



WONSON INTERNATIONAL HOLDINGS LIMITED

(和成國際集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00651)

ANNOUNCEMENT

RELATING TO CONVERSION OF CONVERTIBLE NOTES

The Board would like to report that 2,400,000,000 conversion shares, representing approximately 10.65% of the total issued share capital of the Company as disclosed in the Last Announcement, were issued on 27 November 2008 as a result of conversions of the Convertible Notes Due 2011 in a principal amount of HK\$360,000,000 made by a noteholder.

References were made to the circulars of Wonson International Holdings Limited (the “**Company**”) dated 11 April 2007 in relation to, inter alia, the entering into by the Company of the convertible notes placing agreement and dated 6 February 2008 in relation to, among others, the convertible notes due 2011 (the “**Convertible Notes Due 2011**”). The convertible notes placing agreement was completed on 18 May 2007 pursuant to which the convertible notes due 2009 with aggregate principal value of HK\$150,000,000 (the “**Convertible Notes Due 2009**”) were issued by the Company. The Convertible Notes Due 2011 were issued by the Company on 16 April 2008.

As one of the conditions of the listing approval in relation to the Convertible Notes Due 2011 granted by the Stock Exchange of Hong Kong Limited, the Company is required to make this announcement in respect of, amongst other things, the details of the conversion of the Convertible Notes Due 2011 if the cumulative amount of conversion shares issued pursuant to the conversion of the Convertible Notes Due 2011 reaches 5% of the issued share capital of the Company as at 17 November 2008, being the date as disclosed in the last announcement relating to conversion of convertible notes (the “**Last Announcement**”).

The Board would like to report that 2,400,000,000 conversion shares, representing approximately 10.65% of the total issued share capital of the Company as disclosed in the Last Announcement, were issued on 27 November 2008 as a result of conversions of the Convertible Notes Due 2011 in a principal amount of HK\$360,000,000 made by a noteholder. Details of which are as follows:

Date of issue of new shares	Conversion price (HK\$)	Number of new shares issued
27 November 2008	<u>0.15</u>	<u>2,400,000,000</u>

After the above conversion, the outstanding principal amount the Convertible Notes Due 2009 is HK\$0 and the outstanding principal amount of the Convertible Notes Due 2011 is HK\$2,280,000,000. Change in the issued share capital of the Company during the period from 17 November 2008 to 27 November 2008 was as follows:

	Issued share capital (HK\$)	Number of issued shares of par value of HK\$0.001 each
As at 17 November 2008	22,539,982.59	22,539,982,591
Total number of new shares issued pursuant to conversions of the Convertible Notes Due 2011	<u>2,400,000.00</u>	<u>2,400,000,000</u>
As at 27 November 2008	<u>24,939,982.59</u>	<u>24,939,982,591</u>

By order of the Board
Wonson International Holdings Limited
Chau On Ta Yuen
Chairman

Hong Kong, 28 November 2008

As at the date of this announcement, (i) the executive directors of the Company are Mr. Chau On Ta Yuen, Mr. Zhang Shi Hong and Mr. Wang San Long; and (ii) independent non-executive directors of the Company are Ms. Xiang Siying, Mr. Hu Bai He and Mr. Zhang Xi Ping.

** for identification purpose only*