



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 THE SPECIAL GENERAL MEETING

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.”

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

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) 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.
- (3) 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.
- (4) 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.

As at the date of this announcement, the executive Directors are Mr. Chiu Kong, Mr. Hui Richard Rui, Ms. Cheung Sze Man, Mr. Tang Chi Ming and Mr. Tsui Ching Hung, and the independent non-executive Directors are Ms. Chan Ling, Eva, Mr. Miu Frank H. and Mr. Sin Chi Fai.

** For identification purposes only*