
**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND
REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in doubt as to any aspect of this supplemental circular, 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 of Kam Hing International Holdings Limited (the “Company”), you should at once hand this supplemental circular and the accompanying second form of proxy (the “Second Proxy Form”) to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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KAM HING INTERNATIONAL HOLDINGS LIMITED
錦興國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 02307)

SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR OF THE COMPANY DATED 30 APRIL 2010
RELATING TO THE RE-ELECTION OF DIRECTORS
AT THE ANNUAL GENERAL MEETING;
AND
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular (the “Circular”) of the Company dated 30 April 2010 and the notice convening an annual general meeting of the Company to be held at Units 1-9, 8th Floor, Lucida Industrial Building, 43-47 Wang Lung Street, Tsuen Wan, New Territories, Hong Kong on Tuesday, 8 June 2010 at 11:00 a.m.. A Second Proxy Form for use at the annual general meeting is also enclosed with this supplemental circular. Such Second Proxy Form is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and deposit the same at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

28 May 2010

LETTER FROM THE BOARD



KAM HING INTERNATIONAL HOLDINGS LIMITED 錦興國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 02307)

Executive Directors:

Mr. Tai Chin Chun (*Chairman*)
Mr. Tai Chin Wen (*Chief Executive Officer*)
Ms. Cheung So Wan
Ms. Wong Siu Yuk
Mr. Chong Chau Lam
Mr. Wong Wai Kong, Elmen

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Non-executive Director:

Mr. Lee Cheuk Yin, Dannis

*Head office and principal place of
business in Hong Kong:*

Units 1-9, 8th Floor
Lucida Industrial Building
43-47 Wang Lung Street
Tsuen Wan
New Territories
Hong Kong

Independent non-executive Directors:

Ms. Chu Hak Ha, Mimi
Mr. Chan Yuk Tong, Jimmy
Mr. Ho Gilbert Chi Hang

28 May 2010

To the Shareholders

Dear Sir or Madam

**SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR OF THE COMPANY DATED 30 APRIL 2010
RELATING TO THE RE-ELECTION OF DIRECTORS
AT THE ANNUAL GENERAL MEETING;
AND
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the Circular which contains, among other matters, information of the re-election of Directors at the AGM. Unless otherwise stated, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information relating to the re-election of Directors, and to give you the supplementary notice of the AGM and the Second Proxy Form.

PROPOSED RE-ELECTION OF DIRECTORS

Since the despatch of the Circular on 30 April 2010, the Board announced the appointment of Mr. Ho Gilbert Chi Hang (“**Mr. Gilbert Ho**”) as independent non-executive Director to replace the resigning Director, Mr. Chan Chung Yuen, Lawrence, which both took effect on 4 May 2010.

According to Article 86(3), any Director appointed as an addition to the Board or to fill any casual vacancy on the Board shall hold office only until the next following annual general meeting of the Company. However, a retiring Director shall be eligible for re-election.

In accordance with Article 86(3), Mr. Gilbert Ho shall retire from his offices as Director. Being eligible, Mr. Gilbert Ho would offer himself for re-election as independent non-executive Director at the AGM. Particulars relating to Mr. Gilbert Ho are set out below:

Mr. Ho Gilbert Chi Hang, age 33, is the senior investment director of New World Development Company Limited, a company listed on the Stock Exchange, and an executive director of New World Strategic Investment Limited. Mr. Gilbert Ho has extensive experience in the area of corporate management, investments, corporate finance and merger and acquisition transactions and was a partner of an international law firm Fried, Frank, Harris, Shriver and Jacobson LLP prior to joining New World Development Company Limited. He is a Committee Member of the Chinese People’s Political Consultative Conference of Shenyang and a Member of China Overseas Chinese Entrepreneurs Association. Mr. Gilbert Ho holds a Bachelor of Commerce degree and a Bachelor of Laws degree from the University of Sydney, Australia and is a solicitor admitted in New South Wales, Australia and England and Wales.

Mr. Gilbert Ho has been a non-executive director of Renhe Commercial Holdings Company Limited and New Environmental Energy Holdings Limited since December 2007 and January 2010, respectively, both of which are companies listed on the Stock Exchange.

Pursuant to his letter of appointment, the term of appointment of Mr. Gilbert Ho is three years (unless terminated by not less than one month’s notice in writing served by either party) subject to normal retirement and re-election by the Shareholders pursuant to the articles of association of the Company. Mr. Gilbert Ho is entitled to receive a fixed director’s emoluments of HK\$15,000 per month which was determined by the Board based on the recommendation of the Remuneration Committee of the Company with reference to his experience, duties and responsibilities.

LETTER FROM THE BOARD

Mr. Gilbert Ho does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Further, Mr. Gilbert Ho does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Save as disclosed above, there are no other matters concerning Mr. Gilbert Ho that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Gilbert Ho that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Including Mr. Gilbert Ho, there would be five Directors standing for re-election at the AGM.

ACTION TO BE TAKEN

Since the proxy form (the “First Proxy Form”) sent together with the Circular and the annual report of the Company for the year ended 31 December 2009 does not contain the proposed resolution for the re-election of Mr. Gilbert Ho as Director as set out in this supplemental circular, the Second Proxy Form has been prepared and is enclosed with this supplemental circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the Second Proxy Form in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

A Shareholder who has not yet lodged the First Proxy Form with the Company’s branch share registrar is requested to lodge the Second Proxy Form if it/he/she wishes to appoint proxies to attend the AGM on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the Company’s branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company’s branch share registrar should note that:

- (i) **If no Second Proxy Form is lodged with the Company’s branch share registrar, the First Proxy Form will be treated as a valid proxy form lodged by it/him/her if correctly completed.** The proxy so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the AGM (other than those referred to in the notice convening the AGM and the First Proxy Form) including the resolution for the re-election of Director set out in this supplemental circular.

LETTER FROM THE BOARD

- (ii) **If the Second Proxy Form is lodged with the Company's branch share registrar 48 hours prior to the time appointed for holding the AGM (the "Closing Time"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by it/him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
- (iii) **If the Second Proxy Form is lodged with the Company's branch share registrar after the Closing Time, the proxy appointment under the Second Proxy Form will be invalid. However, provided that the Second Proxy Form is lodged with the Company's branch share registrar within 2 hours prior to the time appointed for holding the AGM, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.**

Completion and return of the Second Proxy Form will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish. Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors also consider that the proposed re-election of Mr. Gilbert Ho as Director is in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

Yours faithfully
For and on behalf of
the board of Directors of
Kam Hing International Holdings Limited
Tai Chin Chun
Chairman

SUPPLEMENTARY NOTICE OF AGM



KAM HING INTERNATIONAL HOLDINGS LIMITED 錦興國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 02307)

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Kam Hing International Holdings Limited (the “Company”) will be held at Units 1-9, 8th Floor, Lucida Industrial Building, 43-47 Wang Lung Street, Tsuen Wan, New Territories, Hong Kong on Tuesday, 8 June 2010 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following additional ordinary resolution:

3. (f) to re-elect Mr. Ho Gilbert Chi Hang as independent non-executive Director.

Note: Please refer to the notice of AGM dated 30 April 2010 for details in respect of other relevant resolutions to be considered at the AGM.

By order of the Board
Kam Hing International Holdings Limited
Tai Chin Chun
Chairman

Hong Kong, 28 May 2010

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Units 1-9, 8th Floor
Lucida Industrial Building
43-47 Wang Lung Street
Tsuen Wan
New Territories
Hong Kong

As at the date of this supplementary notice, the Board comprises Mr. Tai Chin Chun, Mr. Tai Chin Wen, Ms. Cheung So Wan, Ms. Wong Siu Yuk, Mr. Chong Chau Lam and Mr. Wong Wai Kong, Elmen as executive Directors; Mr. Lee Cheuk Yin, Dannis as non-executive Director; and Mr. Chan Yuk Tong, Jimmy, Ms. Chu Hak Ha, Mimi and Mr. Ho Gilbert Chi Hang as independent non-executive Directors.