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WING HING INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 621)



WAIVER OF NON-DISPOSAL UNDERTAKING UNDER THE SALE AND PURCHASE AGREEMENT

The Purchaser waived the Non-disposal Undertaking provided by the Vendor in relation to the 3,000,000 Consideration Shares.

Reference is made to the announcement and the circular (the “**Circular**”) issued by the Company in relation to the very substantial acquisition dated 14 January 2008 and 22 February 2008 respectively. Definitions and terms used in this announcement, unless the context requires otherwise, shall bear the same meanings as defined in the Circular.

Pursuant to the terms of the Sale and Purchase Agreement, the Vendor had undertaken to the Purchaser that she will not, within the period commencing on the date of Completion and ending on the date falling six months after Completion, transfer or otherwise dispose of or create any encumbrance or other rights in respect of any of the Consideration Shares or any interests therein in respect of any of the Consideration Shares (the “**Non-disposal Undertaking**”).

As the Vendor was in need of cash due to personal reasons, the Purchaser agreed to waive the Non-disposal Undertaking under the Sale and Purchase Agreement for 3,000,000 Consideration Shares, provided that a similar undertaking was provided by the new purchaser of the 3,000,000 Consideration Shares.

On 14 April 2008, Toplite Global Capital Limited, being the new purchaser of the 3,000,000 Consideration Shares, provided an undertaking to the Vendor that it will not, within the period commencing on 14 April 2008 and ending on 26 September 2008, transfer or otherwise dispose of or create any encumbrance or other rights in respect of any of the Consideration Shares or any interests therein in respect of any of the Consideration Shares. As such, the Purchaser waived the Non-disposal Undertaking provided by the Vendor in relation to the 3,000,000 Consideration Shares.

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

Hong Kong, 21 April 2008

As at the date of this announcement, the executive Directors are Mr Ng Tat Leung, George, Mr Wong Teck Ming, Mr Lui Siu Yee, Samuel, Mr Chan Wai Keung, Ivan and Ms Leung Pui Kwan. The independent non-executive Directors are Mr Wong Lit Chor, Alexis, Dr Leung Wai Cheung and Mr Hui Wah Tat Anthony.