

IMPORTANT

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 all your shares in Winfoong International Limited, you should at once hand this circular to the purchaser or the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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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
Cheong Hooi Kheng

*Principal place of business
in Hong Kong:*

Room 3201
9 Queen's Road Central
Hong Kong

Independent non-executive directors:

Chan Yee Hoi, Robert
Kwik Sam Aik
Leung Wing Ning

30 April 2012

Dear Shareholders

**GENERAL MANDATE TO REPURCHASE SHARES
AND TO ISSUE SHARES,
RE-ELECTION OF DIRECTORS, PROPOSED CHANGE OF AUDITOR
AND PROPOSED AMENDMENTS
TO THE BYE-LAWS**

INTRODUCTION

At the annual general meeting of Winfoong International Limited (“Company”, together with its subsidiaries, the “Group”) to be held on 7 June 2012 (“Annual General Meeting”), Messrs. Cheong Kim Pong, Chan Yee Hoi, Robert and Leung Wing Ning will

retire as directors of the Company (“**Directors**”) in accordance with Bye-Law 87 of the bye-laws of the Company (“**Bye-Laws**”). Mr. Cheong Kim Pong, being eligible, will offer himself for re-election as executive Director; Messrs. Chan Yee Hoi, Robert and Leung Wing Ning, being eligible, will offer themselves for re-election as independent non-executive Directors respectively, at the Annual General Meeting. Resolutions will be proposed at the Annual General Meeting to re-elect Mr. Cheong, Mr. Chan and Mr. Leung as Directors. Brief biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in the appendix to this circular. You are advised to read the appendix so as to make decision on whether to vote for or against the resolutions to re-elect Mr. Cheong, Mr. Chan and Mr. Leung as Directors.

In addition, among other resolutions, resolutions will be proposed to grant to the Directors general mandates to repurchase shares and to issue shares of the Company, and to amend the Company’s Bye-Laws.

This circular contains the explanatory statement in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) to give all the information reasonably necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve (1) the grant of the general mandates for the purchase by the Company of its own shares and to issue shares of the Company, (2) proposed change of auditor, and (3) proposed amendments to the Bye-Laws.

I. GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, among other things, an ordinary resolution will be proposed that the Directors be given a general mandate to exercise all powers of the Company to repurchase issued and fully paid shares of HK\$0.05 each (each, a “**Share**”) in the capital of the Company not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution (“**Repurchase Mandate**”). The Company’s authority is restricted to purchases made on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”). As at 24 April 2012, being the latest practicable date prior to the printing of this circular (“**Latest Practicable Date**”), there were in issue an aggregate of 2,631,652,084 Shares. Exercising in full of the Repurchase Mandate, on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to (and including) the date of the Annual General Meeting, could accordingly result in up to 263,165,208 Shares being repurchased by the Company. The Repurchase Mandate allows the Company to make repurchases only during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law and the date upon which such authority is revoked or varied by the shareholders of the Company.

Reason for Shares Repurchase

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make repurchase when appropriate and beneficial to the Company. Such repurchases may enhance the net asset value of the Company and/or earnings per Share.

Funding of Shares Repurchase

There might be material adverse impact on the working capital or gearing position of the Company, as compared with the financial position of the Company as at 31 December 2011 (being the date of its latest audited accounts) in the event that the share repurchases pursuant to the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing ratio of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.

The Company is empowered by its Memorandum of Association and the Bye-Laws to repurchase its Shares. The Companies Act 1981 (as amended) of Bermuda provides that the amount of capital repaid in connection with the share repurchases may only be paid out of the capital paid up on the relevant shares, funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a new issue of shares made for such purpose. In repurchasing shares, the Company will only apply funds legally available for such purpose in accordance with the Bye-Laws and the laws of Bermuda. In accordance with the Listing Rules, the listing of all shares which are repurchased by the Company (whether on the Stock Exchange or otherwise) shall be automatically cancelled upon repurchase and the Company would apply for listing of any further issue of that type of shares in the normal way.

DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of the associates of any of the Directors has any present intention, in the event that the proposal is approved by shareholders, to sell Shares to the Company. No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules, the laws of Hong Kong and all applicable laws of Bermuda and in accordance with the regulations set out in the memorandum of association of the Company and the Bye-Laws.

EFFECT OF TAKEOVERS CODE

If on the exercise of the power to repurchase shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Hong Kong Code on Takeovers and Mergers ("**Takeovers code**"). As a result, a shareholder or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. As at the Latest Practicable Date, to the best of the knowledge

and belief of the Directors, the substantial shareholders having interests in 10% or more of the issued share capital of the Company were:

Shareholder	Number of Shares held	Approximate percentage shareholding as at the Latest Practicable Date
Hong Fok Corporation Limited (“HFC”)	1,652,910,365	62.81%
Hong Fok Corporation (H.K.) Limited (“HFCHK”)	1,652,910,365	62.81%
Hong Fok Enterprises Limited (“HFE”)	1,605,467,362	61.01%
Hong Fok Corporation Limited (a Cayman Islands company) (“HFC Cayman”)	1,605,467,362	61.01%
Hong Fok Land International Limited (“HFL”)	628,746,775	23.89%
Hong Fok Land Asia Limited (“HFLA”)	628,746,775	23.89%
First Strategy Investments Limited	628,746,775	23.89%
Barragan Trading Corp.	285,312,566	10.84%

Note:

HFC was deemed to have the same beneficial interests as its wholly-owned subsidiary, HFCHK, did in the share capital of the Company. HFCHK was deemed to have the same beneficial interests as its wholly-owned subsidiary, HFE, did in the share capital of the Company. HFE was deemed to have the same beneficial interests as its wholly-owned subsidiary, HFC Cayman, did in the share capital of the Company. HFC Cayman was directly interested in 976,720,587 shares of the Company. In addition, HFCHK was directly interested in 47,443,003 shares of the Company. HFCHK beneficially owned approximately 36.98% of the issued share capital of HFL and was deemed to have the same beneficial interests as HFL did in 628,746,775 shares of the Company. HFL was deemed to have the same beneficial interests as its wholly-owned subsidiary, HFLA, did in the share capital of the Company. HFLA was deemed to have the same beneficial interests as its wholly-owned subsidiary, First Strategy Investments Limited, did in the share capital of the Company.

If the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution and as set out above assuming the present shareholding by each of the substantial shareholders of the Company remain the same, the percentage holdings of the above substantial shareholders in the Company would be as follows:

Shareholder	Approximate percentage shareholding if the repurchase is exercised in full
HFC	69.79%
HFCHK	69.79%
HFE	67.78%
HFC Cayman	67.78%
HFL	26.55%
HFLA	26.55%
First Strategy Investments Limited	26.55%
Barragan Trading Corp.	12.05%

On the above basis, as at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Directors are not aware of any consequence which would arise under the Takeovers Code as a result of any repurchases pursuant to the Repurchase Mandate.

In addition, the Directors have no intention to exercise the Repurchase Mandate to the extent that it would result in the aggregate amount of the share capital of the Company in public hands being reduced to less than 25%, being the minimum prescribed public float requirement under the Listing Rules.

GENERAL

During each of the six months preceding the date of this circular, no Shares have been repurchased by the Company.

During each of the twelve months from 1st April 2011 to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Highest traded price (HK\$)	Lowest traded price (HK\$)
April 2011	0.160	0.136
May 2011	0.160	0.120
June 2011	0.138	0.102
July 2011	0.120	0.101
August 2011	0.108	0.072
September 2011	0.085	0.056
October 2011	0.075	0.050
November 2011	0.075	0.051
December 2011	0.080	0.052
January 2012	0.080	0.051
February 2012	0.099	0.060
March 2012	0.086	0.060
April 2012 (up to the Latest Practicable Date)	0.088	0.057

II. GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, among other things, an ordinary resolution will be proposed that to grant the Directors:

- (1) to issue, allot 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 which might require the exercise of such power, of an aggregate nominal amount of up to 20 per cent. of the share capital of the Company in issue on the date of passing the relevant resolution (“**Issue Mandate**”); and
- (2) to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

III. PROPOSED AMENDMENTS TO THE BYE-LAWS

The Directors propose to seek the approval of the shareholders of the Company at the Annual General Meeting for certain amendments to the existing Bye-Laws so as to bring the constitution of the Company in line with certain recent amendments made to the Listing Rules and the Companies Act 1981 of Bermuda and to incorporate certain housekeeping amendments.

The major proposed amendments to the Bye-Laws include the following:

- (a) the Directors shall have the power to appoint any person as a Director either to fill a casual vacancy on the board of Directors (the “**Board**”) or, as an addition to the existing Board and any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election;
- (b) at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years;
- (c) all resolutions at general meeting of the Company shall be decided by poll other than resolution which relates purely to a procedural or administrative matter as the chairman of the meeting may in good faith allow it to be voted on by a show of hands;
- (d) transfer of shares in the Company may be effected in any manner permitted by and in accordance with the Designated Stock Exchange (as defined in the Bye-Laws);
- (e) removing prohibition on financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company subject to compliance with the rules of the Designated Stock Exchange (as defined in the Bye-Laws); and
- (f) amendments to the solvency test in respect of declaration of dividend or distribution by the Company.

Details of these amendments are set out in the terms of the special resolution in the notice of the Annual General Meeting on pages 135 to 148 of the 2011 Annual Report.

IV. PROPOSED CHANGE OF AUDITOR

CCIF CPA Limited (“**CCIF**”), will retire as the auditor of the Company with effect from the close of the Annual General Meeting.

CCIF had merged its business with PCP CPA Limited in October 2009 by forming a new entity Crowe Horwath (HK) CPA Limited (“**Crowe Horwath (HK)**”). The Directors consider that it is in the best interests of the Company and the shareholders of the Company as a whole if the auditor is able to continue to serve the Company under the more internationally renowned name of Crowe Horwath (HK), a member of Crowe Horwath

International. Therefore, an ordinary resolution will be proposed at the Annual General Meeting to appoint Crowe Horwath (HK) as the new auditor of the Company to fill the vacancy following the retirement of CCIF and to hold office until the conclusion of the next annual general meeting of the Company.

Both CCIF and Crowe Horwath (HK) have confirmed that there is no matter that needs to be brought to the attention of the shareholders and the creditors of the Company in connection with their respective retirement and appointment as the auditor of the Company.

V. ANNUAL GENERAL MEETING

At the Annual General Meeting, resolutions will be proposed to the shareholders of the Company to be considered at the Annual General Meeting, being:

- (1) to receive and consider the statement of accounts and the reports of the Directors and the auditors for the year ended 31 December 2011;
- (2) to re-elect the retiring Director and to fix the remuneration of the Directors;
- (3) to appoint auditors and to authorise the board of Directors to fix their remuneration;
- (4) the proposal to grant to the Directors:
 - (a) the Repurchase Mandate;
 - (b) the Issue Mandate; and
 - (c) to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate shall not extend beyond the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the ordinary resolutions No. (4)A and (4)B as set out in the notice of the Annual General Meeting; and

- (5) to approve amendments to the Bye-Laws (special resolution as set out in item (5) of the notice of Annual General Meeting).

The notice of Annual General Meeting is set out on pages 135 to 148 of the 2011 annual report expected to be dispatched to the shareholders together with this circular.

ACTION TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy and return it to the Company's branch registrar in Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting if you so desire.

VOTING BY WAY OF POLL

Pursuant to the Listing Rules, all votes at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under the Listing rules.

RECOMMENDATION

The Directors consider that the proposal for the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate, the re-election of the Directors, the amendments to the Bye-Laws and the change of auditor are in the interest of the Company and so recommend you to vote in favour of the relevant resolutions at the Annual General Meeting. The Directors will vote all their shareholdings in favour of the relevant resolutions.

Yours faithfully
Cheong Pin Chuan, Patrick
Chairman

* *For identification purpose only*

APPENDIX

PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

The biographical and other details of the retiring Director standing for re-election at the Annual General Meeting as required by the Listing Rules are set out below:

Mr. Cheong Kim Pong, aged 69
Executive Director

Mr. Cheong Kim Pong joined the Group in 1991 and was appointed a Director in 1996. Mr. Cheong attended Civil Engineering at The Technical College in Australia. He has over 48 years' experience in construction management and real estate development. He is a director of the Company's substantial shareholder, Hong Fok Corporation Limited ("HFC"), the shares of which are listed on the Singapore Exchange Securities Trading Limited.

Mr. Cheong is father to Mr. Cheong Aik Yen, Roy, senior management of the Group and HFC, brother to Messrs. Cheong Pin Chuan, Patrick and Cheong Sim Eng and Ms. Cheong Hooi Kheng, Directors and directors of HFC; and Ms. Cheong Puay Kheng, senior management of the Group and uncle to Messrs. Cheong Tze Hong, Marc and Cheong Tze Hian, Howard, senior management of the Group.

As at the Latest Practicable Date, Mr. Cheong did not have any interest in the Shares of the Company and had the following interests in shares of the Company's associated corporations within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"):

HFC, an associated corporation

Nature of interests	Number of shares of HFC held	Percentage
Beneficial owner	3,395,013	0.43%
Interest of spouse	663,960	0.08%
Held by controlled corporation (<i>Note a</i>)	124,870,563	15.78%
Other (<i>Note b</i>)	161,445,120	20.40%

Notes:

- (a) These shares of HFC represented (i) 87,354,168 shares of HFC (representing approximately 11.04% of the existing issued share capital of HFC) held by K.P. Cheong Investments Pte. Ltd., which was 99% owned by Mr. Cheong and 1% owned by Mr. Cheong's wife, Madam Margaret Choo; (ii) 30,140,235 shares of HFC (representing approximately 3.81% of the existing issued share capital of HFC) held by Goodyear Realty Co. Pte. Ltd., which was 25% owned by Mr. Cheong; and (iii) 7,376,160 shares of HFC (representing approximately 0.93% of the existing issued share capital of HFC) held by Corporate Development Limited, which was 25% owned by Mr. Cheong.
- (b) Mr. Cheong had interests in the issued share capital of HFC, which in turn held 36.98% in the existing issued share capital of Hong Fok Land Holding Limited and Hong Fok Land Holding Limited was interested in 20.40% of the existing issued share capital of HFC.

Mr. Cheong has a service contract with the Company which may be terminated by either party by written notice of not less than thirty days and he is subject to retirement by rotation and re-election in accordance with the Bye-Laws. Mr. Cheong is entitled for each year a discretionary bonus as may be decided by the Board and benefit in kind. For the year ended 31 December 2011, Mr. Cheong has not received any salary, allowance and benefit in kind. Mr. Cheong is an eligible person of the Company's existing share option scheme by virtue of his directorship of the Company.

On or about 16 October 2006, it has come to Mr. Cheong's attention that Sam Kee Garden (H.K.) Limited ("**Sam Kee**"), a company incorporated in Hong Kong, was wound up by the Court by a Winding Up Order made on 11 October 2006. As Mr. Cheong resigned as director of Sam Kee on 17 October 2005, he has no knowledge of the amount involved and the current position of such winding up proceedings as the same has not yet been commenced during his term of directorship. Before Mr. Cheong's resignation, Sam Kee's business was provision of management services.

Save as disclosed above and as at the Latest Practicable Date, Mr. Cheong had not held any other directorship in any listed companies or had any major appointment in the last three years and does not hold any other positions with the Company or other members of the Group and is not related to any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Chan Yee Hoi, Robert, aged 62
Independent Non-executive Director

Mr. Chan Yee Hoi, Robert joined the Group and was appointed an independent non-executive Director and a member of the audit committee of the Company in 2004. Mr. Chan was appointed a member of the nomination committee and the remuneration committee of the Company in March 2012. He graduated from the University of Hong Kong with a Bachelor of Social Science degree. He has over 32 years' experience in corporate restructuring, corporate finance, capital markets, direct investment and asset management. Mr. Chan held senior positions in various American banks in Hong Kong and fund management companies.

Mr. Chan has a service contract with the Company which may be terminated by either party by written notice of not less than one month and he is subject to retirement by rotation and re-election in accordance with the Bye-Laws. Mr. Chan is entitled to a remuneration of HK\$130,000 per annum which is determined with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above and as at the Latest Practicable Date, Mr. Chan had not held any other directorship in any listed companies or had any major appointment in the last three years and does not hold any other positions with the Company or other members of the Group and is not related to any Directors, senior management or substantial or controlling shareholders of the Company and does not have any interest in the shares of the Company and its associated corporation within the meaning of Part XV of the SFO.

Mr. Leung Wing Ning, aged 64
Independent Non-executive Director

Mr. Leung Wing Ning joined the Group and was appointed an independent non-executive Director and a member of the audit committee of the Company in 2009. Mr. Leung was appointed a member of the remuneration committee of the Company in March 2012. He was educated at Stanford University, California and New York University, New York where he obtained a Bachelor degree of Science (Mechanical Engineering) and a Master of Business Administration degree respectively. He has over 30 years' experience in senior management positions in international trades and in banking and finance. He retired

from Hang Seng Bank Limited in 2007. He is an independent non-executive director of Wing On International Limited, the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Leung has a service contract with the Company which may be terminated by either party by written notice of not less than one month and he is subject to retirement by rotation and re-election in accordance with the Bye-Laws. Mr. Leung is entitled to a remuneration of HK\$130,000 per annum which is determined with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above and as at the Latest Practicable Date, Mr. Leung had not held any other directorship in any listed companies or had any major appointment in the last three years and does not hold any other positions with the Company or other members of the Group and is not related to any Directors, senior management or substantial or controlling shareholders of the Company and does not have any interest in the shares of the Company and its associated corporation within the meaning of Part XV of the SFO.

The Directors confirm that save as disclosed above, there is no other information relating to his proposed election which needs to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company.