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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 SGM**

NOTICE IS HEREBY GIVEN that the special general meeting (the “Meeting”) of Winfoong International Limited (the “Company”) will be held at Room 3201, 9 Queen’s Road Central, Hong Kong on Monday, 18 January 2010 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without modification the following ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the conditional sale and purchase agreement dated 16 November 2009 (the “**Disposal Agreement**”) entered into between Winfoong Assets Limited (“**WAL**”), a wholly owned subsidiary of the Company, as vendor, and Hong Fok Corporation Limited (“**HFC**”), as purchaser, in relation to the Disposal (as defined in the circular to the Shareholders dated 24 December 2009 (the “**Circular**”), a copy of which has been produced to this meeting marked “A” and initialed by the chairman of the Meeting for identification purposes), pursuant to which WAL agreed to sell HFC all its interests in Goldease Investments Limited and the sum of the outstanding inter-company loans owed by Goldease Investments Limited and its subsidiaries to WAL and one of its subsidiaries on completion of the Disposal Agreement, and the transactions contemplated under the Disposal Agreement, be and are hereby approved, confirmed and ratified; and

(b) the directors of the Company, acting together, individually or by committee be and are hereby authorised to do all such acts on behalf of the Company as they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Disposal Agreement and the transactions contemplated under or incidental to the Disposal Agreement.”

By order of the Board of  
**Winfoong International Limited**  
**Cheong Pin Chuan, Patrick**  
*Chairman*

Hong Kong, 24 December 2009

*Notes:*

1. A shareholder entitled to attend and vote at the 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 of 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 are 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 branch share 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 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

As at the date of this announcement, the Board comprises three executive Directors, namely Messrs. Cheong Pin Chuan, Patrick, Cheong Kim Pong and Cheong Sim Eng, one non-executive Director namely Madam Lim Ghee and four independent non-executive Directors, namely Messrs. Lai Hing Chiu, Dominic, Kan Fook Yee, Chan Yee Hoi, Robert and Leung Wing Ning.

\* *For identification purpose only*