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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the members of Wonson International Holdings Limited (“**Company**”) will be held at Unit 1103, 11/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 30 December 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without modification, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in, the Offer Shares (as defined below) in their fully-paid forms to be allotted to the Qualifying Shareholders (as defined in the circular dated 14 December 2009 (“**Circular**”) to the shareholders of the Company of which the notice convening the meeting at which this resolution is proposed forms part, a copy of the Circular marked “A” has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) by way of open offer as announced by the Company on 16 November 2009:
 - (a) the issue by way of open offer (“**Open Offer**”) of a total of not less than 1,804,199,302 offer shares and not more than 2,012,780,004 offer shares of HK\$0.20 each (collectively, the “**Offer Shares**”) to the holders of the shares of HK\$0.05 each of the Company (each, a “**Share**”) whose names appear on the register of members of the Company on the Record Date (as defined in the Circular) in the proportion of two Offer Shares for every one Share then held at the subscription price of HK\$0.20 per Offer Share payable in full upon acceptance in accordance with to the terms and conditions set out in the Circular be and is hereby approved;
 - (b) the directors of the Company (“**Directors**”) be and are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer provided that in the case of shareholders of the Company whose addresses as shown on the register of members of the Company at the close of business on the Record Date are in any jurisdictions outside Hong Kong, and to whom the Directors, based on the enquiry made by the Company,

consider it necessary or expedient not to offer the Offer Shares on account of the legal advice given by the legal counsels of such jurisdictions (“**Excluded Shareholders**”), the Offer Shares shall not be issued to the Excluded Shareholders but shall be taken up by the Underwriter (as defined in the Circular);

- (c) the absence of arrangements for application for the Offer Shares by the Qualifying Shareholders (as defined in the Circular) in excess of their entitlements under the Open Offer as referred to in Rule 7.26A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as the alternative arrangement in respect of the untaken Offer Shares under the Open Offer be and is hereby approved, confirmed and ratified;
- (d) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps or other exclusions or other arrangements in relation to the Excluded Shareholders as they may in their absolute discretion deem necessary, appropriate, desirable or expedient to give effect to or in connection with the Open Offer and the Underwriting Agreement (as defined in the Circular) or any of the transactions contemplated thereunder; and
- (e) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Open Offer and the Underwriting Agreement or any transactions contemplated thereunder.”

By order of the Board
Wonson International Holdings Limited
CHAU ON TA YUEN
Chairman

Hong Kong, 14 December 2009

Registered Office:
Clarendon House
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Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:
Unit 1103, 11/F
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

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, Mr. Hu Bai He and Ms. Xiang Ying.

** For identification purpose only*