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WING HING INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 621)



NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of the shareholders of Wing Hing International (Holdings) Limited (the “**Company**”) will be held at Suite 1901, 19th Floor, Tower 2, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Thursday, 12 November 2009 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the new shares of the Company in issue immediately following the Capital Reorganization becoming effective; (ii) compliance by the Company with the relevant legal procedures and requirements under the laws of Bermuda to effect the Capital Reorganization (as defined below); and (iii) the obtaining by the Company of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganization, with effect from 9:30 a.m. on Friday, 13 November 2009 Hong Kong time:–

- (a) the issued share capital of the Company be reduced by cancelling the paid-up capital to the extent of HK\$0.90 on each of the issued shares of HK\$1.00 each of the Company such that the nominal value of each of the issued shares of HK\$1.00 each be reduced from HK\$1.00 to HK\$0.10 (the “**Capital Reduction**”);
- (b) each of the authorised but unissued shares of HK\$1.00 each of the Company be subdivided into 10 shares of HK\$0.10 each (the “**Share Subdivision**”);
- (c) the entire amount standing to the credit of the share premium account of the Company be reduced to nil (the “**Share Premium Reduction**”, together with the Capital Reduction and the Share Subdivision, the “**Capital Reorganization**”);

- (d) the total credit amount arising from the Capital Reduction and the Share Premium Reduction be transferred to the contributed surplus account of the Company;
- (e) the board of directors of the Company be authorized to utilize the credit balance in the contributed surplus account of the Company, in accordance with the bye-laws of the Company and all applicable laws including, without limitation, to set-off against the accumulated losses of the Company; and
- (f) the directors of the Company be and are hereby authorised generally to do all acts, deeds and things and to sign all documents as they may, in their absolute discretion, deem appropriate to effect and implement any of the foregoing.”

By order of the Board
Wing Hing International (Holdings) Limited
Dr. Peter He
Chairman

Hong Kong, 19 October 2009

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

*Head office and principal place
of business in Hong Kong:*
14th Floor
Yau Lee Centre
45 Hoi Yuen Road
Kwun Tong, Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.

4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

As at the date hereof, the Board comprises eight Directors. The executive Directors are Dr. Peter He, Ms. Leung Pui Kwan, Mr. Shen Junchen and Mr. Chan Wah Fan. The non-executive Director is Ms. Yuen Sau Ying, Christine. The independent non-executive Directors are Dr. Leung Wai Cheung, Mr. Hui Wah Tat, Anthony and Mr. Li Kam Chung.