
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about 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 or transferred all your shares in Wonson International Holdings Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**WONSON INTERNATIONAL HOLDINGS LIMITED****(和成國際集團有限公司)****(Incorporated in Bermuda with limited liability)***(Stock Code: 651)**

PROPOSED SUBDIVISION OF SHARES

A notice convening the Special General Meeting to be held on 29th June, 2007 at Gemini, Libra, 33/F., Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong at 11:30 a.m. (or as soon thereafter as the annual general meeting of the Company to be held at the same place and date at 11:00 a.m. shall have been concluded or adjourned) is set out on pages 9 and 10 of this circular. Whether or not Shareholders are able to attend the Special General Meeting, Shareholders are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Special General Meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Special General Meeting should Shareholders so wish.

* For identification purposes only

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DEFINITIONS

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

“Board”	the board of directors of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Wonson International Holdings Limited (stock code: 651), a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Existing Share Certificates”	certificates of existing Shares
“HKSCC”	Hong Kong Securities Clearing Company Limited
“New Share Certificates”	new certificates of the Subdivided Shares
“Latest Practicable Date”	12th June, 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Share(s)”	share(s) of a nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Subdivision”	the subdivision of Shares into ten shares of HK\$0.001 each
“Special General Meeting”	a special general meeting of the Company to be convened on 29th June, 2007 at 11:30 a.m. (or as soon thereafter as the annual general meeting of the Company to be held at the same place and date at 11:00 a.m. shall have been concluded or adjourned) at Gemini, Libra, 33/F., Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong to consider and, if thought fit, to approve the Share Subdivision
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	share(s) of a nominal value of HK\$0.001 each in the capital of the Company upon completion of the Share Subdivision
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region of the People’s Republic of China

EXPECTED TIMETABLE

Latest time for lodging forms of proxy for the
Special General Meeting 11:30 a.m. on 27th June, 2007

Special General Meeting (11:30 a.m. on 29th June, 2007 or as soon
thereafter as the annual general meeting
of the Company to be held at the same place
and date at 11:00 a.m. shall have been
concluded or adjourned)

*The following events are conditional on the fulfillment of the conditions set out in the paragraph
headed "Conditions of the Share Subdivision" in the Letter from the Board in this circular*

Publication of further announcement in relation to the
effective date of the Share Subdivision 3rd July, 2007

Effective date of the Share Subdivision 3rd July, 2007

Dealings in the Subdivided Shares commence. 3rd July, 2007

Original counter for trading in existing Shares in board
lots of 20,000 Shares temporarily closes 9:30 a.m. on 3rd July, 2007

Temporary counter for trading in board lots of 200,000
Subdivided Shares (in the form of
Existing Share Certificates) opens 9:30 a.m. on 3rd July, 2007

First day of free exchange of Existing Share Certificates
for new certificates for the Subdivided Shares 3rd July, 2007

Original counter for trading in Subdivided Shares in board
lots of 20,000 Subdivided Shares (in the form of
New Share Certificates) re-opens 9:30 a.m. on 17th July, 2007

Parallel trading in Subdivided Shares (in the form of
New Share Certificates and the Existing Share
Certificates) commences 9:30 a.m. on 17th July, 2007

Parallel trading in Subdivided Shares (in the form of
New Share Certificates and the Existing Share
Certificates) ends 4:00 p.m. on 7th August, 2007

EXPECTED TIMETABLE

Temporary counter for trading in board lots of 200,000

Subdivided Shares (in the form of Existing Share

Certificates) closes 4:00 p.m. on 7th August, 2007

Last day for free exchange of Existing Share

Certificates for the New Share Certificates 14th August, 2007

Further announcement will be made by the Company for changes, if any, in the expected timetable for implementation of the Share Subdivision and the associated trading arrangements as aforesaid.



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:

Mr. CHIU Kong (*Chairman*)

Ms. CHEUNG Sze Man

Mr. TANG Chi Ming

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent Non-executive Directors:

Ms. CHAN Ling, Eva

Mr. CHAN Sek Nin, Jackey

Mr. SIN Chi Fai

*Principal office of business
in Hong Kong:*

Unit 1201, 12/F.,

88 Gloucester Road,

Wanchai,

Hong Kong

13th June, 2007

To the Shareholders

Dear Sir/Madam,

PROPOSED SUBDIVISION OF SHARES

1. INTRODUCTION

It was announced in the Company's announcement dated 12th June, 2007 that the Company intends to put forward to the Shareholders for approval on the proposal relating to the Share Subdivision. The purpose of this circular is to provide you with the information regarding the Share Subdivision and to give you the notice of Special General Meeting in order to enable you to make an informed decision on whether to vote for or against the resolution relating to the Share Subdivision.

2. PROPOSED SUBDIVISION OF SHARES

Reference is made to the announcement by the Company dated 12th June, 2007 whereby the Board announced that it was proposed that each of the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company be subdivided into ten shares of HK\$0.001 each. The Share

* For identification purposes only

LETTER FROM THE BOARD

Subdivision will become effective upon the fulfillment of the conditions set out below. The Shares are currently traded in board lots of 20,000 Shares. Upon the Share Subdivision becoming effective, the Subdivided Shares will be traded in board lots of 20,000 Subdivided Shares.

The Board believes that the Share Subdivision will improve the liquidity in trading of the Shares, thereby enabling the Company to attract more investors and widen the Company's shareholder base. Given the prevailing market conditions, a more liquid market will provide more flexibility for the investors to buy and sell the shares of the Company. Accordingly, the Board considers the Share Subdivision to be in the best interests of the Company and its Shareholders.

Save for the costs incurred by the Company in implementing the Share Subdivision, the Share Subdivision will not alter the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders. The Board considers that the Share Subdivision will not have any adverse effect on the financial position of the Company.

3. SHAREHOLDING STRUCTURE

As at the Latest Practicable Date, the authorized share capital of the Company is HK\$250,000,000, divided into 25,000,000,000 Shares, of which 1,131,645,319 Shares are in issue and fully paid. Assuming that no further Shares will be issued or repurchased after the Latest Practicable Date and prior to the Share Subdivision becoming effective, the effect of the Share Subdivision on the shareholding structure of the Company is set out as follows:

	Prior to the Share Subdivision	After the Share Subdivision
Par value of each share	HK\$0.01	HK\$0.001
Number of Shares in the authorized share capital	25,000,000,000 Shares	250,000,000,000 Subdivided Shares
Authorized share capital	HK\$250,000,000	HK\$250,000,000
Number of shares in issue	1,131,645,319 Shares	11,316,453,190 Subdivided Shares
Issued share capital	HK\$11,316,453.19	HK\$11,316,453.19
Number of unissued shares	23,868,354,681 Shares	238,683,546,810 Subdivided Shares
Unissued share capital	HK\$238,683,546.81	HK\$238,683,546.81

The Subdivided Shares will rank *pari passu* in all respects with each other and the Share Subdivision will not result in any change in the relative rights of the Shareholders.

4. CONDITIONS OF THE SHARE SUBDIVISION

The Share Subdivision is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the Special General Meeting;
and
- (b) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Subdivided Shares.

5. LISTING AND DEALING

An application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares arising from the Share Subdivision.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided 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 Subdivided 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.

6. FREE EXCHANGE OF SHARE CERTIFICATES

The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on 7th August, 2007 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the Existing Share Certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one Share for ten Subdivided Shares and may be exchanged free of charge for the New Share Certificates for Subdivided Shares at any time between 3rd July, 2007 and 14th August, 2007 (both dates inclusive), at 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. Thereafter, the Existing Share Certificates 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 Subdivided Shares. It is expected that New Share Certificates will be available for collection within a period of 10 business days after the submission of the Existing Share Certificates.

The New Share Certificates will be issued in pink colour in order to distinguish them from Existing Share Certificates which are in orange colour.

LETTER FROM THE BOARD

7. TRADING ARRANGEMENT FOR SUBDIVIDED SHARES

Subject to the Share Subdivision becoming effective, dealings in the Subdivided Shares are expected to commence on 3rd July, 2007. Parallel trading arrangements will be established with the Stock Exchange and will be operated from 17th July, 2007 to 7th August, 2007 (both days inclusive). Full details of the expected timetable and trading arrangements are set out on pages 2 and 3 of this circular.

8. SPECIAL GENERAL MEETING

Set out on pages 9 and 10 of this circular is the notice of Special General Meeting to be held at Gemini, Libra, 33/F., Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong at 11:30 a.m. on Friday, 29th June, 2007 (or as soon thereafter as the annual general meeting of the Company to be held at the same place and date at 11:00 a.m. shall have been concluded or adjourned), at which an ordinary resolution will be proposed to consider, and if thought fit, approve the Share Subdivision.

9. ACTION TO BE TAKEN

A proxy form for use at the Special General Meeting is enclosed herein. Whether or not you intend to attend the Special General Meeting, you are requested to complete the proxy form and return it to the Company's registrar in Hong Kong, Abacus Share Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Special General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Special General Meeting if you so wish.

10. PROCEDURE FOR DEMANDING A POLL BY SHAREHOLDERS

Pursuant to Bye-law 66, 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 demanded:-

- (a) 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 authorized 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 authorized 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 authorized representative) or by proxy and holding shares 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

11. RECOMMENDATION

The Board considers that the Share Subdivision is in the best interests of the Company and its Shareholders. Accordingly, the Board recommends that all Shareholders should vote in favour of the ordinary resolution set out in the notice of Special General Meeting.

By order of the Board
Wonson International Holdings Limited
Cheung Sze Man
Executive Director



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 Gemini, Libra, 33/F., Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong at 11:30 a.m. on Friday, 29th June, 2007 (or as soon thereafter as the annual general meeting of the Company to be held at the same place and date at 11:00 a.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined), each of the issued and unissued shares of HK\$0.01 in the share capital of the Company be and are hereby subdivided (“Share Subdivision”) into ten shares of HK\$0.001 each (the “Subdivided Shares”) and the directors of the Company be and are hereby authorized to issue new share certificates in respect of the Subdivided Shares to holders of shares of the Company and to do all things and execute all documents as they shall in their absolute opinion deem necessary or expedient in connection with or incidental to the Share Subdivision.”

By Order of the Board
Wonson International Holdings Limited
Cheung Sze Man
Company Secretary

Hong Kong, 13th June, 2007

* *For identification purposes only*

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. A form of proxy to be used for the meeting is enclosed.
2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
4. 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 or authority, shall be lodged with the Company's branch share registrar in Hong Kong, Abacus Share Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share any one of such joint holder may vote either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, 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 in respect of the joint holding.