (4)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. (4)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. (4)B above.”
- (4)D. “**THAT** pursuant to the terms of the share option scheme of the Company (the “Share Option Scheme”) adopted by the Company pursuant to an ordinary resolution passed on 25 June 2013, approval be and is hereby generally and unconditionally granted for “refreshing” the 10% general scheme limit provided that (i) the total number of shares of HK\$0.05 each in the capital of the Company which may be issued upon the exercise of all options to be granted under the Share Option Scheme under the limit as “refreshed” hereby shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and (ii) options previously granted under the Share Option Scheme (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme) shall not be counted for the purpose of calculating the general scheme limit as ‘refreshed’ hereby.”
- (5)A. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$150,000,000 divided into 3,000,000,000 shares of the Company of HK\$0.05 each to HK\$1,000,000,000 divided into 20,000,000,000 shares of HK\$0.05 each by the creation of an additional 17,000,000,000 shares of HK\$0.05 each.”

- B. “**THAT** any one of the directors, secretary or assistant secretary of the Company be and is hereby authorised to prepare and execute all documents and to do all such other things as he/she may in his/her sole discretion consider to be necessary on behalf of the Company to give effect to the resolution set out in (5)A above.”

SPECIAL RESOLUTION

- (6)A. “**THAT** the Memorandum of Association of the Company be altered by deleting paragraph 5 and replacing it with the following paragraph 5:

“The authorised share capital of the Company is HK\$1,000,000,000 divided into shares of HK\$0.05 each.”

- B. “**THAT** any one of the directors, secretary or assistant secretary of the Company be and is hereby authorised to prepare and execute all documents and to do all such other things as he/she may in his/her sole discretion consider to be necessary on behalf of the Company to give effect to the resolution set out in (6)A above.”

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

Hong Kong, 22 April 2016

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 23 May 2016 to 27 May 2016, 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, Wanchai, Hong Kong not later than 4:30 p.m. on 20 May 2016.
4. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
5. In accordance with Bye-law 86(2) of the Company’s bye-laws, Mr. Chen Meng, Mr. Mak Tin Sang, Mr. Yuan Li Min, Mr. Li Feng Mao, Mr. Leung Po Hon, Mr. Li Jing Bo and Mr. Shigeki Tanaka will hold office until the AGM 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 notice, 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*