



WONSON INTERNATIONAL HOLDINGS LIMITED

(和成國際集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock code: 00651)

NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that a special general meeting of Wonson International Holdings Limited (the “Company”) will be held at 10:00 a.m. on 22 February 2008 at Macau Jockey Club, Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:—

ORDINARY RESOLUTIONS

1. **“THAT** the Acquisition Agreement (the “Acquisition Agreement”) dated 5 November 2007 and the Supplemental Acquisition Agreement dated 21 January 2008 (the “Supplemental Acquisition Agreement”) entered into between Million King Investments Limited (the “Vendor”) as vendor, the Company as purchaser and Mr. Yiu and Mr. Hei, as guarantors, pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the entire issued share capital of INPAX Technology Limited (a copy of which is produced at this meeting and marked “A” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed and that the directors of the Company be and are hereby authorized to implement all the transactions referred to in the Acquisition Agreement and the Supplemental Acquisition Agreement and to do all such acts and things and execute all such documents in its absolute discretion as it deems fit or appropriate to give effect to the Acquisition Agreement and the Supplemental Acquisition Agreement and the arrangements contemplated thereunder.”; and
2. **“THAT** subject to and conditional upon (a) the granting by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) of the listing of, and permission to deal in, the Conversion Shares (as defined below); and (b) the Company obtaining all consents and approvals (if required) from the Stock Exchange for the issue of the Convertible Notes (as defined in the Acquisition Agreement), the issue of up to 20,000,000,000 shares of HK\$0.001 each (the “Conversion Shares”) in the share capital of the Company upon exercise of the conversion rights attaching to the Convertible Notes up to an aggregate principal amount of HK\$3,000 million be and is hereby approved and the Directors be and are hereby authorised to allot and issue the Conversion Shares pursuant to and in accordance with the terms and conditions of the

Convertible Notes and to do all such acts and things as they consider necessary or expedient in connection with the issue of the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Notes.”

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

Hong Kong, 6 February 2008

Principal place of business in Hong Kong
Unit 1201, 12/F.,
88 Gloucester Road,
Wanchai,
Hong Kong

Notes:

1. 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 of the Company.
2. 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.
3. 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, Tricor Abacus 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. Completion and delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. 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 shares 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.

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. Tang Chi Ming; and (ii) independent non-executive directors of the Company are Ms. Chan Ling, Eva, Mr. Chan Sek Nin, Jackey and Mr. Sin Chi Fai.

* *For identification purposes only*