



WONSON INTERNATIONAL HOLDINGS LIMITED

(和成國際集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00651)

**MONTHLY ANNOUNCEMENT
RELATING TO OUTSTANDING CONVERTIBLE NOTES**

The Company makes this announcement pursuant to the requirements of the listing approvals granted by the Stock Exchange for the listing of and permission to deal in the conversion shares which fall to be issued upon conversion of the Convertible Notes Due 2009 and the Convertible Notes Due 2011.

The Board would like to report that conversion of the Convertible Notes Due 2009 was made by the holder which resulted in a total number of 470,588,234 Conversion Shares being issued and no conversion of any of the Convertible Notes Due 2011 was made by the holder thereof during the period from 1 July 2008 to 31 July 2008.

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.

The Company makes this announcement pursuant to the requirements of the listing approvals granted by the Stock Exchange for the listing of and permission to deal in the conversion shares which fall to be issued upon conversion of the Convertible Notes Due 2009 and the Convertible Notes Due 2011 and the requirements under the heading “Dilution Effect on Shareholders as a result of conversion of any part of the Convertible Notes” of the circular dated 11 April 2007. The board of directors (the “**Board**”) of the Company announces that:

(i) the level of dilution of shareholding and details of conversions by the holders of the Convertible Notes Due 2009 during the period from 1 July 2008 to 31 July 2008 (the “**Relevant Period**”) was as follows:

Date of conversion notice	No. of new shares issued	Conversion price (HK\$) #	Date of issue of new shares
4 July 2008	<u>470,588,234</u>	0.017	8 July 2008

After price adjustment

(ii) no conversion of any of the Convertible Notes Due 2011 was made by the holder thereof during the Relevant Period;

- (iii) the principal amount of the outstanding Convertible Notes Due 2009 as at 31 July 2008 was HK\$32,000,000; and the principal amount of the outstanding Convertible Notes Due 2011 as at 31 July 2008 was HK\$3,000,000,000;
- (iv) there has been no new share issued pursuant to other transactions during the Relevant Period; and
- (v) the change in the issued share capital of the Company during the Relevant Period was as follows:

	Issued share capital (HK\$)	Number of issued shares of par value of HK\$0.001 each
As at 1 July 2008	17,787,041.42	17,787,041,420
Total number of new shares issued pursuant to conversions of the Convertible Notes Due 2009	470,588.23	470,588,234
As at 31 July 2008	18,257,629.65	18,257,629,654

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

Hong Kong, 4 August 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. Chan Ling, Eva, Ms. Xiang Siying and Mr. Hu Bai He.

** For identification purpose only*