
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Winfoong International Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**WINFOONG INTERNATIONAL LIMITED****(榮 豐 國 際 有 限 公 司)***(Incorporated in Bermuda with limited liability)***(Stock Code : 63)****CHANGE OF AUDITORS**

A notice convening a special general meeting of Winfoong International Limited (the "Company") to be held at 10:00 a.m. on 3 January 2006 (the "Special General Meeting") at Room 801, 9 Queen's Road Central, Hong Kong is set out on page 3 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return to the office of the Company's registrars, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Special General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the Special General Meeting or any adjourned meeting should you so desire.

9 December 2005

LETTER FROM THE BOARD



WINFOONG INTERNATIONAL LIMITED

(榮 豐 國 際 有 限 公 司)

(Incorporated in Bermuda with limited liability)

(Stock Code: 63)

Executive directors:

Cheong Pin Chuan, Patrick
(Chairman and Managing Director)

Cheong Kim Pong

Cheong Sim Eng

Principal Office in Hong Kong:

Room 801

9 Queen's Road Central

Hong Kong

Independent non-executive directors:

Kan Fook Yee

Lai Hing Chiu, Dominic

Chan Yee Hoi, Robert

Non-executive director:

Lim Ghee

9 December 2005

To the shareholders of the Company

Dear Sir or Madam,

CHANGE OF AUDITORS

INTRODUCTION

The purpose of this circular is to provide shareholders with details of the change of auditors of the Company and its subsidiaries.

CHANGE OF AUDITORS

The board of directors (the "Board") of Winfoong International Limited (the "Company") announced on 6 December 2005 ("Announcement") that PKF resigned as auditors of the Company and its subsidiaries with effect from 14 November 2005 as the Company and PKF could not agree on the audit fee for the financial year ending 31 December 2005.

In their letter of resignation dated 14 November 2005, PKF confirmed that there are no circumstances connected with their resignation which should be brought to the attention of the members or creditors of the Company or its subsidiaries.

The Board proposes to appoint CCIF CPA Limited ("CCIF") as the auditors of the Company to fill the vacancy left by the resignation of PKF and to hold office until the conclusion of the next annual general meeting of the Company, subject to appointment being approved by the shareholders of the Company at a special general meeting to be convened pursuant to the bye-laws of the Company (the "Bye-Laws").

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the said special general meeting to approve the appointment of CCIF as auditors of the Company and its subsidiaries.

SPECIAL GENERAL MEETING

A notice of the special general meeting of the Company to be held on 3 January 2006 (the "Special General Meeting") at 10:00 a.m. at Room 801, 9 Queen's Road Central, Hong Kong is set out on page 3 of this circular.

A form of proxy for use by the shareholders at the Special General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the Special General Meeting in person, you are requested to complete the form of proxy and return it to the office of the Company's registrars, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the Special General Meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the Special General Meeting or any adjourned meeting should you so wish.

PROCEDURES BY WHICH SHAREHOLDERS MAY DEMAND A POLL

According to the bye-law 66. of the Bye-Laws, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (a) the chairman of such meeting; or
- (b) by at least three shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the right to vote at the meeting; or
- (d) by a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a shareholder or in the case of a shareholder being a corporation by its duly authorized representative shall be deemed to be the same as a demand by a shareholder.

RECOMMENDATION

The Board considers that the appointment of CCIF as auditors of the Company and its subsidiaries is in the best interest of the Company and its shareholders and recommends the shareholders to vote in favour of the ordinary resolution to be proposed at the Special General Meeting.

Yours faithfully,
Cheong Pin Chuan, Patrick
Managing Director

NOTICE OF SPECIAL GENERAL MEETING



WINFOONG INTERNATIONAL LIMITED (榮 豐 國 際 有 限 公 司)

(Incorporated in Bermuda with limited liability)

(Stock Code : 63)

NOTICE IS HEREBY GIVEN that a special general meeting of Winfoong International Limited (the “Company”) will be held on 3 January 2006 at 10:00 a.m. (the “Special General Meeting”) at Room 801, 9 Queen’s Road Central, Hong Kong, for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution:

Ordinary Resolution

“**THAT** CCIF CPA Limited be and are hereby appointed as auditors of the Company and its subsidiaries to fill the vacancy left by the resignation of PKF and to hold office until the conclusion of the next annual general meeting of the Company at a fee to be fixed by the directors of the Company”.

By order of the Board of
Winfoong International Limited
Cheong Pin Chuan, Patrick
Managing Director

Hong Kong, 9 December 2005

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxy to attend and to vote instead of him. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company’s registrars, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Special General Meeting or any adjournment thereof.