
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Wong's International (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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WONG'S INTERNATIONAL (HOLDINGS) LIMITED

王氏國際(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 99)

RE-ELECTION OF DIRECTORS

A notice convening the Annual General Meeting of Wong's International (Holdings) Limited to be held at The Ballroom, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Wednesday, 6th June, 2007 at 12:00 noon is set out on pages 4 to 7 of the Annual Report. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy accompanying this circular in accordance with the instructions printed on it and return it to the principal office of the Company at Wong's Industrial Centre, 180A Wai Yip Street, Kwun Tong, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

30th April, 2007

* For identification purpose only

LETTER FROM THE CHAIRMAN



WONG'S INTERNATIONAL (HOLDINGS) LIMITED

王氏國際(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 99)

Executive Directors:

Mr. Wong Chung Mat, Ben
(Chairman and Chief Executive Officer)
Mr. Wong Chung Ah, Johnny
Mr. Chan Tsze Wah, Gabriel
Mr. Tan Chang On, Lawrence
Mr. Wan Man Keung
Miss Wong Yin Man, Ada

Independent Non-executive Directors:

Dr. Li Ka Cheung, Eric, G.B.S., O.B.E., J.P.
Dr. Yu Sun Say, S.B.S., J.P.
Mr. Alfred Donald Yap, J.P.

Principal office:

Wong's Industrial Centre
180A Wai Yip Street
Kwun Tong
Kowloon
Hong Kong

Registered office:

Clarendon House
Church Street
Hamilton HM 11
Bermuda

30th April, 2007

To the Shareholders

Dear Sir or Madam,

RE-ELECTION OF DIRECTORS

INTRODUCTION

The Annual General Meeting of the Company (the "Annual General Meeting") will be held at The Ballroom, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Wednesday, 6th June, 2007 at 12:00 noon. At the Annual General Meeting, resolutions will be proposed, inter alia, to re-elect Directors of the Company. The purpose of this circular is to set out the details of the three Directors proposed to be re-elected and the procedures by which members may demand a poll.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 112 of the Company's Bye-laws, Mr. Wong Chung Mat, Ben, Mr. Wan Man Keung and Dr. Yu Sun Say, S.B.S., J.P. will retire from office as Directors at the Annual General Meeting and being eligible, offer themselves for re-election.

* For identification purpose only

LETTER FROM THE CHAIRMAN

The biographical details of each of the Directors who stand for re-election at the Annual General Meeting, as required by rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), are set out below to enable shareholders to make an informed decision on their re-election. Save for the information set out below, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Company in respect of the following Directors who stand for re-election at the forthcoming Annual General Meeting.

1. Mr. Wong Chung Mat, Ben

Mr. Wong, aged 55, has been an Executive Director of the Company since June 1990. In February 2003 he was appointed Chairman and CEO of the Company. He joined the Group in 1975. Mr. Wong is a director and the President of Wong’s Electronics Co., Limited (“WEC”) and a director of various other companies of the Group. Mr. Wong obtained a Master of Science Degree in Operations Research from Ohio State University and has over 32 years’ experience in the electronics industry. He is an Independent Non-executive Director of Elegance International Holdings Limited.

Mr. Wong is the brother of Mr. Wong Chung Ah. Johnny, an Executive Director of the Company. He is the father of Miss Wong Yin Man, Ada, an Executive Director of the Company. He is also a director of W.S. Wong & Sons Company Limited and Salop Investment Limited, both of which are substantial shareholders of the Company.

As at 24th April, 2007, being the latest practicable date prior to the printing of this circular (the “Latest Practicable Date”), Mr. Wong was deemed to be interested in 75,810,699 shares of the Company (approximately 16.24% of the issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”). Amongst these shares, 74,810,699 shares were held by Salop Investment Limited (which was in turn wholly owned by Batsford Limited) under a discretionary trust of which Mr. Wong was regarded as the founder and Miss Wong Yin Man, Ada was regarded as one of the beneficiaries by virtue of the SFO. Salop Investment Limited and Batsford Limited are both substantial shareholders of the Company. Save for the facts disclosed herein and his deemed interests in W.S. Wong & Sons Company Limited and Salop Investment Limited, Mr. Wong does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Mr. Wong was not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the provisions of the Bye-laws of the Company. There is currently no service contract signed between Mr. Wong and the Company, and its subsidiaries. Pursuant to the Company’s Bye-laws, Mr. Wong shall retire from office no later than the third annual general meeting of the Company after he was last elected or re-elected. Therefore, the term of appointment of Mr. Wong is effectively three years. The total amount of the directors’ emoluments received by Mr. Wong for the year ended 31st December, 2006 was HK\$3,251,400. The Directors’ emoluments are determined by reference to his duties and responsibilities with the Company, the Company’s remuneration policy and market benchmark.

LETTER FROM THE CHAIRMAN

2. Mr. Wan Man Keung

Mr. Wan, aged 55, first joined the Group in January 1988. After leaving the Group for about 14 months, he rejoined the Group in June 1993. He was appointed an Executive Director of the Company in January 2004. He is a director and the Executive Vice President of WEC. He is also a director of certain other companies of the Group. He obtained a Bachelor degree in Mechanical Engineering from the University of Hong Kong and has over 31 years' experience in the electronics manufacturing industry. Mr. Wan has the overall responsibility for serving a portfolio of customers at WEC. He oversees the Electronic Manufacturing Service Division's New Sales and Marketing Department and is responsible for the development of new customers.

Mr. Wan does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company (as defined in the Listing Rules). As at the Latest Practicable Date, Mr. Wan does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Wan was not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the provisions of the Bye-laws of the Company. There is currently no service contract signed between Mr. Wan and the Company, and its subsidiaries. Pursuant to the Company's Bye-laws, Mr. Wan shall retire from office no later than the third annual general meeting of the Company after he was last elected or re-elected. Therefore, the term of appointment of Mr. Wan is effectively three years. The total amount of the directors' emoluments received by Mr. Wan for the year ended 31st December, 2006 was HK\$2,180,496. The Directors' emoluments are determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and market benchmark.

3. Dr. Yu Sun Say, S.B.S., J.P.

Dr. Yu, aged 68, joined the Company as an Independent Non-executive Director in October 1999. He is the Managing Director of the H.K.I. Group of Companies and a director of a number of manufacturing and investment companies. He is an Independent Non-executive Director of Sino Union Petroleum & Chemical International Limited. He served as a member of the Preparatory Committee for the Hong Kong Special Administrative Region and as a Hong Kong Affairs Adviser. He is currently a member of the Standing Committee of the Chinese People's Political Consultative Conference, a member of the Standing Committee of the Chinese General Chamber of Commerce and Permanent Honorary President of the Chinese Manufacturers' Association of Hong Kong.

Dr. Yu does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company (as defined in the Listing Rules). As at the Latest Practicable Date, Dr. Yu does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

LETTER FROM THE CHAIRMAN

Dr. Yu was not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the provisions of the Bye-laws of the Company. There is currently no service contract signed between the Company and Dr. Yu for service as Director. Pursuant to the Company's Bye-laws, Dr. Yu shall retire from office no later than the third annual general meeting of the Company after he was last elected or re-elected. Therefore, the term of appointment of Dr. Yu is effectively three years. The total amount of the directors' emoluments received by Dr. Yu for the year ended 31st December, 2006 was HK\$90,000. The Directors' emoluments are determined by reference to the market rate and the anticipated time and effort required from him as a Non-executive Director.

RIGHT TO DEMAND A POLL

Members of the Company have the right to demand a poll on the resolutions proposed at the Annual General Meeting. Pursuant to the Bye-law 76 of the Bye-laws, at any general meeting a resolution put to the vote of the meeting of the Company shall be decided on a show of hands, but a poll may be demanded before or on the declaration of the result of the show of hands:

- (i) by the chairman or any Director; or
- (ii) by at least three members present in person or by proxy or by representative for the time being entitled to vote at the meeting; or
- (iii) by any member or members present in person or by proxy or by representative and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) by a member or members present in person or by proxy or by representative and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

GENERAL INFORMATION

The notice of the Annual General Meeting is set out on pages 4 to 7 of the Annual Report.

A form of proxy for the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed on it and return it to the principal office of the Company at Wong's Industrial Centre, 180A Wai Yip Street, Kwun Tong, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

LETTER FROM THE CHAIRMAN

The Directors are of the opinion that the proposal in relation to the re-election of Directors is in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the relevant resolution to be proposed at the Annual General Meeting.

Yours faithfully,
By order of the Board
Wong's International (Holdings) Limited
Wong Chung Mat, Ben
Chairman and Chief Executive Officer