

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



WONSON INTERNATIONAL HOLDINGS LIMITED

(和成國際集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 651)

PROPOSED SUBDIVISION OF SHARES

The Board proposes that each of the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company be subdivided into ten shares of HK\$0.001 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out below.

The Shares are currently traded in board lots of 20,000 Shares. Upon the Share Subdivision becoming effective, the Subdivided Shares will be traded in board lots of 20,000 Subdivided Shares. An ordinary resolution to approve the Share Subdivision will be proposed at the Special General Meeting.

A circular containing, amongst other things, the details of the Share Subdivision, the trading arrangements in respect of the Subdivided Shares and the procedure for the free exchange of Existing Share Certificates, together with the notice of the Special General Meeting to be held on 29th June, 2007, will be dispatched to Shareholders as soon as practicable.

PROPOSED SUBDIVISION OF SHARES

The Board proposes that each of the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company be subdivided into ten shares of HK\$0.001 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out below. The Shares are currently traded in board lots of 20,000 Shares. Upon the Share Subdivision becoming effective, the Subdivided Shares will be traded in board lots of 20,000 Subdivided Shares.

The Board believes that the Share Subdivision will improve the liquidity in trading of the Shares, thereby enabling the Company to attract more investors and widen the Company's shareholder base. Given the prevailing market conditions, a more liquid market will provide more flexibility for the investors to buy and sell the shares of the Company. Accordingly, the Board considers the Share Subdivision to be in the best interests of the Company and its Shareholders.

Save for the costs incurred by the Company in implementing the Share Subdivision, the Share Subdivision will not alter the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders. The Board considers that the Share Subdivision will not have any adverse effect on the financial position of the Company.

SHAREHOLDING STRUCTURE

As at the date of this announcement, the authorized share capital of the Company is HK\$250,000,000, divided into 25,000,000,000 Shares, of which 1,131,645,319 Shares are in issue and fully paid. Assuming that no further Shares will be issued or repurchased after the date of this announcement and prior to the Share Subdivision becoming effective, the effect of the Share Subdivision on the shareholding structure of the Company is set out as follows:

	Prior to the Share Subdivision	After the Share Subdivision
Par value of each share	HK\$0.01	HK\$0.001
Number of Shares in the authorized share capital	25,000,000,000 Shares	250,000,000,000 Subdivided Shares
Authorized share capital	HK\$250,000,000	HK\$250,000,000
Number of shares in issue	1,131,645,319 Shares	11,316,453,190 Subdivided Shares
Issued share capital	HK\$11,316,453.19	HK\$11,316,453.19
Number of unissued shares	23,868,354,681 Shares	238,683,546,810 Subdivided Shares
Unissued share capital	HK\$238,683,546.81	HK\$238,683,546.81

The Subdivided Shares will rank *pari passu* in all respects with each other and the Share Subdivision will not result in any change in the relative rights of the Shareholders.

The conversion price for the HK\$150,000,000 4% Convertible Notes due 2009 issued by the Company on 18th May 2007 (the “Convertible Notes”) may need to be adjusted as a result of the Share Subdivision. The Company will give notice to the holders of the Convertible Notes regarding such adjustment in accordance with the terms of the Convertible Notes.

CONDITIONS OF THE SHARE SUBDIVISION

The Share Subdivision is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the Special General Meeting; and
- (b) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Subdivided Shares.

EXPECTED TIMETABLE

It is currently expected that the Share Subdivision will become effective on 3rd July 2007. The expected timetable for the implementation of the Share Subdivision and the associated trading arrangement are set out as follows:

Circular relating to the Share Subdivision to be
dispatched on or before13th June, 2007

Latest time for lodging forms of proxy for
the Special General Meeting11:30 a.m. on 27th June, 2007

Special General Meeting(11:30 a.m. on 29th June, 2007 or as soon
thereafter as the annual general meeting
of the Company to be held at the
same place and date at 11:00 a.m.
shall have been concluded or adjourned)

The following events are conditional on the fulfillment of the conditions set out above

Publication of further announcement in relation to
the effective date of the Share Subdivision3rd July, 2007

Effective date of the Share Subdivision3rd July, 2007

Dealings in the Subdivided Shares commence.....3rd July, 2007

Original counter for trading in existing Shares in
board lots of 20,000 Shares temporarily closes9:30 a.m. on 3rd July, 2007

Temporary counter for trading in board lots of
200,000 Subdivided Shares (in the form of
Existing Share Certificates) opens9:30 a.m. on 3rd July, 2007

First day of free exchange of Existing Share Certificates
for new certificates for the Subdivided Shares3rd July, 2007

Original counter for trading in Subdivided Shares
in board lots of 20,000 Subdivided Shares
(in the form of New Share Certificates) re-opens9:30 a.m. on 17th July, 2007

Parallel trading in Subdivided Shares (in the form of New Share Certificates and the Existing Share Certificates) commences9:30 a.m. on 17th July, 2007

Parallel trading in Subdivided Shares (in the form of New Share Certificates and the Existing Share Certificates) ends4:00 p.m. on 7th August, 2007

Temporary counter for trading in board lots of 200,000 Subdivided Shares (in the form of Existing Share Certificates) closes4:00 p.m. on 7th August, 2007

Last day for free exchange of Existing Share Certificates for the New Share Certificates14th August, 2007

The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on 7th August, 2007 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the Existing Share Certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one Share for ten Subdivided Shares and may be exchanged free of charge for the New Share Certificates for Subdivided Shares at any time between 3rd July, 2007 and 14th August, 2007 (both dates inclusive), at the Company's branch registrar in Hong Kong, Abacus Share Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Thereafter, the Existing Share Certificates will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new certificate issued for the Subdivided Shares. It is expected that New Share Certificates will be available for collection within a period of 10 business days after the submission of the Existing Share Certificates.

The New Share Certificates will be issued in pink colour in order to distinguish them from Existing Share Certificates which are in orange colour.

GENERAL

An application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares.

A circular containing, amongst other things, details of the Share Subdivision, the trading arrangements in respect of the Subdivided Shares and the procedure for the free exchange of Existing Share Certificates, together with a notice to convene the Special General Meeting, will be dispatched to Shareholders as soon as practicable. An ordinary resolution to approve the Share Subdivision will be proposed at the Special General Meeting.

Further announcement will be made by the Company as soon as the Share Subdivision becomes unconditional.

DEFINITIONS

The following expressions shall, unless the context otherwise requires, have the following meanings in this announcement:

“Board”	the board of directors of the Company
“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
“Existing Share Certificates”	certificates of existing Shares
“New Share Certificates”	new certificates of the Subdivided Shares
“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)
“Share Subdivision”	the subdivision of Shares into ten shares of HK\$0.001 each
“Special General Meeting”	a special general meeting of the Company to be convened on 29th June, 2007 for approving the Share Subdivision
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	share(s) of a nominal value of HK\$0.001 each in the capital of the Company upon completion of the Share Subdivision
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region of the People’s Republic of China

By order of the Board
Wonson International Holdings Limited
Cheung Sze Man
Company Secretary

Hong Kong, 12th June, 2007

As at the date of this announcement, the executive directors of the Company are Mr. Chiu Kong, Ms. Cheung Sze Man and Mr. Tang Chi Ming, and the independent non-executive directors of the Company are Ms. Chan Ling, Eva, Mr. Chan Sek Nin, Jackey and Mr. Sin Chi Fai.

** For identification purposes only*