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If you have sold or transferred all your shares in **Wing Shan International Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any Shares in the Company.

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WING SHAN INTERNATIONAL LIMITED

榮山國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 570)

- (1) PROPOSAL FOR REFRESHMENT OF
THE SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME;**
- (2) PROPOSED CHANGE OF COMPANY NAME;
AND**
- (3) PROPOSED RE-ELECTION OF DIRECTOR**

A notice convening an EGM of Wing Shan International Limited (the "Company") to be held at Boardroom V, Ground Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 28 August 2009 at 10:00 a.m. is set out in pages 9 to 10 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Company at Rooms 2801-2805, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meetings should you so wish.

5 August 2009

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors;
“Company”	Wing Shan International Limited, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange;
“Directors”	directors of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at Boardroom V, Ground Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 28 August 2009, at 10:00 a.m., notice of which is set out on page 9 to 10 of this circular;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	3 August 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Proposed Refreshment”	the 10% limit under the Share Option Scheme proposed to be refreshed by the Shareholders at the EGM pursuant to which the Board may grant share options to eligible participants to subscribe up to 10% of the Shares in issue as at the date of the EGM;
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all the share options to be granted under the Share Option Scheme and such other schemes of the Company which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of the approval of the Share Option Scheme by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders;

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Shares;
“Share Option Scheme”	the share option scheme adopted by the Company on 22 May 2002;
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.1 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

LETTER FROM THE BOARD



WING SHAN INTERNATIONAL LIMITED

榮山國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 570)

Non-Executive Director:

Mr. DU Richeng, *Chairman*

Executive Directors:

Mr. YANG Bin, *Managing Director*

Mr. XU Tiefeng, *Executive Deputy Chairman*

Mr. SITU Min,

Chief Financial Officer & Qualified Accountant

Mr. LI Songquan, *Deputy Managing Director*

Independent Non-Executive Directors:

Mr. LO Wing Yat

Mr. PANG Fu Keung

Mr. WANG Bo

Mr. ZHANG Jianhui

Registered Office:

Rooms 2801-2805

China Insurance Group Building

141 Des Voeux Road Central

Hong Kong

5 August 2009

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSAL FOR REFRESHMENT OF
THE SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME;
(2) PROPOSED CHANGE OF COMPANY NAME;
AND
(3) PROPOSED RE-ELECTION OF DIRECTOR**

INTRODUCTION

An EGM will be held on 28 August 2009 to approve the refreshment of the Scheme Mandate Limit of the Share Option Scheme, change of Company name and re-election of Director. The purpose of this circular is to provide you with information regarding resolutions to be proposed at the EGM relating to the proposed refreshment of the Scheme Mandate Limit of the Share Option Scheme, change of Company name and re-election of Director.

LETTER FROM THE BOARD

PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The Share Option Scheme was adopted by the Company on 22 May 2002, where the total number of issued Shares was 829,018,244 Shares and the total number of Shares which may be issued upon exercise of all option granted under the Share Option Scheme was 82,901,824 Shares. Details of the options granted under the Share Option Scheme are set out below:

As at 22 May 2002	Between 22 May 2002 and the Latest Practicable Date				As at the Latest Practicable Date		
Scheme Mandate Limit available	Options granted	Options exercised	Options cancelled	Options lapsed	Total number of options outstanding	Maximum number of Shares issuable	Approximate percentage of the existing issued the capital of the Company
82,901,824	12,440,000	1,956,000	-	10,484,000	-	80,945,824	4.97%

The Share Option Scheme was adopted to recognise and acknowledge the contributions of the Group's employees and other selected grantees made or may have made to the Group. The Share Option Scheme will provide the grantees with an opportunity to have a personal stake in the Company with the view to achieving the objectives of motivating the grantees to optimise their performance efficiency for the benefit of the Company, and to attract and retain or otherwise maintain on-going relationships with the grantees whose contributions are or will be beneficial to the long-term growth of the Group.

As there are only 80,945,824 options available under the existing Scheme Mandate Limit, the Directors consider that it is in the interest of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit to the 10% provided under Chapter 17 of the Listing Rules so as to provide the Company with the flexibility of granting further share options under the Share Option Scheme and to provide incentives to, and recognise the contributions of, the Group's employees and other selected grantees. The Directors consider that the additional flexibility to be able to offer more share options is an important factor for the Company to attract potential recruits and to retain existing employees and officers of the Company.

It is proposed that subject to the approval of the Shareholders at the EGM and such other requirements prescribed under the Listing Rules, the Scheme Mandate Limit will be refreshed so that the total number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and all other schemes of the Company shall not exceed 10% of the Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders at the EGM and share options previously granted under the Share Option Scheme and/or any other share option scheme(s) of the Company, including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or such other schemes of the Company will not be counted for the purpose of the Proposed Refreshment.

LETTER FROM THE BOARD

Pursuant to the Listing Rules, the Shares which may be issued upon the exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time will not exceed 30% of the Shares in issue from time to time. No share options will be granted under any scheme(s) of the Company if it will result in the 30% limit being exceeded.

As at the Latest Practicable Date, there were 1,628,410,807 Shares in issue. Assuming that no further Shares will be issued or repurchased prior to the date of approving the Proposed Refreshment by the Shareholders, the maximum number of Shares which fall to be issued upon the exercise of all share options that may be granted by the Company under the Proposed Refreshment would be 162,841,080 Shares, representing 10% of the Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders at the EGM.

Conditions

As required by the Share Option Scheme and the Listing Rules, an ordinary resolution will be proposed at the EGM to approve the Proposed Refreshment.

The adoption of the Proposed Refreshment is conditional upon:

- (i) the Shareholders passing an ordinary resolution to approve the Proposed Refreshment at the EGM; and
- (ii) the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of any share options that may be granted pursuant to the Share Option Scheme under the Proposed Refreshment not exceeding 10% of the number of Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders.

Application for Listing

Application will be made to the Stock Exchange for the listing of, and the permission to deal in, the Shares which fall to be issued upon the exercise of any share options that may be granted pursuant to the Share Option Scheme under the Proposed Refreshment.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “WING SHAN INTERNATIONAL LIMITED 榮山國際有限公司” to “WINTEAM PHARMACEUTICAL GROUP LIMITED 盈天醫藥集團有限公司”. The change of name of the Company shall become effective after satisfaction of the conditions mentioned below.

Reasons for the change of Company Name

After the acquisition of the entire issued share capital of Smartpoint International Limited and completion of the reorganisation in February this year, the Board believes that the change of the Company name will benefit its future business development as the new

LETTER FROM THE BOARD

name will better reflect the recent expansion and diversification of the Group in pharmaceutical industry which is in the interests of the Company and the Shareholders as a whole. The Board considers that the new name can also refresh the Company's corporate image and identity.

Conditions

The change of Company name is subject to (a) the approval by the Shareholders by way of a special resolution at the EGM and (b) the issuance of certificate of change of name by the Registrar of Companies in Hong Kong. The relevant filing with the Registrar of Companies in Hong Kong will be made after the passing of special resolution at the EGM.

Effects on change of Company Name

Upon the change of Company name becoming effective, the Shares will be traded on the Stock Exchange under the new name.

The change of Company name will not affect any of the rights of the Shareholders. All existing share certificates bearing the Company's existing name shall continue to be evidence of the title and valid for trading, settlement, registration and delivery for the same number of shares in the new name of the Company. There will not be any arrangements for free exchange of existing share certificates for new certificates under the new name of the Company. Should any Shareholders desire to exchange their existing certificates for certificates in the new name of the Company, they may do so on payment of a fee of HK\$2.50 for each new certificate (or such higher amount as may from time to time be allowed by the Stock Exchange). Once the change of Company name becomes effective, any issue of certificates will be under the new name of the Company.

PROPOSED RE-ELECTION OF RETIRING DIRECTOR

According to articles 92 of the articles of association of the Company, the Directors have the power from time to time, and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in case of filling a casual vacancy) or until the next annual general meeting of the Company (in case of an addition to the existing Board), and shall then be eligible for re-election.

Accordingly, Mr. ZHANG Jianhui who, being an independent non-executive Director, was appointed by the Board to fill a casual vacancy during the year shall hold office until the EGM. Mr. ZHANG, being eligible, will offer himself for re-election at the EGM.

Biographical details of Mr. ZHANG are set out in the Appendix to this circular.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Proposed Refreshment, the proposed change of Company name and re-election of Director are in the best interests of the Company and the Shareholders as a whole and accordingly, recommend the Shareholders to vote in favour of these resolutions to be proposed at the EGM.

VOTING BY WAY OF POLL

Pursuant to the requirements of the Listing Rules, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under the Listing Rules.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading insofar as it relates to the Company.

A form of proxy for the EGM is enclosed herewith. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Company at Rooms 2801-2805, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meetings should you so wish.

Yours faithfully
By Order of the Board
Wing Shan International Limited
DU Richeng
Chairman

APPENDIX DETAILS OF DIRECTOR PROPOSED TO BE RE-ELECTED

Mr. ZHANG Jianhui, aged 64, graduated from Institute of Chemical Engineering, Faculty of Biochemistry of Zhejiang University. He is a senior engineer and licensed pharmacist. Mr. ZHANG has 40 years of experience in management of pharmaceutical manufacturing and has obtained the National Technological Advancement Third Class Award. Mr. ZHANG is entitled to the Special Allowance from State Council and is an Excellent Talent of the Professional Technique in the Shandong Province. Mr. ZHANG had been Chairman of Shandong Lukang Pharmaceutical Group and Chairman of Shandong Lukang Pharmaceutical Co., Ltd. (listed on Shanghai Stock Exchange, stock code: 600789). Mr. ZHANG is currently appointed as Deputy Director of the Specialist Committee of China Pharmaceutical Industry Association and Consultant of Shandong Pharmaceutical Industry Association.

Mr. ZHANG has no interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the Latest Practicable Date, and does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

The Company has entered into an appointment letter with Mr. ZHANG for a term of two years commencing on 10 June 2009. Mr. ZHANG is also subject to retirement and re-election at the EGM and thereafter is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. The emoluments of Mr. ZHANG are determined by reference to his respective duties and responsibilities, the Company's remuneration policy, the Company's performance and profitability and the prevailing market conditions. At present, Mr. ZHANG is entitled to receive a Director's fee of HK\$100,000 per annum.

Save as disclosed above, Mr. ZHANG has not held directorship in any listed company in the past three years or any other positions with the Company and other members of the Group; and Mr. ZHANG is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election a Director and there is no other information in relation to Mr. ZHANG which are required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF EXTRAORDINARY GENERAL MEETING



WING SHAN INTERNATIONAL LIMITED

榮山國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 570)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Wing Shan International Limited (the “**Company**”) will be held at Boardroom V, Ground Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 28 August 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**
 - (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of share options which may be granted under the Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the Share Option Scheme of the Company adopted on 22 May 2002 and all other share option scheme(s) up to 10% of the number of shares of the Company (the “**Shares**”) in issue at the date of the passing of this resolution (the “**Scheme Mandate Limit**”) be and is hereby approved; and
 - (b) any director of the Company (the “**Director**”) be and is hereby authorised, at their discretion, to grant options to subscribe for Shares thereunder and to allot and issue Shares pursuant to the exercise of any share options and to do all such acts and execute all such documents to effect the Scheme Mandate Limit.”
2. **“THAT** Mr. ZHANG Jianhui be and is hereby re-elected as a Director.”

SPECIAL RESOLUTION

3. **“THAT** the name of the Company be and is hereby changed from “WING SHAN INTERNATIONAL LIMITED 榮山國際有限公司” to “WINTEAM PHARMACEUTICAL GROUP LIMITED 盈天醫藥集團有限公司” with effect from the date of entry of the new name in the register maintained by the Companies Registrar in Hong Kong and that the Directors be and are hereby authorized to do

NOTICE OF EXTRAORDINARY GENERAL MEETING

all such acts and things and execute all such documents they consider necessary, desirable or expedient to give effect to the aforesaid change of name of the Company.”

By Order of the Board
Wing Shan International Limited
DU Richeng
Chairman

Hong Kong, 5 August 2009

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the registered office of the Company at Rooms 2801-2805, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- (3) Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the meeting will be taken by poll.
- (4) As at the date hereof, the non-executive Director is Mr. DU Richeng, the executive Directors are Mr. YANG Bin, Mr. XU Tiefeng, Mr. SITU Min and Mr. LI Songquan and the independent non-executive Directors are Mr. LO Wing Yat, Mr. PANG Fu Keung, Mr. WANG Bo and Mr. ZHANG Jianhui.