
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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WONSON INTERNATIONAL HOLDINGS LIMITED

(和成國際集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 651)

PROPOSED REORGANISATION OF SHARE CAPITAL

A notice convening a special general meeting of Wonson International Holdings Limited to be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 10:00 a.m. on 3rd March, 2006 (“Special General Meeting”) is set out on pages 7 to 8 of this circular. Whether or not you are able to attend the Special General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Abacus Share Registrars Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Special General Meeting. Completion of the form of proxy will not preclude shareholders from attending and voting in person at the Special General Meeting or any adjourned meeting should they so wish.

* For identification purpose only

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EXPECTED TIMETABLE

Set out below is the expected timetable for the SGM and the Capital Reorganisation. Shareholders and investors will be informed of any change to the timetable by press notice.

EXPECTED TIME TABLE FOR THE CAPITAL REORGANISATION

The expected timetable is as follows:-

2006

Earliest date for publication of notice in Bermuda	4th February
Latest date for publication of notice in Bermuda	19th February
Latest time for lodging forms of proxy for the SGM	10:00 a.m. on 1st March
SGM	10:00 a.m. on 3rd March
Effective date of the Capital Reorganisation.	6th March
Existing counter for trading in the Shares in board lots of 10,000 Shares temporary closes	9:30 a.m. on 6th March
Temporary counter for trading in the Reorganised Shares in board lots of 2,000 Reorganised Shares (in the form of existing share certificates) opens	9:30 a.m. on 6th March
First day for free exchange of existing share certificates for new share certificates for the Reorganised Shares	6th March
First day for matching of odd lots of Reorganised Shares	6th March
Existing counter for trading in the Reorganised Shares in board lots of 20,000 Reorganised Shares (in the form of new share certificates) reopens	9:30 a.m. on 20th March
Parallel trading in the Reorganised Shares (in the form of new share certificates and existing share certificates) commences	9:30 a.m. on 20th March
Temporary counter for trading in the Reorganised Shares in board lots of 2,000 Reorganised Shares (in the form of existing share certificates) closes	4:00 p.m. on 11th April
Parallel trading in the Reorganised Shares (in the form of new share certificates and existing share certificates) ends	4:00 p.m. on 11th April

EXPECTED TIMETABLE

Last day for matching of odd lots of Reorganised Shares 11th April

Last day for free exchange of existing share certificates
for new share certificates for the Reorganised Shares 4:00 p.m. on 18th April

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Capital Reduction”	the proposed cancellation of HK\$0.04 paid-up capital for each Consolidated Share in issue from HK\$0.05 to HK\$0.01 each immediately after the Share Consolidation;
“Capital Reorganisation”	the proposed reorganisation of the capital of the Company consisting of the Share Consolidation and the Capital Reduction;
“CCASS”	the Central Clearing and Settlement System;
“Company”	Wonson International Holdings Limited, a company incorporated in Bermuda, whose shares are listed on the Stock Exchange;
“Consolidated Share(s) ”	share(s) of HK\$0.05 each in the capital of the Company immediately following and arising from the Share Consolidation;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Latest Practicable Date”	1st February, 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein;
“Reorganised Shares”	shares of HK\$0.01 of the Company following the Capital Reorganisation becoming effective;
“SGM”	the special general meeting of the Company to be convened on 3rd March, 2006 to approve the Capital Reorganisation;
“Share Consolidation”	the consolidation of every five (5) Shares into one (1) Consolidated Share;
“Shareholders”	shareholders of the Company;
“Shares”	existing shares of a par value of HK\$0.01 in the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.



WONSON INTERNATIONAL HOLDINGS LIMITED

(和成國際集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 651)

Executive Directors

Chiu Kong (Chairman)
Hui, Richard Rui (Deputy Chairman)
Tsui Ching Hung
Chung Nai Ting
Tse Lanny Cheuk Ming

Registered Office:

Clarendon House,
2 Church Street,
Hamilton,
HM11 Bermuda

Independent Non-executive Directors

Chan Sze Hung
Tong Wui Tung
Miu Frank H.

Principal Place of business in Hong Kong:

Room 4504-5, 45th Floor,
China Resources Building,
26 Harbour Road, Hong Kong

7 February, 2006

To the shareholders

Dear Sir / Madam,

PROPOSED REORGANISATION OF SHARE CAPITAL

INTRODUCTION

The Company proposes to put forward for approval by the Shareholders at the SGM the Capital Reorganisation pursuant to which:-

- (i) every five (5) Shares in the issued ordinary share capital of the Company will be consolidated into one (1) Consolidated Share of par value HK\$0.05;
- (ii) every issued Consolidated Share of the Company will be reduced in nominal amount by canceling HK\$0.04 of the share capital paid up for each issued Consolidated Share from HK\$0.05 to HK\$0.01 each so as to form (after the Share Consolidation) one Reorganised Share of par value HK\$0.01 each; and

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LETTER FROM THE BOARD

- (iii) the credit arising from the Capital Reorganisation will be transferred to the contributed surplus account of the Company.

Upon the Capital Reorganisation becoming effective, the existing board lot of 10,000 Shares will be changed to board lot of 20,000 Reorganised Shares.

CAPITAL REORGANISATION

The Company proposes to put forward for approval by the Shareholders at the SGM the Capital Reorganisation pursuant to which:-

- (i) every five (5) Shares in the issued ordinary share capital of the Company will be consolidated into one (1) Consolidated Share of par value HK\$0.05;
- (ii) every issued Consolidated Share of the Company will be reduced in nominal amount by canceling HK\$0.04 of the share capital paid up for each issued Consolidated Share from HK\$0.05 to HK\$0.01 each so as to form (after the Share Consolidation) one Reorganised Share of par value HK\$0.01 each; and
- (iii) the credit arising from the Capital Reorganisation will be transferred to the contributed surplus account of the Company.

As at the Latest Practicable Date, there were 2,658,226,595 Shares in issue. On the basis of such issued share capital, upon the completion of the Capital Reorganisation, there will be 531,645,319 Reorganised Shares in issue (assuming that there are no changes in the share capital of the Company from the Latest Practicable Date and up to the effective date of the Capital Reorganisation).

Conditions of the Capital Reorganisation

The Capital Reorganisation will be conditional upon:-

- (i) the passing at the SGM of a special resolution approving the Capital Reorganisation;
- (ii) compliance by the Company with the requirements of Section 46(2) of the Companies Act 1981 of Bermuda;
- (iii) the Listing Committee of the Stock Exchange granting listing of, and permission to deal, in the Reorganised Shares.

REASONS FOR THE CAPITAL REORGANISATION

The Directors believe that the Capital Reorganisation is beneficial to the Company and its Shareholders as a whole. The Directors consider that the proposed Capital Reorganisation will make the shares of the Company more attractive to investors and is beneficial to the Company for its future fund-raising activities.

LETTER FROM THE BOARD

The Capital Reorganisation will not, in itself, alter the underlying assets, business, operations, management or financial position of the Company except for the payment of related expenses in connection with the Capital Reorganisation.

ODD LOTS ARRANGEMENT

In order to alleviate the difficulties arising from the existence of odd lots of the Reorganised Shares, Tai Fook Securities Company Limited has been appointed by the Company, to act as its agent to match, on a “best effort” basis, the sale and purchase of odd lots of Reorganised Shares from the Capital Reorganisation during the period from 6th March, 2006 to 11th April, 2006, both days inclusive. Such arrangement is to facilitate Shareholders who wish to acquire odd lots of Reorganised Shares to make up a full board lot, or to dispose of their holdings of odd lots of Reorganised Shares. Holders of the Reorganised Shares in odd lots may, directly or through their brokers, contact Tai Fook Securities Company Limited during such period. The address of Tai Fook Securities Company Limited is 25/F New World Tower, 16-18 Queen’s Road Central, Hong Kong and the contact person is Mr. Gilbert Lam at (852) 2160-9963. Shareholders should note that successful matching of the sale and purchase of odd lots of the Reorganised Shares is not guaranteed.

Any fractions of Reorganised Shares that arises from the Capital Reorganisation will be aggregated and sold (if a premium, net of expenses, can be obtained) for the benefit of the Company.

The Reorganised Shares will rank *pari passu* in all respect with each other.

BOARD LOT SIZE

Upon the Capital Reorganisation becoming effective, the existing board lot of 10,000 Shares will be changed to board lot of 20,000 Reorganised Shares.

FREE EXCHANGE OF CERTIFICATES FOR SHARES AND TRADING ARRANGEMENT

Subject to the Capital Reorganisation becoming effective, Shareholders may, during business hours from 6th March, 2006 to 18th April, 2006 (both dates inclusive), submit their existing yellow certificates for the Shares to the Company’s branch registrar in Hong Kong, Abacus Share Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, in exchange for new orange certificates for the Reorganised Shares (on the basis of every five (5) Shares for one (1) Reorganised Share) free of charge. Thereafter, existing share certificates for Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new certificate issued for the Reorganised Shares.

Dealings in the Shares represented by existing certificates will cease after 9:30 a.m. on 6th March, 2006. Existing share certificates will only be valid for delivery and settlement in respect of dealings for the period up to 11th April, 2006 and thereafter will not be acceptable for dealing purposes. However, existing certificates for Shares will continue to be evidence of title to the shares held in the Company on the basis of five (5) Shares for one (1) Reorganised Share. It is expected that new certificates for the Reorganised Shares will be available for collection within a period of 10

LETTER FROM THE BOARD

business days after the submission of the existing share certificates for the Shares to the registrar for exchange. Unless otherwise instructed, new share certificates will be issued in board lots of 20,000 Reorganised Shares. New share certificates for the Reorganised shares will be orange in colour to distinguish them from existing share certificates for the Shares which are yellow in colour.

APPLICATION FOR LISTING

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in the Reorganised Shares.

Subject to the granting of listing of, and permission to deal in, the Reorganised Shares on the Stock Exchange, the Reorganised Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Reorganised Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

RECOMMENDATION

The Directors consider that the Capital Reorganisation are in the interests of the Company and Shareholders and recommend that Shareholders vote in favour of the resolutions to be proposed at the Special General Meeting to approve the Capital Reorganisation.

PROCEDURE FOR DEMANDING A POLL

Pursuant to Bye-law 66, 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 show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members present in person (or in the case of a member being a corporation by its duly authorised 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.

LETTER FROM THE BOARD

SPECIAL GENERAL MEETING

A notice convening the Special General Meeting is set out on pages 7 to 8 of this circular.

A form of proxy for use at the Special General Meeting is enclosed. Whether or not you are able to attend the Special General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible but in any event no later than 48 hours before the time appointed for the holding of the Special General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the Special General Meeting or any adjournment thereof in person if you so wish.

By order of the Board
Wonson International Holdings Limited
Hui Richard Rui
Director

NOTICE OF SPECIAL GENERAL MEETING



WONSON INTERNATIONAL HOLDINGS LIMITED

(和成國際集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 651)

NOTICE IS HEREBY GIVEN that a special general meeting of Wonson International Holdings Limited (the “Company”) will be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 3rd March, 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution:

SPECIAL RESOLUTION

“**THAT**, conditional upon: (a) compliance with section 46(2) of the Companies Act 1981 of Bermuda and (b) the Listing Committee of the Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Reorganised Shares referred to below:

- (i) every five (5) Shares in the issued ordinary share capital of the Company will be consolidated into one (1) Consolidated Share of par value HK\$0.05;
- (ii) every issued Consolidated Share of the Company will be reduced in nominal amount by canceling HK\$0.04 of the share capital paid up for each issued Consolidated Share from HK\$0.05 to HK\$0.01 each so as to form (after the Share Consolidation) one Reorganised Share of par value HK\$0.01 each;
- (iii) fractional entitlements to Reorganised Shares shall not be issued and all fractions of the Reorganised Shares to which holders of issued shares of HK\$0.01 each would otherwise be entitled shall be aggregated and sold for the benefit of the Company;
- (iv) the credit arising from the Capital Reorganisation will be transferred to the contributed surplus account of the Company; and
- (v) any one of the directors of the Company be and is hereby authorised generally to do all things appropriate to effect and implement any of the foregoing.”

By order of the Board
Wonson International Holdings Limited
Hui Richard Rui
Director

Hong Kong 7 February, 2006

* For identification purpose only

NOTICE OF SPECIAL GENERAL MEETING

Principal place of business in Hong Kong:

Room 4504-5, 45th Floor, China Resources Building
26 Harbour Road, Hong Kong

Notes:

1. A form of proxy for use at the meeting is enclosed.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer, attorney duly authorised.
3. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's branch share registrar in Hong Kong, Abacus Share Registrars Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.
5. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register.