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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 licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Wealthmark International (Holdings) Limited, you should at once pass this circular to the purchaser or the transferee or to the bank, your licensed securities dealer through whom the sale was effected for transmission to the purchaser or the transferee.

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WEALTHMARK INTERNATIONAL (HOLDINGS) LIMITED

和寶國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 039)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
REFRESHMENT OF SCHEME MANDATE LIMIT
OF THE SHARE OPTION SCHEME
CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM (as defined in this circular) to be held at 2116 Hutchison House, 10 Harcourt Road, Hong Kong on 8 May 2008 at 10:00 a.m. is set out at the end of this circular. Whether or not you intend to attend such meeting in person, please complete and return the enclosed form of proxy to Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the meeting or any adjourned meeting if they so wish.

11 April 2008

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Thursday, 8 May 2008 at 10:00 a.m. at 2116 Hutchison House, 10 Harcourt Road, Hong Kong, or any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Wealthmark International (Holdings) Limited” to “BIO-DYNAMIC GROUP LIMITED” and the adoption of the Chinese name “生物動力集團有限公司” in lieu of “和寶國際控股有限公司” for identification purpose
“Companies Laws”	the Company Law Cap. 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands
“Company”	Wealthmark International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	3 April 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“Option(s)”	a right to subscribe for Shares pursuant to the Share Option Scheme
“Scheme Mandate Limit”	as defined in page 5 of this circular

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (CAP 571 of the laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 23 May 2007
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases
“Terminated Scheme”	the share option scheme adopted by the Company on 29 December 2000

LETTER FROM THE BOARD



WEALTHMARK INTERNATIONAL (HOLDINGS) LIMITED

和寶國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 039)

Executive Directors:

Mr. Lo Peter
Mr. Li Wentao
Mr. Sun David Lee
Mr. Zhao Difei
Mr. Li Jian Quan
Mr. Lu Gui Pin

Registered office:

PO Box 309GT
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands

Non-executive Director:

Mr. Yeung Ting-Lap Derek Emory

Head office and principal

place of business:
2116 Hutchison House
10 Harcourt Road
Hong Kong

Independent Non-executive Directors:

Dr. Loke Yu
Dr. Leung Kwan-Kwok
Mr. Zuchowski Sam

11 April 2008

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
REFRESHMENT OF SCHEME MANDATE LIMIT
OF THE SHARE OPTION SCHEME
CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information on the following matters to be dealt with at the AGM: (i) re-election of Directors; (ii) grant of general mandate to issue Shares; (iii) grant of general mandate to repurchase Shares; (iv) refreshment of Scheme Mandate Limit of the Share Option Scheme and (v) Change of Company Name.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 116 of the Company's Articles of Association, Mr. Li Wentao, Mr. Sun David Lee, Mr. Yeung Ting-Lap Derek Emory and Dr. Loke Yu will retire by rotation. Pursuant to Article 99 of the Company's Articles of Association, Mr. Zhao Difei, Mr. Li Jian Quan and Mr. Lu Gui Pin will retire as Directors. Being eligible, all of the above Directors will offer themselves for re-election at the AGM. Their requisite details are set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

On 23 May 2007, general mandates were granted to the Directors to exercise the powers of the Company to issue Shares and to repurchase Shares respectively. Such mandates will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution as set out in Resolution 4 of the notice of the AGM will be proposed, inter alia, to grant to the Directors a general mandate to issue, allot and deal with other than by way of rights issues, shares or options, or similar rights to subscribe for shares, and to make or grant offers, agreements and options which might require securities to be issued, with an aggregate nominal value of not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution. Such mandate will give the Directors greater flexibility to issue securities when it is in the interests of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

Under the Companies Laws and the Listing Rules, listed companies are allowed to repurchase their own issued shares. The Articles of Association also permit such Shares repurchases. The Directors consider that these provisions increase the flexibility in the conduct of the Company's affairs in the interests of the Shareholders, and that the appropriate arrangements shall continue to be adopted by the Company.

At the AGM, an ordinary resolution will also be proposed that the Directors be granted a general mandate to exercise all powers of the Company to repurchase Shares subject to the criteria set out in this circular. Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the mandate as set out in Resolution 5 of the notice of the AGM will be such number of Shares representing up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution. A resolution authorising the extension of the general mandate to the Directors to issue Shares to include the aggregate nominal amount of such Shares (if any) repurchased under the mandate is to be proposed as Resolution 6 at the AGM.

An explanatory statement, required by the Listing Rules to be sent to Shareholders in relation to the repurchase mandate which will be proposed for the consideration and approval of the Shareholders in the AGM, is set out in Appendix II to this circular.

LETTER FROM THE BOARD

REFRESHMENT OF SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

By an ordinary resolution passed at the annual general meeting of the Shareholders held on 23 May 2007, the Company adopted the Share Option Scheme and terminated the Terminated Scheme. Apart from the Share Option Scheme and the Terminated Scheme, the Company has no other share option scheme. No share option was granted under the Terminated Scheme.

Pursuant to the Share Option Scheme and the Listing Rules, the maximum number of Shares which may be issued upon exercise of Options to be granted under the Share Option Scheme must not exceed 10% of the Shares in issue on the date of adoption (“Scheme Mandate Limit”). The Company may refresh the Scheme Mandate Limit with Shareholders’ approval provided that each such refreshment may not exceed 10% of the Shares in issue as at the date of the Shareholders’ approval. Options lapsed in accordance with the terms of the Share Option Scheme shall not be counted for the purpose of calculating the 10% limit. The total number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme must not exceed 30% (or such other percentage as may be allowed under the Listing Rules) of the total number of Shares in issue from time to time (as at the Latest Practicable Date, such 30% was the equivalent of 169,800,000 Shares).

As at 23 May 2007 (being the date of adoption of the Share Option Scheme), the total number of Shares in issue was 332,000,000 and thus the Scheme Mandate Limit was 33,200,000 Shares.

In order to provide the Company with greater flexibility in granting Options to eligible persons under the Share Option Scheme as incentives or rewards for their contributions to the Group, an ordinary resolution as set out in Resolution 7 of the notice of the AGM will be proposed to seek Shareholders’ approval at the AGM to refresh the Scheme Mandate Limit of the Share Option Scheme to 10% of the Shares in issue as at the date of passing of the resolution.

As at the Latest Practicable Date, there were 566,000,000 Shares in issue and a total of 29,600,000 Options that were unexercised and outstanding. Assuming there is no further issue or repurchase of Shares prior to the AGM, upon the approval of the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM, the Company may grant options entitling holders thereof to subscribe for up to 56,600,000 Shares, representing 10% of the Shares in issue as at the date of the refreshment of the Scheme Mandate Limit.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the Shareholders’ approval at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing 10% of the total Shares in issue at the date of the AGM approving the refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of any Options granted under the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

Application will be made to the Listing Committee of the Stock Exchange for the approval mentioned in paragraph (b) above.

CHANGE OF COMPANY NAME

On 2 April 2008, the Board announced the proposal for Change of Company Name. The Board proposes to put forward a special resolution at the AGM to change the name of the Company from “Wealthmark International (Holdings) Limited” to “BIO-DYNAMIC GROUP LIMITED” and the adoption of the Chinese name of “生物動力集團有限公司” in lieu of “和寶國際控股有限公司” for identification purpose.

The Change of Company Name is to align the Company’s image and better identify the very substantial transactions as disclosed in the circular of the Company dated 29 June 2007. It is in the commercial interest and corporate benefit of the Company to promote and further enhance the image of the Company. Subject to the passing of Resolution 8, the Change of Company Name will take effect from the date on which the new name is entered on the register by the Registrar of Companies in the Cayman Islands in place of the existing name. The Company will further carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

Upon the Change of Company Name becoming effective, all existing share certificates in issue bearing the current name of “Wealthmark International (Holdings) Limited” will continue to be evidence of title to Shares of the Company and valid for trading, settlement and registration purposes and the rights of the Shareholders of the Company will not be affected as a result of the change of Company name. Should the Change of Company Name become effective, any issue of share certificates thereafter will be in the new Company name and the securities of the Company will be traded on the Stock Exchange in the new name.

Further announcement will be made by the Company in relation to the effective date of the Change of Company Name and the arrangement for exchanging share certificates.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

AGM

A notice convening the AGM to be held at 2116 Hutchison House, 10 Harcourt Road, Hong Kong on Thursday, 8 May 2008 at 10:00 a.m. is set out at the end of this circular. Resolutions in respect of the general mandates, the refreshment of Scheme Mandate Limit of the Share Option Scheme and the Change of Company Name as referred to above will be proposed at the AGM.

LETTER FROM THE BOARD

You will find enclosed a proxy form for use at the AGM. Whether or not you intend to attend such meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to Tricor Tengis Limited, at 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 the holding of the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the meeting or any adjourned meeting if they so wish.

Pursuant to Article 80 of the Company's Articles of Association, at any general meeting a resolution put to the vote of the 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 duly demanded. A poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote; or
- (c) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so demanded and not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

RECOMMENDATION

The Directors consider that the re-election of Directors, the granting of general mandates to issue and repurchase Shares, and to add the aggregate nominal amount of Shares that may be repurchased to the aggregate nominal amount of the securities that may be allotted pursuant to the general mandate to issue securities, the refreshment of Scheme Mandate Limit of the Share Option Scheme and the Change of Company Name are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of the Board
Wealthmark International (Holdings) Limited
Peter Lo
Chairman

The following are the particulars of the Directors proposed to be re-elected at the AGM:

Mr. LI Wentao, aged 52, was appointed an executive director of the Company in May 2006 and the chief executive officer in September 2007. He is currently responsible for supervising the implementation of the Group's strategic plans. Mr. Li also holds directorship in BAPP Ethanol Holdings Limited, Harbin China Distillery Co., Ltd. and Ningxia West Bright New Resource Technology Co., Ltd., which are subsidiaries of the Company. Mr. Li joined the Group as a non-executive director in September 2005. Prior to joining the Group, Mr. Li was a director and the chairman of Harbin Brewery Group Limited ("HB Group"). Mr. Li graduated from the Light Industrial Institute of Tianjin majoring in machine and facilities for light industry. Following his graduation in 1982, he joined Harbin Brewery Factory ("HBF") in 1982, and HB Group in 1995. He was appointed as the general manager of Harbin Brewing Company Limited in 1996. He is a senior engineer with more than 20 years' experience in the brewery industry gained from working for HBF and HB Group. He has been awarded a series of awards including the National Light Industrial Labourer Model, one of the Ten Most Outstanding Young Persons in Heilongjiang Province, one of the Ten Best Enterprise Operators in Harbin City and the National "First of May" Labour Medal. He was also one of the representatives of the 11th Harbin City People's Congress. He did not hold any directorship in any listed public companies in the last three years. Mr. Li does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Li holds 3,320,000 options granted by the Company under the Share Option Scheme. Save as disclosed above, Mr. Li has no interests in the Shares of the Company within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. Li. He is entitled to an annual emolument of HK\$1,200,000 as Executive Director of the Company which is determined by the Board by reference to his duties and responsibilities with the Company and the Company's remuneration policy. Mr. Li is subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company.

There is no information to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of Mr. Li's re-election.

Mr. SUN David Lee, aged 42, was appointed an executive director of the Company in May 2005. He has served as the chief executive officer of the Company from May 2005 to September 2007. Mr. Sun is currently responsible for the international affairs of the Company and a director of CEC Management Limited. Mr. Sun also holds directorship in BAPP Ethanol Holdings Limited, BAPP (Northwest) Limited, CEC Ethanol (Northeast) Limited, Skymax International Investment Enterprise Limited and Ningxia West Bright New Resource Technology Co., Ltd., which are subsidiaries of the Company. Prior to helping form CEC Management Limited, he was the Managing Director and General Counsel of Pacific Alliance Group Limited. Mr. Sun was the Director for Strategy and Business Development Asia at InBev (formerly known as Interbrew SA). Prior to his position at InBev, he was a consultant in the Corporate Finance and Strategy Practice of McKinsey & Company, Inc. in Hong Kong. Mr. Sun holds a Juris Doctor from the University of Illinois College of Law and a Bachelor of Art degree from Cornell University, USA. He did not hold any directorship in any listed public companies in the last three years. Mr. Sun does

not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Sun has a family interest of 230,000 Shares of the Company and holds 3,320,000 options granted by the Company under the Share Option Scheme. Save as disclosed above, Mr. Sun has no interests in the Shares of the Company within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. Sun. He is entitled to an annual emolument of HK\$150,000 as Executive Director of the Company which is determined by the Board by reference to his duties and responsibilities with the Company and the Company's remuneration policy. Mr. Sun is subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company.

There is no information to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of Mr. Sun's re-election.

Mr. Yeung Ting-Lap Derek Emory, aged 35, was appointed a non-executive director of the Company in May 2005. He is currently the chief executive officer and co-founder of She Communications Limited ("she.com"), a leading Hong Kong based women's lifestyle communications company. Mr. Yeung is also a non-executive director of Nubrand Group Holdings Limited, a company currently listed on the Main Board of the Stock Exchange. Prior to founding she.com, Mr. Yeung was an associate with Telecom Venture Group Limited and a consultant with Arthur Andersen & Company both in Boston and Hong Kong. Mr. Yeung holds a Bachelor Degree in Applied Mathematics and Economics from Brown University and a Master Degree in Business Administration and Accounting from Northeastern University, both in the United States of America. Mr. Yeung is a certified public accountant and a member of the American Institute of Certified Public Accountants. Save as disclosed above, he did not hold any directorship in other members of the Group and he did not hold any directorship in any other listed public companies in the last three years. Mr. Yeung does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. He has no interests in the Shares of the Company within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. Yeung. He is entitled to an annual emolument of HK\$150,000 as Non-Executive Director of the Company which is determined by the Board by reference to his duties and responsibilities with the Company and the Company's remuneration policy. Mr. Yeung is subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company.

There is no information to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of Mr. Yeung's re-election.

Dr. Loke Yu alias Loke Hoi Lam, aged 58, was appointed an independent non-executive director and the chairman of the audit committee of the Company in June 2005. He has over 30 years of experience in accounting and auditing for private and public companies, financial consultancy and corporate management. He holds a Master of Business Administration Degree from Universiti Teknologi Malaysia and a Doctor of Business

Administration Degree from University of South Australia. Dr. Loke is a fellow of The Institute of Chartered Accountants in England and Wales; Hong Kong Institute of Certified Public Accountants; and The Hong Kong Institute of Directors. He is also an Associate member of The Institute of Chartered Secretaries and Administrators and a member of Malaysian Institute of Accountants. He is currently the Chairman of MHL Consulting Limited and serves as an independent non-executive director of China Fire Safety Enterprise Group Holdings Limited, Shandong Molong Petroleum Machinery Company Limited, United Metals Holdings Limited, New Chinese Medicine Holdings Limited, Winfair Investment Company Limited, Matrix Holdings Limited and VODone Limited, companies currently listed on the Stock Exchange. Save as disclosed above, he did not hold any directorship in other members of the Group and he did not hold any directorship in any other listed public companies in the last three years. Dr. Loke does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. He has no interests in the Shares of the Company within the meaning of Part XV of the SFO.

There is no service contract between the Company and Dr. Loke. He is entitled to an annual emolument of HK\$150,000 as Independent Non-Executive Director of the Company which is determined by the Board by reference to his duties and responsibilities with the Company and the Company's remuneration policy. Dr. Loke is subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company.

There is no information to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of Dr. Loke's re-election.

Mr. Zhao Difei, aged 45, was appointed an executive director of the Company in July 2007. Mr. Zhao also holds directorship in BAPP Ethanol Holdings Limited, Harbin China Distillery Co., Ltd. and Ningxia West Bright New Resource Technology Co., Ltd., which are subsidiaries of the Company. He was the technology controller of Harbin Brewery Group Limited, in charge of the brewing technology department and quality control department. He graduated from the Light Industrial Institute of Dalian majoring in industrial fermentation and holds a Master Degree in food engineering. Mr. Zhao has more than 20 years' experience in the brewing industry. He did not hold any directorship in any listed public companies in the last three years. Mr. Zhao does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Zhao holds 3,320,000 options granted by the Company under the Share Option Scheme. Save as disclosed above, Mr. Zhao has no interests in the Shares of the Company within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. Zhao. He is entitled to an annual emolument of HK\$800,000 as Executive Director of the Company which is determined by the Board by reference to his duties and responsibilities with the Company and the Company's remuneration policy. Mr. Zhao is subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company.

There is no information to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of Mr. Zhao's re-election.

Mr. Li Jian Quan, aged 50, was appointed an executive director of the Company in July 2007. Mr. Li also holds directorship in BAPP Ethanol Holdings Limited and Ningxia West Bright New Resource Technology Co., Ltd., both are subsidiaries of the Company. He has over 10 years' experience in human resources management and has devoted to scientific research since 1994. Mr. Li graduated from the University of International Business and Economics in Beijing, majoring in International Business. He did not hold any directorship in any listed public companies in the last three years. Mr. Li does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Li has a personal interest of 6,040,000 Shares of the Company and holds 3,320,000 options granted by the Company under the Share Option Scheme. Save as disclosed above, Mr. Li has no interests in the Shares of the Company within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. Li. He is entitled to an annual emolument of HK\$800,000 as Executive Director of the Company which is determined by the Board by reference to his duties and responsibilities with the Company and the Company's remuneration policy. Mr. Li is subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company.

There is no information to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of Mr. Li's re-election.

Mr. Lu Gui Pin, aged 52, was appointed an executive director of the Company in July 2007. Mr. Lu also holds directorship in BAPP Ethanol Holdings Limited and Ningxia West Bright New Resource Technology Co., Ltd., both are subsidiaries of the Company. He was the general manager of Ningxia Western Bright Industrial Base Company Limited from 2002 to 2006 and was the general manager of Shenzhen Securities Times Huaiyuan Advertisement Company from 1997 to 2002. Mr. Lu graduated from the Jilin University majoring in Chinese Studies. He did not hold any directorship in any listed public companies in the last three years. Mr. Lu does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Lu has a personal interest of 6,720,000 Shares of the Company and holds 2,500,000 options granted by the Company under the Share Option Scheme. Save as disclosed above, Mr. Lu has no interests in the Shares of the Company within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. Lu. He is entitled to an annual emolument of HK\$500,000 as Executive Director of the Company which is determined by the Board by reference to his duties and responsibilities with the Company and the Company's remuneration policy. Mr. Lu is subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company.

There is no information to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of Mr. Lu's re-election.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed repurchase mandate.

(a) SHARE CAPITAL

As at 3 April 2008 (being the Latest Practicable Date), the issued share capital of the Company was 566,000,000 Shares. Subject to the passing of the relevant resolution at the AGM, the Company will be allowed under the general mandate to repurchase a maximum of 56,600,000 Shares, assuming that no further Shares are issued or repurchased prior to the date of the AGM.

Shareholders should note that the repurchase mandate only covers purchases made 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 is required to be held under the Company's Articles of Association or any applicable laws to be held and the date upon which such authority is revoked or varied by Shareholders in general meeting.

(b) REASONS FOR REPURCHASES

Although the Directors have no present intention of repurchasing Shares, they believe that the repurchase mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

(c) FUNDING OF REPURCHASES

Repurchases must be financed out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association of the Company and the Companies Laws. Such funds include but are not limited to profits available for distribution.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the annual report of the Company in respect of the year ended 31 December 2007) in the event that 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 repurchase mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

(d) SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of previous twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
April 2007	1.93	0.36
May 2007	2.30	1.60
June 2007	2.99	1.67
July 2007	2.85	1.80
August 2007	2.30	1.17
September 2007	1.88	1.60
October 2007	1.72	1.00
November 2007	1.38	0.91
December 2007	1.02	0.60
January 2008	0.80	0.50
February 2008	1.22	0.59
March 2008	1.06	0.70
April 2008 (up to the Latest Practicable Date)	0.95	0.88

(e) GENERAL

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases in accordance with the Listing Rules and the Companies Laws.

None of the Directors, nor to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries if the repurchase mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares held by them to the Company or have undertaken not to sell any of the Shares held by them to the Company in the event that the Company is authorised to make repurchase of Shares.

(f) TAKEOVER 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 purposes of the Takeover Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholder's interest, may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

As at 3 April 2008 (being the Latest Practicable Date), Orientelite Investments Limited (“Orientelite”), the substantial shareholder of the Company, held 323,960,000 Shares, representing 57.3% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the repurchase mandate, the shareholding of Orientelite would be increased to approximately 63.6% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code and at least 25% of the issued share capital of the Company would still remain in public hands.

(g) SHARE REPURCHASE MADE BY THE COMPANY

No purchases of Shares had been made by the Company during the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



WEALTHMARK INTERNATIONAL (HOLDINGS) LIMITED

和寶國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 039)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Wealthmark International (Holdings) Limited (the “Company”) will be held at 2116 Hutchison House, 10 Harcourt Road, Hong Kong, on Thursday, 8 May 2008 at 10:00 a.m. for the following purposes:

1. To receive and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 December 2007;
2. (A) To re-elect Directors;

(B) To authorise the Board of Directors to fix Directors’ remuneration;
3. To re-appoint Auditors and to authorise the Board of Directors to fix Auditors’ remuneration;
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with be generally and unconditionally approved;
- (b) the Directors of the Company be authorised to make offers or agreements or grant options during the Relevant Period (as defined in paragraph (d) below) which would or might require shares to be allotted and issued either during or after the end of the Relevant Period pursuant to paragraph (a) above;
- (c) the aggregate nominal value of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approvals in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (d) below) or (ii) any option scheme or similar arrangement for

NOTICE OF ANNUAL GENERAL MEETING

the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

“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 restrictions or obligations under the laws of, or of the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong).”;

5. To consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase its own shares, subject to and in accordance with the applicable laws, rules and regulations of The Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited and paragraph (b) of this resolution, be and is hereby generally and unconditionally approved;

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- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”;
6. To consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolutions nos. 4 and 5 as set out in the notice convening this meeting, the general mandate granted to the Directors of the Company pursuant to the ordinary resolution no. 4 as set out in the notice convening this meeting to exercise the powers of the Company to allot, issue and deal with the shares of the Company be and is hereby extended by the addition thereto of an amount represented by the aggregate nominal amount of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5 as set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”;

7. To consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares in the capital of the Company to be issued pursuant to the exercise of the options granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the existing scheme mandate limit in respect of granting of options to subscribe for shares of the Company under the share option scheme adopted by the Company on 23 May 2007 (the “Share Option Scheme”), up to 10% of the total number of shares in issue of the Company as at the date of passing this resolution (the “Refreshed Scheme Mandate Limit”) be and is hereby approved and that the directors of the Company be and are hereby authorised, at

NOTICE OF ANNUAL GENERAL MEETING

their absolute discretion, to grant options under the Share Option Scheme up to the Refreshed Scheme Mandate Limit and to allot and issue shares of the Company pursuant to the exercise of such option.”; and

8. To consider and if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from “Wealthmark International (Holdings) Limited 和寶國際控股有限公司” to “**BIO-DYNAMIC GROUP LIMITED 生物動力集團有限公司**”, and the directors of the Company be and are hereby authorised to do all things and sign or execute all documents on behalf of the Company which may in their opinion be necessary or desirable for the purpose of giving effect to the change of the name of the Company.”

By order of the Board
CHAN So Fong
Company Secretary

Hong Kong, 11 April 2008

Notes:

- (a) A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote on his/her behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of authority, must be lodged with the Company’s Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (c) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (d) The Register of Members of the Company will be closed from Tuesday, 6 May 2008 to Thursday, 8 May 2008 (both days inclusive) during which period no transfer of shares of the Company will be registered and effected. In order to qualify for attending this meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate share transfer forms must be lodged with the Company’s Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 5 May 2008.
- (e) An Explanatory Statement containing further details regarding ordinary resolution no. 5 as required by the Rules Governing the Listing of Securities of the Stock Exchange will be dispatched to the shareholders of the Company together with this notice of meeting.