

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** about this circular or as to the action to be taken, you should consult your licensed securities dealer, 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 the transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**WONSON INTERNATIONAL HOLDINGS LIMITED**

**和成國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 00651)

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

---

A notice convening a special general meeting of the Company to be held at Unit 1103,11/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 21 October 2009 at 10:00 a.m., is set out on pages 5 to 6 of this circular. Whether or not you are able to attend and/or vote at the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

*\* for identification purpose only*

28 September 2009

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	2
Proposed Change of Company Name .....	3
Conditions .....	3
Effects of Change of Company Name .....	3
Special general meeting .....	4
Recommendation .....	4
<b>Notice of special general meeting</b> .....	5

---

## DEFINITIONS

---

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

“Board”	the board of Directors
“Bye-laws”	the existing bye-laws of the Company
“Change of Company Name”	the change of the name of the Company from “Wonson International Holdings Limited” to “China Ocean Shipbuilding Industry Group Limited” and the adoption of the Chinese name “中海船舶重工集團有限公司” as the secondary name of the Company in place of the existing Chinese name “和成國際集團有限公司” (which was adopted for identification purpose only)
“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
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“SGM”	the special general meeting of the Company to be held at Unit 1103,11/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 21 October 2009 at 10:00 a.m. for the purpose of considering, and if thought fit, approving, amongst other things, the Change of Company Name
“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

---

## LETTER FROM THE BOARD

---



# WONSON INTERNATIONAL HOLDINGS LIMITED 和成國際集團有限公司\*

(Incorporated in Bermuda with limited liability)  
(Stock Code: 00651)

*Executive Directors*

Mr. Chau On Ta Yuen (*Chairman*)  
Mr. Li Ming (*Deputy Chairman & Chief Executive Officer*)  
Mr. Zhang Shi Hong  
Mr. Wang San Long

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent Non-executive Directors*

Mr. Zhang Xi Ping  
Ms. Xiang Siying  
Mr. Hu Bai He  
Ms. Xiang Ying

*Principal place of business:*

Unit 1103, 11/F.  
China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

28 September 2009

*To the Shareholders*

Dear Sir or Madam,

## PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

### INTRODUCTION

On 16 September 2009, the Board announced that it proposed to change the name of the Company from “Wonson International Holdings Limited” to “China Ocean Shipbuilding Industry Group Limited” and to adopt the Chinese name “中海船舶重工集團有限公司” as the secondary name of the Company in place of the existing Chinese name “和成國際集團有限公司”(which was adopted for identification purpose only).

*\* for identification purpose only*

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with information to make an informed decision regarding the resolution to be proposed at the SGM and to give you notice of the SGM. A special resolution will be proposed at the SGM relating to the proposed Change of Company Name.

### PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Wonson International Holdings Limited” to “China Ocean Shipbuilding Industry Group Limited” and to adopt the Chinese name “中海船舶重工集團有限公司” as the secondary name of the Company in place of the existing Chinese name (which was adopted for identification purpose only).

The Board considers that the Change of Company Name could better reflect the new development focus of the shipbuilding related business of the Group and provide the Company with a new corporate identity and image which is in the interests of the Shareholders and the Company as a whole.

### CONDITIONS

The Change of Company Name is subject to:

1. the passing of a special resolution by the Shareholders at the SGM to approve the Change of Company Name; and
2. the approval by the Registrar of Companies in Bermuda having been obtained.

The effective date of the Change of Company Name will be the date on which the new name of the Company is entered by the Registrar of Companies in Bermuda on the register of companies in place of its existing name. The Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

### EFFECTS OF CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the existing name of the Company shall, after the Change of Company Name becoming effective, continue to be evidence of title to the Shares and will be valid for trading, settlement and registration purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, any issue of share certificates will be made under the new name of the Company.

---

## LETTER FROM THE BOARD

---

### SPECIAL GENERAL MEETING

At the SGM, a special resolution approving the Change of Company Name will be proposed.

Whether or not you are able to attend the SGM in person, you are requested to 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, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the resolution proposed at the SGM shall be taken by poll.

### RECOMMENDATION

The Directors believe that the proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution approving the Change of Company Name at the SGM.

Yours faithfully,  
For and on behalf of the Board  
**Wonson International Holdings Limited**  
**Chau On Ta Yuen**  
*Chairman*

---

## NOTICE OF SPECIAL GENERAL MEETING

---



### 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, 21 October 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without modification, as a special resolution:

#### SPECIAL RESOLUTION

“**THAT** subject to the approval by the Registrar of Companies in Bermuda, the name of the Company be changed from “Wonson International Holdings Limited” to “China Ocean Shipbuilding Industry Group Limited” and the Chinese name “中海船舶重工集團有限公司” be adopted as the secondary name of the Company in place of the existing Chinese name “和成國際集團有限公司” (which was adopted for identification purpose only), and that the directors of the Company be and are hereby authorized to do all such acts and things and execute all documents they consider necessary or expedient to effect the aforesaid change of English name and the adoption of secondary name of the Company.”

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

Hong Kong, 28 September 2009

Principal place of business:  
Unit 1103, 11/F.  
China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

\* *For identification purpose only*

---

## NOTICE OF SPECIAL GENERAL MEETING

---

**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 holders 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 holder(s), 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 notice, (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.*