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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)

PROPOSED SHARE CONSOLIDATION AND CHANGE OF BOARD LOT SIZE

Share Consolidation and Change of Board Lot Size

The Board proposes to implement the Share Consolidation on the basis that every fifty (50) issued and unissued Shares of HK\$0.001 each will be consolidated into one (1) Consolidated Share of HK\$0.05 each. The necessary resolution(s) in respect of the Share Consolidation will be considered and, if thought fit, approved at the AGM. The Board also proposes to change the board lot size for trading in the shares of the Company from 20,000 Shares to 5,000 Consolidated Shares upon the Share Consolidation becoming effective.

General

A circular containing, amongst other things, details of the Share Consolidation and the notice of the AGM will be despatched to the Shareholders as soon as practicable.

SHARE CONSOLIDATION AND CHANGE OF BOARD LOT SIZE

The Board proposes to implement the Share Consolidation on the basis that every fifty (50) issued and unissued Shares of HK\$0.001 each will be consolidated into one (1) Consolidated Share of HK\$0.05 each. Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company.

The Board also proposes to change the board lot size for trading in the Shares from 20,000 Shares to 5,000 Consolidated Shares upon the Share Consolidation becoming effective.

Effects of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company amounts to HK\$250,000,000 divided into 250,000,000,000 Shares, of which 33,739,982,591 Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and on the basis that no further Shares will be allotted and issued or repurchased prior thereto, the authorised share capital of the Company will become HK\$250,000,000 divided into 5,000,000,000 Consolidated Shares, of which 674,799,651 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank pari passu in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled.

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation becoming effective.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM for approving the Share Consolidation; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the Consolidated Shares.

Reasons for the Share Consolidation

The Share Consolidation will increase the nominal value of the Shares. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange and the Board believes that it may attract more investors and extend the shareholder base of the Company. The Board therefore believes that the Share Consolidation is in the interests of the Company and its Shareholders as a whole.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation and the proposed change of board lot size, the Company will appoint Kingston Securities to stand in the market to provide matching services for the odd lots of Consolidated Shares on a best effort basis. Further details in respect of the odd lots matching arrangement will be set out in the circular to be despatched by the Company to the Shareholders.

Exchange of Share Certificates

Subject to the Share Consolidation becoming effective, which is expected to be at 9:30 a.m. on 25 June 2009, Shareholders may, on or after 25 June 2009 until 4 August 2009 (both days inclusive) submit share certificates for existing Shares to 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, to exchange, at the expense of the Company, for certificates of the Consolidated Shares (on the basis of fifty (50) existing Shares for one (1) Consolidated Share). Thereafter, certificates of Shares will remain effective as documents of title but 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) per existing share certificate cancelled or new share certificate issued (whichever is the higher) by Shareholders.

Adjustments in relation to Share Options

As at the date of this announcement, there are outstanding Share Options entitling the holders thereof to subscribe for up to an aggregate of 1,719,000,000 Shares.

The Share Consolidation may cause adjustments to the subscription price and the number of Consolidated Shares to be issued under the Share Options. The Company will notify the holders of the Share Options regarding adjustments to be made (if any) pursuant to the terms of the share option scheme of the Company and the Listing Rules.

Adjustments in relation to the Convertible Notes

As at the date of this announcement, the Company has outstanding Convertible Notes in the principal amount of HK\$960,000,000 which are convertible into 6,400,000,000 Shares. Corresponding adjustments will be made in accordance with the terms of the Convertible Notes. The Company will make a further announcement about the adjustments.

Save as disclosed above, the Company has no other outstanding options, warrants or other securities convertible into or giving rights to subscribe for Shares or Adjusted Shares, as the case may be.

Expected Timetable

The expected timetable for implementation of the Share Consolidation and the associated trading arrangements is set out below:

2009

Despatch of circular in relation to, amongst other things, the Share Consolidation	Monday, 25 May
Latest time for lodging proxy forms for the AGM.....	10:00 a.m. on Monday, 22 June
AGM	10:00 a.m. on Wednesday, 24 June
Effective date of the Share Consolidation	Thursday, 25 June
Dealings in Consolidated Shares commence	Thursday, 25 June
Original counter for trading in existing Shares in board lots of 20,000 Shares temporarily closes	9:30 a.m. on Thursday, 25 June
Temporary counter for trading in Consolidated Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates) opens	9:30 a.m. on Thursday, 25 June
First day for free exchange of existing share certificates for new share certificates	Thursday, 25 June

Original counter for trading in Consolidated Shares
in board lots of 5,000 Consolidated Shares
(in the form of new share certificates) reopens9:30 a.m. on
Friday, 10 July

Parallel trading in Consolidated Shares
(in the form of new share certificates
and existing share certificates) commences9:30 a.m. on
Friday, 10 July

Designated agent to stand in the market
to provide matching service to facilitate
the odd lots trading commences9:30 a.m. on
Friday, 10 July

Temporary counter for trading in Consolidated Shares
in board lots of 400 Consolidated Shares
(in the form of existing share certificates) closes4:00 p.m. on
Thursday, 30 July

Designated agent to stand in the
market to provide matching services ends..... 4:00 p.m. on
Thursday, 30 July

Parallel trading in Consolidated Shares
(in the form of new share certificates
and existing share certificates) ends.....4:00 p.m. on
Thursday, 30 July

Last day for free exchange of existing share
certificates for new share certificatesTuesday, 4 August

GENERAL

A circular containing, amongst other things, details of the Share Consolidation and the notice of the AGM will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions having the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held for the approving, amongst other things, the Share Consolidation
“Board”	the board of Directors
“Company”	Wonson International Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company after the Share Consolidation becoming effective
“Convertible Notes”	the convertible notes due 2011 in an aggregate outstanding principal amount of HK\$960 million as at the date hereof issued by the Company, details and principal terms of which are set out in the circular of the Company dated 6 February 2008
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Kingston Securities”	Kingston Securities Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Share Consolidation”	the proposed consolidation of every fifty (50) Shares of HK\$0.001 each into one (1) Consolidated Share of HK\$0.05 each

“Share Options”	share options granted under the share option scheme of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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

Hong Kong, 19 May 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) independent non-executive directors of the Company are Mr. Zhang Xi Ping, Ms. Xiang Siying, and Mr. Hu Bai He.

** For identification purpose only.*