

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 “**Meeting**”) of Wing Hing International (Holdings) Limited (the “**Company**”) to be held at 14th Floor, Yau Lee Centre, Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on Monday, 22 May 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with the ordinary resolution numbered 2 to be taken by poll:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the ordinary shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below:
 - (a) every ten issued and unissued ordinary shares of HK\$0.10 each (each an “**Existing Share**”) in the capital of the Company be consolidated in one share of HK\$1.00 (each a “**Consolidated Share**”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and to be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company;
 - (b) all fractions of the Consolidated Shares to which holders of issued shares of HK\$1.00 each in the capital of the Company would otherwise be entitled, if any, shall be aggregated, sold and retained for the benefit of the Company; and
 - (c) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as they consider necessary or expedient to give effect to the foregoing arrangements.”
2. “**THAT** subject to the passing of the ordinary resolution numbered 1 above, the terms of the application for a waiver granted or to be granted by the Executive Director (the “**Executive**”) of the Corporate Finance Division of the Securities and Futures Commission to Sino Portal Group Limited (the “**Underwriter**”) and parties acting in concert with it pursuant to Note 1 on dispensations from Rule 26 of the Code on Takeovers and Mergers of Hong Kong from an obligation to make a general mandatory offer for the shares of the Company not already owned by them as a result of the Rights Issue (as defined below) be and are hereby approved.

For the purpose of this resolution, “**Rights Issue**” means the proposed issue by way of rights of not less than 18,100,000 Consolidated Shares and not more than 20,600,000 Consolidated Shares (the “**Rights Shares**”) at a subscription price of HK\$1.00 per Rights Share to the shareholders of the Company subject to the fulfillment or waiver of the conditions and terms set out in the underwriting agreement dated 21 March 2006 (the “**Underwriting Agreement**” including, if any, all supplemental agreements or deeds relating thereto) entered into between the Company and the Underwriter (a copy of the Underwriting Agreement having been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification).”

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

Hong Kong, 3 May 2006

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 of the Company entitled to attend and vote at the meeting convened by the above notice 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 meeting 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. In the case of a recognized clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the offices of the Company’s branch share registrar in Hong Kong, Tengis Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. The voting on the ordinary resolution numbered 2 will be conducted by way of poll.

As at the date of this announcement, the Board comprises 11 Directors. The executive Directors are Mr. Ng Tat Leung, George, Mr. Wong Teck Ming, Mr. Chen Jinkui, Mr. Sun Haichao, Mr. Lui Siu Yee, Samuel, 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.

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