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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: 00651)**

### **COMPLETION OF PLACING**

**Placing Agent**



**KINGSTON SECURITIES LIMITED**

#### **The Placing**

The Board is pleased to announce that all conditions set out in the Placing Agreement have been fulfilled and the Placing was completed on 5 June 2009 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 3,400,000,000 Placing Shares, representing approximately 9.15% of the issued share capital of the Company as at the date of this announcement, have been successfully placed to not fewer than six placees, who and whose ultimate beneficial owners are not connected persons of the Company and its connected persons, at the Placing Price of HK\$0.013 per Placing Share.

#### **Adjustment to the conversion price of the conversion notes**

Pursuant to the terms of the convertible notes issued by the Company, no adjustment to the conversion price of the convertible notes is required as a result of the completion of the Placing.

Reference is made to the announcement of the Company dated 21 May 2009 (the “**Announcement**”) in relation to the Placing under the General Mandate. Capitalised terms used in this announcement shall have the same meanings as defined in the Announcement unless otherwise stated.

The Board is pleased to announce that all conditions set out in the Placing Agreement have been fulfilled and the Placing was completed on 5 June 2009 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 3,400,000,000 Placing Shares, representing approximately 9.15% of the issued share capital of the Company as at the date of this announcement, have been successfully placed to not fewer than six placees, who and whose ultimate beneficial owners are not connected persons (as defined in the Listing Rules) of the Company and its connected persons (as defined in the Listing Rules), at the Placing Price of HK\$0.013 per Placing Share. The net proceeds from the Placing amount to approximately HK\$43.0 million and the net proceeds raised per Share upon completion of Placing will be approximately HK\$0.0126.

None of the Placees became a substantial Shareholder (as defined in the Listing Rules) of the Company as a result of the Placing.

The table below set out the changes to the shareholding structure of the Company as a result of completion of the Placing:

	<b>Immediately before the Placing</b>		<b>As at the date of this announcement</b>	
	<b>Number of Shares</b>	<b>%</b>	<b>Number of Shares</b>	<b>%</b>
Li Ming ( <i>Note 1</i> )	2,970,058,820	8.80	2,970,058,820	8.00
Lead Dragon Limited ( <i>Note 2</i> )	<u>235,294,117</u>	<u>0.70</u>	<u>235,294,117</u>	<u>0.63</u>
Sub-total	3,205,352,937	9.50	3,205,352,937	8.63
Placees ( <i>Note 3</i> )	—	0.00	3,400,000,000	9.15
Other public Shareholders	<u>30,534,629,654</u>	<u>90.50</u>	<u>30,534,629,654</u>	<u>82.22</u>
Total	<u><u>33,739,982,591</u></u>	<u><u>100.00</u></u>	<u><u>37,139,982,591</u></u>	<u><u>100.00</u></u>

*Notes:*

1. Mr. Li Ming is the executive Director of the Company
2. Lead Dragon Limited is a company incorporated in the British Virgin Islands whose entire issued share capital is solely and beneficially owned by Mr. Li Ming.
3. Such Shares were allotted and issued upon completion of the Placing.

## **Adjustment to the conversion price of the conversion notes**

Pursuant to the terms of the convertible notes issued by the Company, no adjustment to the conversion price of the convertible notes is required as a result of the completion of the Placing.

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

Hong Kong, 5 June 2009

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

*\* For identification purpose only*