



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 were issued on 17 December 2008 upon conversion of the Convertible Notes Due 2011 in a principal amount of HK\$360,000,000. The cumulative conversion shares issued during the period from 8 December 2008 to 17 December 2008 were 3,600,000,000 representing approximately 13.17% of the total issued share capital of the Company as disclosed in the Last Announcement.

Reference was made to the circular of Wonson International Holdings Limited (the “**Company**”) dated 6 February 2008 in relation to, among others, the convertible notes due 2011 (the “**Convertible Notes Due 2011**”) which 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 8 December 2008, being the date as disclosed in the last announcement (the “**Last Announcement**”) dated 9 December 2008.

The Board would like to report that 2,400,000,000 conversion shares were issued on 17 December 2008 upon conversion of the Convertible Notes Due 2011 in a principal amount of HK\$360,000,000. The cumulative conversion shares issued during the period from 8 December 2008 to 17 December 2008 were 3,600,000,000 representing approximately 13.17% of the total issued share capital of the Company as disclosed in the Last Announcement.

The details of conversions are as follows:

Date of issue of new shares	Conversion price (HK\$)	Number of new shares issued
15 December 2008	0.15	1,200,000,000
17 December 2008	0.15	2,400,000,000
		<u>3,600,000,000</u>

After the above conversions, the outstanding principal amount of the Convertible Notes Due 2011 is HK\$1,380,000,000. Changes in the issued share capital of the Company during the period from 8 December 2008 to 17 December 2008 were as follows:

	Issued share capital (HK\$)	Number of issued shares of par value of HK\$0.001 each
As at 8 December 2008	<u>27,339,982.59</u>	<u>27,339,982,591</u>
Total number of new shares issued pursuant to conversions of the Convertible Notes Due 2011	<u>3,600,000.00</u>	<u>3,600,000,000</u>
As at 17 December 2008	<u>30,939,982.59</u>	<u>30,939,982,591</u>

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

Hong Kong, 17 December 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*