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WING HING INTERNATIONAL (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 621)



RESULTS OF SPECIAL GENERAL MEETING AND DESPATCH OF PROSPECTUS

The Directors are pleased to announce that all the resolutions as set out in the notice of SGM were duly passed by the Shareholders or the Independent Shareholders at the SGM held on 22 May 2006.

The Prospectus Documents containing further information regarding, among other thing, the Rights Issue, including information on dealing in and transfers and acceptances of the Rights Shares and other information in respect of the Group are expected to be despatched to the Qualifying Shareholders on 1 June 2006. The Prospectus is also expected to be despatched to the Excluded Shareholders, for their information only, on the same day.

Reference is made to the announcement of the Company dated 29 March 2006 and the circular (the “**Circular**”) of the Company dated 3 May 2006 in relation to, among other matters, the Share Consolidation, the Rights Issue and the Whitewash Waiver. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise specified herein.

RESULTS OF SGM

The SGM was held on 22 May 2006 to consider the resolutions approving, among other matters, the Share Consolidation and the Whitewash Waiver. The Directors are pleased to announce that all resolutions set out in the notice of SGM contained in the Circular were duly passed by the Shareholders or the Independent Shareholders at the SGM.

At the SGM, the ordinary resolution to approve the Share Consolidation (ordinary resolution numbered 1 as set out in the notice of SGM) was duly passed by a show of hands by the Shareholders present in the SGM, and voting in respect of the ordinary resolution (the “**Whitewash Waiver Resolution**”) to approve the Whitewash Waiver (ordinary resolution numbered 2 as set out in the notice of SGM) was conducted by way of poll by the Independent Shareholders. The Underwriter and parties Acting In Concert with it, including Mr Ng, Mr Wong, Mr Lui, Total Success and Glado Development, were required to abstain from voting on the Whitewash Waiver Resolution.

As at the date of the SGM, the total number of Shares in issue was 362,000,000. The Board confirmed that the Underwriter and parties Acting In Concert with it, holding an aggregate of 117,422,000 Shares (representing approximately 32.45% of the issued share capital of the Company), had abstained from voting on the Whitewash Waiver Resolution in accordance with the Takeovers Code. Accordingly, a total of 244,578,000 Shares (representing approximately 67.55% of the issued share capital of the Company) were held by the Independent Shareholders who were entitled to attend and vote for or against the Whitewash Waiver Resolution at the SGM. There were no Shares entitling the Shareholders to attend and vote only against the Whitewash Waiver Resolution at the SGM.

The chairman of the SGM has demanded for voting on the Whitewash Waiver Resolution by poll. The Board is pleased to announce that the Whitewash Waiver Resolution was duly passed by the Independent Shareholders by way of poll at the SGM. There were 75,102,000 votes for the Whitewash Waiver Resolution (representing 100% of the total votes). There was no vote against the Whitewash Waiver Resolution (representing 0% of the total votes).

Tengis Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM.

The Underwriter has confirmed that no dealings in the securities of the Company have been made by the Underwriter and parties Acting In Concert with it during the period between the date of the Announcement and the date of this announcement.

DESPATCH OF PROSPECTUS

The Prospectus Documents containing further information regarding, among other thing, the Rights Issue, including information on dealing in and transfers and acceptances of the Rights Shares and other information in respect of the Group are expected to be despatched to the Qualifying Shareholders on 1 June 2006. The Prospectus is also expected to be despatched to the Excluded Shareholders, for their information only, on the same day.

The latest time for acceptance of and payment for the Rights Shares is expected at 4:00 p.m. on Monday, 19 June 2006.

Dealings in the Rights Shares in nil-paid form will take place from Monday, 5 June 2006 to Wednesday, 14 June 2006 (both dates inclusive). If any of the conditions of the Rights Issue is not fulfilled and/or, in respect of the conditions that are waivable, waived (as the case may be) on or before Monday, 26 June 2006 (or such later time and/or date as the Company and the Underwriter may agree), or the Underwriting Agreement is terminated, the Rights Issue will not proceed and the Rights Issue will lapse.

Any person contemplating buying or selling the Shares from the date of the Announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any dealings in the Rights Shares in their nil-paid form between Monday, 5 June 2006 and Wednesday, 14 June 2006 (both dates inclusive), bears the risk that the Rights Issue may not become unconditional and may not proceed.

Any Shareholder or other persons contemplating to deal in the Shares or nil-paid Rights Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional advisers.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares and the nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled.

By order of the Board
Wing Hing International (Holdings) Limited
Ng Tat Leung, George
Chairman

Hong Kong, 22 May 2006

As at the date of this announcement, the Board comprises 11 Directors. The executive Directors are Mr Ng, Mr Wong, Mr Chen Jinkui, Mr Sun Haichao, Mr Lui, Mr Chan Wai Keung, Ivan and Mr Lo Chung Sun, Simon. The non-executive Director is Mr Wang Xianzhang. The independent non-executive Directors are Mr Wong Lit Chor, Alexis, Mr Leung Wai Cheung and Mr Lo Ka Wai.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

Please also refer to the published version of this announcement in The Standard.