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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: 00651)

PROFIT GUARANTEE

Reference is made to the announcement of the Company dated 14 November 2007 and the circular of the Company dated 6 February 2008 in relation to the acquisition of the entire issued share capital of INPAX Technology Limited.

The Profit Guarantee has not been met and the Vendor and the Guarantors have fulfilled their obligations in relation to the Profit Guarantee under the Acquisition Agreement.

Reference is made to the announcement of the Company dated 14 November 2007 and the circular of the Company dated 6 February 2008 (the “**Circular**”) in relation to the acquisition of the entire issued share capital of INPAX Technology Limited.

Definitions and terms used in this announcement, unless otherwise stated, shall bear the same meanings as defined in the Circular.

Pursuant to the Acquisition Agreement, the Vendor and the Guarantors jointly and severally undertake to the Company that the Profit Guarantee shall not be less than HK\$600 million and they will compensate the Company for any shortfall between the guaranteed profits and the actual aggregate profits after tax of INPAX Group for the year ended 31 December 2008. The Board announces that the actual profits after tax of INPAX Group for the year ended 31 December 2008 were HK\$217,299,152 and therefore the Profit Guarantee has not been met and the shortfall amounted to HK\$382,700,848 (the “**Shortfall**”). As at the date of this announcement, the Shortfall has been fully compensated by way of set off against the Restricted Convertible

Notes and the Company has cancelled the Restricted Convertible Notes amounted to HK\$382,700,848. As such, the Vendor and the Guarantors have fulfilled their obligations in relation to the Profit Guarantee under the Acquisition Agreement.

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

Hong Kong, 5 June 2009

As at the date of this announcement, (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) independent non-executive directors of the Company are Mr. Zhang Xi Ping, Ms. Xiang Siying and Mr. Hu Bai He.

** For identification purpose only*