



WONSON INTERNATIONAL HOLDINGS LIMITED

(和成國際集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 651)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Wonson International Holdings Limited (the “Company”) will be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 3rd March, 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution:

SPECIAL RESOLUTION

“**THAT**, conditional upon: (a) compliance with section 46(2) of the Companies Act 1981 of Bermuda and (b) the Listing Committee of the Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Reorganised Shares referred to below:

- (i) every five (5) Shares in the issued ordinary share capital of the Company will be consolidated into one (1) Consolidated Share of par value HK\$0.05;
- (ii) every issued Consolidated Share of the Company will be reduced in nominal amount by canceling HK\$0.04 of the share capital paid up for each issued Consolidated Share from HK\$0.05 to HK\$0.01 each so as to form (after the Share Consolidation) one Reorganised Share of par value HK\$0.01 each;
- (iii) fractional entitlements to Reorganised Shares shall not be issued and all fractions of the Reorganised Shares to which holders of issued shares of HK\$0.01 each would otherwise be entitled shall be aggregated and sold for the benefit of the Company;
- (iv) the credit arising from the Capital Reorganisation will be transferred to the contributed surplus account of the Company; and
- (v) any one of the directors of the Company be and is hereby authorised generally to do all things appropriate to effect and implement any of the foregoing.”

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

Hong Kong 7 February, 2006

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

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer, attorney duly authorised.
2. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's branch share registrar in Hong Kong, Abacus Share Registrars Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.
4. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register.

As at the date of this announcement, the executive Directors are Mr. Chiu Kong, Mr. Hui, Richard Rui, Mr. Tsui Ching Hung, Mr. Chung Nai Ting, Mr. Tse Lanny Cheuk Ming and the independent non-executive Directors are Mr. Chan Sze Hung, Mr. Tong Wui Tung and Mr. Miu Frank H..

** For identification purpose only*