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This circular appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of **Wonson International Holdings Limited**.

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your licensed securities dealer 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 and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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: 651)

**(1) PLACING OF NEW SHARES; AND
(2) PLACING OF CONVERTIBLE NOTES**

Financial adviser



Placing agent and underwriter



A letter from the board of directors of Wonson International Holdings Limited is set out on pages 4 to 13 of this circular. A notice of the special general meeting of Wonson International Holdings Limited to be held at Gemini, Libra 33/F, Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong on Monday, 30 April 2007 at 11:00 a.m. is set out on pages 16 to 18 of this circular.

Whether or not you are able to attend the special general meeting, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Abacus Share Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time of the special general meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the special general meeting or any adjournment thereof in person should you so wish.

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DEFINITIONS

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

“Board”	the board of Directors
“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
“connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Conversion Shares”	up to a maximum of 882,352,941 new Shares which fall to be issued upon the exercise of any of the conversion rights attaching to the Convertible Notes at an initial conversion price of HK\$0.17 per Share (subject to adjustment)
“Convertible Notes”	redeemable convertible notes in an aggregate principal amount of not more than HK\$150,000,000 to be issued by the Company pursuant to the Convertible Notes Placing Agreement entitling the holders thereof to convert the principal amount thereof into new Shares at an initial conversion price of HK\$0.17 per Conversion Share (subject to adjustment)
“Convertible Notes Placing”	the placing of the Convertible Notes, on a best-efforts basis, by Taifook Securities pursuant to the Convertible Notes Placing Agreement
“Convertible Notes Placing Agreement”	the conditional placing agreement dated 15 March 2007 entered into between the Company and Taifook Securities in respect of the Convertible Notes Placing
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	independent third party(ies) who, together with his/their ultimate beneficial owners, is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and its connected persons
“Last Trading Day”	14 March 2007, being the last full trading day of the Shares on the Stock Exchange prior to the Suspension

DEFINITIONS

“Latest Practicable Date”	4 April 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placing”	the placing, on a best-efforts basis, of up to a maximum of 500,000,000 new Shares by Taifook Securities at the Placing Price pursuant to the Placing Agreement
“Placing Agreement”	the conditional placing agreement dated 15 March 2007 entered into between the Company and Taifook Securities in respect of the Placing
“Placing Price”	the placing price of HK\$0.16 per Placing Share pursuant to the Placing Agreement
“Placing Share(s)”	up to a maximum of 500,000,000 new Shares to be placed by Taifook Securities pursuant to the Placing Agreement
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SGM”	a special general meeting of the Company to be convened on Monday, 30 April 2007 or any adjournment thereof to approve the Placing and the Convertible Notes Placing
“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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Suspension”	the suspension of the trading in the Shares on the Stock Exchange with effect from 10:11 a.m. on Thursday, 15 March 2007 pending the release of the announcement dated 22 March 2007 issued by the Company

DEFINITIONS

“Taifook Securities”	Taifook Securities Company Limited, a corporation licensed to carry out Types 1 (dealing in securities), 3 (leveraged foreign exchange trading) and 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), which is (i) the placing agent for the Placing and the Convertible Notes Placing; and (ii) the underwriter of the Underwriting
“Underwriting Agreement”	the underwriting agreement dated 15 March 2007 entered into between the Company and Taifook Securities in relation to the underwriting of 100,000,000 new Shares
“Underwritten Share(s)”	100,000,000 new Shares to be underwritten by Taifook Securities under the Underwriting Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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*)
Mr. Hui Richard Rui (*Deputy Chairman*)
Ms. Cheung Sze Man
Mr. Tang Chi Ming
Mr. Tsui Ching Hung

Independent Non-Executive Directors

Mr. Chan Ling, Eva
Mr. Miu Frank H.
Mr. Sin Chi Fai

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Principal Place of Business
in Hong Kong:*

Room 4504-5, 45th Floor
China Resources Building
26 Harbour Road,
Wanchai,
Hong Kong

11 April 2007

To the Shareholders

Dear Sir or Madam,

**(1) PLACING OF NEW SHARES; AND
(2) PLACING OF CONVERTIBLE NOTES**

INTRODUCTION

On 22 March 2007, the Board announced that, among other things, the Placing Agreement and the Convertible Notes Placing Agreement were entered into between the Company and Taifook Securities on 15 March 2007.

The purpose of this circular is to give you (i) further information regarding the Placing Agreement and the Convertible Notes Placing Agreement and the transactions contemplated thereunder; and (ii) the notice of the SGM.

LETTER FROM THE BOARD

THE PLACING

Pursuant to the Placing Agreement, Taifook Securities agreed to place, on a best-efforts basis, up to a maximum of 500,000,000 new Shares at a price of HK\$0.16 per Placing Share. The terms of the Placing Agreement are set out below:

Placing agent:

Taifook Securities, an Independent Third Party.

Number of Shares to be placed:

Assuming that the maximum number of 500,000,000 new Shares are successfully placed, the Placing Shares representing approximately (i) 94.0% of the Company's existing issued share capital as at the Latest Practicable Date; and (ii) 48.5% of the Company's issued share capital as enlarged by the Placing Shares; and (iii) 24.8% of the Company's issued share capital as enlarged by the issue of the Underwritten Shares, the Placing Shares and the Conversion Shares. The Placing Shares when issued and fully paid, will rank pari passu in all respects with the Shares in issue on the date of allotment and issue of the Placing Shares including the right to any dividends or distributions. Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

Placees:

Not less than six professional, institutional and/or individual investors will be procured by Taifook Securities under the Placing Agreement. Each of the placees and their respective ultimate beneficial owners will be an Independent Third Party.

Placing price:

The Placing Price of HK\$0.16 per Placing Share was arrived at after arm's length negotiations between the Company and Taifook Securities with reference to the prevailing market price of the Shares. The Placing Price represents:

- (i) a discount of approximately 5.9% to the closing price of HK\$0.170 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 8.6% to the average closing price of approximately HK\$0.175 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day;

LETTER FROM THE BOARD

- (iii) a discount of approximately 10.1% to the average closing price of approximately HK\$0.178 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days up to and including the Last Trading Day; and
- (iv) a discount of approximately 79.5% to the closing price of HK\$0.78 per Share as quoted on the Stock Exchange as at the Latest Practicable Date.

The placing commission of the Placing Agreement is equal to 2.0% of the Placing Price of HK\$0.16 per Share multiplied by the number of the Placing Shares placed by Taifook Securities pursuant to the Placing Agreement, which was arrived at after arm's length negotiations between the Company and Taifook Securities. The placing commission would be payable upon completion of the Placing Agreement. Based on the estimated expenses of approximately HK\$1.84 million to be incurred in the Placing, the net price to be received by the Company (after deduction of the estimated expenses of approximately HK\$1.84 million to be incurred in the Placing) will be approximately HK\$0.156 per Placing Share.

Conditions precedent to the Placing Agreement:

Completion of the Placing Agreement is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the Placing Shares; and
- (ii) the passing by Shareholders at the SGM of all necessary resolutions in compliance with the Listing Rules to approve the transactions contemplated under the Placing Agreement and the issue of the Placing Shares.

If any of the conditions precedent to the Placing Agreement is not fulfilled on or prior to 31 May 2007 (or such later date as may be agreed between the Company and Taifook Securities), the Placing Agreement shall terminate and none of the parties to the Placing Agreement shall have any claim against the other for any costs or losses (save for any antecedent breaches of the Placing Agreement).

Completion of the Placing Agreement:

Completion of the Placing is expected to take place not later than the third Business Day following the satisfaction of the conditions precedent to the Placing Agreement or such later date as the Company and Taifook Securities shall agree in writing. The Directors expect that completion of the Placing Agreement would take place before the end of May 2007.

LETTER FROM THE BOARD

THE CONVERTIBLE NOTES PLACING

The Convertible Notes Placing Agreement:

Parties:

- (i) The Company, as the issuer of the Convertible Notes; and
- (ii) Taifook Securities, as the placing agent. Taifook Securities is an Independent Third Party.

The placing commission of the Convertible Notes Placing Agreement is 2.0% of the aggregate principal amount of the Convertible Notes placed by Taifook Securities pursuant to the Convertible Notes Placing Agreement, which was arrived at after arm's length negotiations between the Company and Taifook Securities. The placing commission would be payable upon completion of the Convertible Notes Placing Agreement.

Principal amounts of the Convertible Notes to be placed:

The Convertible Notes in an aggregate principal amount of up to HK\$150 million will be placed by Taifook Securities on a best-efforts basis.

Placees:

Pursuant to the Convertible Notes Placing Agreement, Taifook Securities will procure no less than six placees to subscribe in cash for the Convertible Notes. All the placees and their respective beneficial owners will be Independent Third Parties.

Conditions precedent to the Convertible Notes Placing Agreement:

Completion of the Convertible Notes Placing Agreement shall be conditional upon, among other things:-

- (i) the passing by Shareholders at the SGM of all necessary resolutions in compliance with the Listing Rules to approve the transactions contemplated under the Convertible Notes Placing Agreement and the issue of the Conversion Shares; and
- (ii) the Listing Committee of the Stock Exchange having granted (either unconditionally or subject only to conditions to which the Issuer does not reasonably object) listing of and permission to deal in the Conversion Shares.

LETTER FROM THE BOARD

If any of the conditions precedent to the Convertible Notes Placing Agreement is not fulfilled on or before 31 May 2007 (or such later date as may be agreed between Taifook Securities and the Company), the Convertible Notes Placing Agreement shall thereupon lapse and become null and void and the parties to the Convertible Notes Placing Agreement will be released from all obligations hereunder, save for any liability arising out of any antecedent breaches thereof.

Completion:

Completion of the Convertible Notes Placing Agreement shall take place on the third Business Day after the date of fulfilment of the conditions precedent to the Convertible Notes Placing Agreement. The Directors expect that completion of the Convertible Notes Placing Agreement would take place before the end of May 2007.

The initial conversion price of HK\$0.17 per Conversion Share was arrived at after arm's length negotiations between the Company and Taifook Securities with reference to the prevailing market price of the Shares, and represents:

- (i) the closing price of the Shares of HK\$0.17 as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 2.9% to the average closing price of approximately HK\$0.175 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 4.5% to the average closing price of approximately HK\$0.178 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days up to and including the Last Trading Day; and
- (iv) a discount of approximately 78.2% to the closing price of HK\$0.78 per Share as quoted on the Stock Exchange as at the Latest Practicable Date.

No application has been or will be made for the listing of the Convertible Notes on the Stock Exchange or any other stock exchanges. Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares.

LETTER FROM THE BOARD

Dilution effect on Shareholders as a result of conversion of any part of the Convertible Notes:

Assuming that the maximum principal amount of HK\$150,000,000 under the Convertible Notes is successfully placed and the Convertible Notes are fully converted at their initial conversion price of HK\$0.17 per Conversion Share, a total of 882,352,941 Conversion Shares will be issued, representing approximately (i) 166.0% of the existing issued capital of the Company as at the Latest Practicable Date; (ii) 62.4% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares; and (iii) 43.8% of the issued share capital of the Company as enlarged by the issue of the Underwritten Shares, the Placing Shares and the Conversion Shares.

In view of the potential dilution effect on existing Shareholders on exercise of conversion rights attaching to the Convertible Notes, for so long as any of the Convertible Notes are outstanding, the Company will keep the Shareholders informed of the level of dilution and details of conversion as follows:

- (i) the Company will make a monthly announcement (the “Monthly Announcement”) on the website of the Stock Exchange. Such announcement will be made on or before the fifth business day following the end of each calendar month and will include the following details in a table form:
 - (a) whether there is any conversion of the Convertible Notes during the relevant month. If yes, details of the conversion(s), including the conversion date, number of new Shares issued, conversion price for each conversion. If there is no conversion during the relevant month, a negative statement to that effect;
 - (b) the outstanding principal amount of the Convertible Notes after the conversion, if any;
 - (c) the total number of Shares issued pursuant to other transactions, including Shares issued pursuant to exercise of options under any share option scheme(s) of the Company;
 - (d) the total issued share capital of the Company as at the commencement and the last day of the relevant month; and

in addition to the Monthly Announcement, if the cumulative amount of new Shares issued pursuant to the conversion of the Convertible Notes reaches 5% of the issued share capital of the Company as disclosed in the last Monthly Announcement or any subsequent announcement made by the Company in respect of the Convertible Notes (as the case may be) (and thereafter in a multiple of such 5% threshold), the Company will as soon as practicable but in any event no later than the fifth business day thereafter make an announcement on the website of the Stock Exchange including details as stated in (i) above for the period commencing from the date of the last Monthly Announcement or any subsequent announcement made by the Company in respect of the Convertible Notes (as the case may be), up to the date on which the total amount of Shares issued pursuant to the conversion amounts to 5% of the issued share capital of the Company as disclosed in the last Monthly Announcement or any subsequent announcement made by the Company in respect of the Convertible Notes (as the case may be).

LETTER FROM THE BOARD

CHANGES IN SHAREHOLDING OF THE COMPANY AS A RESULT OF THE COMPLETION OF THE UNDERWRITING AGREEMENT, THE PLACING AGREEMENT AND THE CONVERTIBLE NOTES PLACING AGREEMENT

The changes of the shareholding of the Company as a result of the completion of the Underwriting Agreement, the Placing Agreement, and the Convertible Notes Placing Agreement are illustrated in the table as follows (assuming that there are no other changes in the issued share capital of the Company):

	As at the Latest Practicable Date		Immediately after completion of the Underwriting Agreement		Immediately after completion of the Underwriting Agreement and the Placing Agreement		Immediately after completion of the Underwriting Agreement, the Placing Agreement and the Convertible Notes Placing Agreement on the assumption as set out in Note 1		Immediately after completion of the Underwriting Agreement, the Placing Agreement and the Convertible Notes Placing Agreement on the assumption as set out in Note 2	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
The Directors										
Mr. Chiu Kong	40,000	0.01	40,000	0.00	40,000	0.00	40,000	0.00	40,000	0.00
Mr. Hui Richard Rui	1,050,000	0.20	1,050,000	0.17	1,050,000	0.09	1,050,000	0.09	1,050,000	0.05
<i>Sub-total of the Directors</i>	<i>1,090,000</i>	<i>0.21</i>	<i>1,090,000</i>	<i>0.17</i>	<i>1,090,000</i>	<i>0.09</i>	<i>1,090,000</i>	<i>0.09</i>	<i>1,090,000</i>	<i>0.05</i>
Public Shareholders										
Placees of the Underwritten Shares (Note 3)	—	—	100,000,000	15.83	100,000,000	8.84	100,000,000	8.84	100,000,000	4.97
Placees of the Placing Shares (Note 3)	—	—	—	—	500,000,000	44.18	500,000,000	44.18	500,000,000	24.83
Placees of the Convertible Notes (Note 3)	—	—	—	—	—	—	—	—	882,352,941	43.81
Other public Shareholders	530,555,319	99.79	530,555,319	84.00	530,555,319	46.89	530,555,319	46.89	530,555,319	26.34
<i>Sub-total of the public Shareholders</i>	<i>530,555,319</i>	<i>99.79</i>	<i>630,555,319</i>	<i>99.83</i>	<i>1,130,555,319</i>	<i>99.91</i>	<i>1,130,555,319</i>	<i>99.91</i>	<i>2,012,908,260</i>	<i>99.95</i>
Total	<u>531,645,319</u>	<u>100.00</u>	<u>631,645,319</u>	<u>100.00</u>	<u>1,131,645,319</u>	<u>100.00</u>	<u>1,131,645,319</u>	<u>100.00</u>	<u>2,013,998,260</u>	<u>100.00</u>

Notes:

- Assuming no part of the Convertible Notes is converted into any Conversion Shares.
- Assuming the Convertible Notes are fully converted into 882,352,941 Conversion Shares.
- Assuming that none of placees of the Underwriting, the Placing or the Convertible Notes Placing will become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of completion of any of the Underwriting Agreement, the Placing Agreement or the Convertible Notes Placing Agreement.

As at the Latest Practicable Date, the Directors were unable to determine whether any placee of the Underwriting, the Placing or the Convertible Notes Placing will become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of completion of any of the Underwriting Agreement, the Placing Agreement or the Convertible Notes Placing Agreement.

LETTER FROM THE BOARD

REASONS FOR THE PLACING AND THE CONVERTIBLE NOTES PLACING AND PROPOSED USE OF PROCEEDS

The Group is principally engaged in metals trading, sales of communication products and investments in securities for trading.

Each of the Placing Agreement and the Convertible Notes Placing Agreement is not inter-conditional upon each other. The amount of gross proceeds from the Placing (assuming the maximum number of 500,000,000 new Shares are successfully placed) and the Convertible Notes Placing (assuming the maximum principal amount of HK\$150,000,000 under the Convertible Notes is successfully placed) would be HK\$80 million and HK\$150 million respectively. The Company intends that the aggregate net proceeds of the Placing and the Convertible Notes Placing (which would amount to a maximum of approximately HK\$224.7 million) to be used by the Group for its general working purposes and natural resources related businesses in the PRC.

Under the prevailing market conditions, the Company considers that the Placing and the Convertible Notes Placing provide good opportunities to raise further capital and to broaden the shareholder and capital base of the Company. The Company did not have any capital raising activities in the 12 months immediately before 15 March 2007, the date of the Placing Agreement and the Convertible Notes Placing Agreement.

PROCEDURES BY WHICH A POLL MAY BE DEMANDED

Pursuant to the bye-law 66 the bye-laws of the Company, 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 show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of such meeting; or
- (ii) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company 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

GENERAL

Each of the Placing and the Convertible Notes Placing is subject to the approval by the Shareholders at the SGM in accordance with the requirements of the Listing Rules. The proposed resolutions at the SGM, if duly passed by the Shareholders, would, subject to fulfillment of the conditions precedent to each of the Placing Agreement and the Convertible Notes Placing Agreement, authorise the issue and allotment of the Placing Shares and the Convertible Notes within one month from the date of the SGM. None of the Shareholders are required to abstain from voting on the proposed resolutions approving the Placing and the Convertible Notes Placing at the SGM.

Attached to this circular is a notice convening the SGM at which ordinary resolutions will be proposed to approve, inter alia, the entering into and performance of each of the Placing Agreement and the Convertible Notes Placing Agreement, and the issue of the Placing Shares, the Convertible Notes and the Conversion Shares and the transactions contemplated thereunder by the Company.

A proxy form for use at the SGM is enclosed. Whether or not you are able to attend the SGM in person, you are requested to complete and return the proxy form in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Abacus Share Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the SGM should you so wish.

RECOMMENDATION

The Directors consider that the terms of each of the Placing Agreement and the Convertible Notes Placing Agreement are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

Accordingly, the Directors recommend you to vote in favour of the ordinary resolutions in connection with the Placing Agreement and the Convertible Notes Placing Agreement to be proposed at the SGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular concerning the Group and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts concerning the Group the omission of which would make any statement herein misleading.

By Order of the Board
Wonson International Holdings Limited
Hui Richard Rui
Director

APPENDIX SUMMARY OF THE TERMS OF THE CONVERTIBLE NOTES

The principal terms of the Convertible Notes are summarised below:

Issuer	:	The Company
Principal amount	:	Not more than HK\$150,000,000 to be issued at their face value
Maturity date and redemption	:	The maturity date shall be two years from the date of issue of the Convertible Notes. Unless previously converted, upon presentation of the Convertible Notes, the Company shall redeem the Convertible Notes on the maturity date at the redemption amount which is 100% of the principal amount of the Convertible Notes then outstanding plus interest at the rate specified in the Convertible Notes in respect of the principal amount of the Convertible Notes being redeemed from (and including) the last day of the immediately preceding interest payment date up to (but excluding) the maturity date.
Coupon	:	Interest on the Convertible Notes shall be calculated at the rate of 4% per annum on the principal amount of the Convertible Notes from time to time outstanding.
Conversion rights	:	<p>A noteholder shall have the right at any time during the conversion period require the Company to convert the whole or any part (in authorised denominations of HK\$1,000,000 or integral multiples thereof) of the principal amount outstanding under the Convertible Notes into Conversion Shares at the conversion price of HK\$0.17 per Conversion Share (subject to adjustments).</p> <p>No fraction of a Share will be issued on conversion and no amount in lieu thereof shall be refunded to the relevant noteholder.</p>
Ranking of the new Shares to be issued upon conversion	:	Conversion Shares to be issued upon conversion shall be fully paid, free from any liens, charges, encumbrances, pre-emptive rights or other third party rights and rank pari passu in all respects with all other Shares in issue on the date of conversion and the noteholder shall be entitled in respect of its Conversion Shares to all dividends, and other distributions the record date for which falls on a date on or after the conversion notice.
Conversion price	:	The initial conversion price of HK\$0.17 per Conversion Share (subject to adjustment). The conversion price is subject to usual anti-dilution adjustments in certain events such as share consolidation, share subdivision, reclassification, capitalisation issue, capital distribution, rights issue and other equity or equity derivatives issues
Voting	:	The noteholder will not be entitled to receive notices of, attend or vote at any meetings of the Company by reason only of it being the noteholder.

APPENDIX SUMMARY OF THE TERMS OF THE CONVERTIBLE NOTES

Transferability : The Convertible Notes may (subject to the provisions of the Convertible Notes) be transferred to any person. The Convertible Notes (or any part thereof) may not be assigned or transferred to a connected person of the Company without the prior written consent of the Company.

Any assignment or transfer of the Convertible Notes shall be of the whole or any part (being an authorised denomination of HK\$1,000,000 or integral multiples thereof) of the outstanding principal amount of the Convertible Notes.

Listing : No application has been or will be made for the listing of the Convertible Notes on the Stock Exchange or any other stock exchanges. Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares.



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 on Monday, 30 April 2007 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution as ordinary resolutions of the Company:—

ORDINARY RESOLUTIONS

1. **“THAT:**

- (i) the terms of the conditional placing agreement (the “Placing Agreement”) (a copy of which has been produced to this Meeting marked “A” and initialed by the chairman of the Meeting for identification) dated 15 March 2007, between the Company as issuer and Taifook Securities Company Limited (“Taifook”) as placing agent pursuant to which, inter alia, subject to the fulfillment of the conditions set out therein, Taifook has agreed to procure, on a best-efforts basis, subscribers to subscribe for up to a maximum of 500,000,000 new shares of HK\$0.01 each of the Company (collectively, the “Placing Shares”) at a placing price of HK\$0.16 per Placing Share, subject to the terms as set out in the Placing Agreement, the details of which are described in the circular of the Company dated 11 April 2007, be and are hereby approved;
- (ii) the allotment and issue by the Company of the Placing Shares in accordance with the Placing Agreement within one month from the date in which these resolutions are passed, be and is hereby approved;
- (iii) the directors of the Company (the “Directors”) be and are hereby authorized to exercise all the powers of the Company and take all steps as might in their opinion be desirable or necessary in connection with the Placing Agreement including without limitation to:
 - (a) the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements with Taifook or any other parties in relation to the issue and allotment of the Placing Shares;
 - (b) the issue and allotment of the Placing Shares; and
 - (c) the taking of all necessary actions to implement the transaction contemplated under the Placing Agreement.”

NOTICE OF THE SGM

2. “**THAT:**

- (i) the terms of the conditional placing agreement (the “Convertible Notes Placing Agreement”) (a copy of which has been produced to this Meeting marked “B” and initialed by the chairman of the Meeting for identification) dated 15 March 2007, between the Company as issuer and Taifook Securities Company Limited as placing agent pursuant to which, inter alia, subject to the fulfillment of the conditions set out therein, Taifook has agreed to procure, on a best-efforts basis, subscribers to subscribe for up to HK\$150,000,000 principal amount of redeemable convertible notes (collectively, the “Convertible Notes”) subject to the terms as set out in the Convertible Notes Placing Agreement, entitling the holders thereof to convert the principal amount thereof into new shares of HK\$0.01 each of the Company (the “Conversion Shares”) at an initial conversion price of HK\$0.17 per Conversion Share (subject to adjustment), the details of which are described in the circular of the Company dated 11 April 2007, be and are hereby approved;
- (ii) the issue by the Company of the Convertible Notes in accordance with the Convertible Notes Placing Agreement within one month from the date in which these resolutions are passed, be and is hereby approved;
- (iii) allotment and issue by the Company of the Conversion Shares upon the exercise of any of the conversion rights attaching to the Convertible Notes by the holders thereof in accordance with the terms of the Convertible Notes be and is hereby approved; and
- (iv) the directors of the Company be and are hereby authorized to exercise all the powers of the Company and take all steps as might in their opinion be desirable or necessary in connection with the Convertible Notes Placing Agreement including without limitation to:
 - (a) the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements with Taifook or any other parties in relation to the issue and allotment of the Convertible Notes and the Conversion Shares;
 - (b) the issue of the Convertible Notes and the issue and allotment of the Conversion Shares; and
 - (c) the taking of all necessary actions to implement the transaction contemplated under the Convertible Notes Placing Agreement.”

By Order of the Board
Wonson International Holdings Limited
Hui Richard Rui
Director

Hong Kong, 11 April 2007

Principal place of business in Hong Kong
Room 4504-5, 45th Floor,
China Resources Building
26 Harbour Road,
Wanchai,
Hong Kong

NOTICE OF THE SGM

Notes:

- (1) Every member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the above meeting is enclosed herewith.
- (3) Where there are joint holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if they are solely entitled thereto, provided that if more than one of such joint holders be present at the meeting personally or by proxy, the person whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- (4) To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy or office copy of such power of attorney must be deposited at the branch share registrar of the Company in Hong Kong, Abacus Share Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than forty-eight hours before the time appointed for holding the meeting or any adjournment thereof.
- (5) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.