



僑雄國際控股有限公司

Kiu Hung International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 381)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of Kiu Hung International Holdings Limited (the “Company”) will be held at the Mont Blanc Room of the Pacific Place Conference Centre at Level 5, One Pacific Place, 88 Queensway, Hong Kong on Monday, 16 April 2007 at 2:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) the capital contribution agreement (the “Capital Contribution Agreement”) dated 2 September 2006 entered into between Bright Asset Investments Limited (“Bright Asset”), an indirect wholly-owned subsidiary of the Company, Mr. Yang Runzhi (“Mr. Yang”), Jumplex Investments Limited (“Jumplex”), First Choice Resources Limited (“First Choice”) and Wise House Limited (“Wise House”, together with Mr. Yang, Jumplex and First Choice, the “Original Shareholders”) relating to the contribution of RMB20 million (equivalent to approximately HK\$20 million) to the capital of Beijing Mingrunfeng Trading Co., Ltd. (北京銘潤峰商貿有限公司)# (“Mingrunfeng”), a copy of which has been produced to this Meeting marked “A” and signed by the chairman of this Meeting for the purpose of identification, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the loan facility agreement (the “Loan Facility Agreement”) dated 22 September 2006 entered into between Bright Asset and Mingrunfeng relating to the provision of a revolving loan facility of not exceeding RMB40 million (equivalent to approximately HK\$40 million), a copy of which has been produced to this Meeting marked “B” and signed by the chairman of this Meeting for the purpose of identification, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (c) the guarantee agreement (the “Guarantee Agreement”) dated 22 September 2006 entered into between Bright Asset and the Original Shareholders relating to the provision of guarantees for any future loan facilities which may be secured by Mingrunfeng in proportion to the interests of Bright Asset and the Original Shareholders in Mingrunfeng from time to time, a copy of which has been produced to this Meeting marked “C” and signed by the chairman of this Meeting for the purpose of identification, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (d) the deposit agreement (the “Deposit Agreement”) dated 2 September 2006 and entered into, among others, between Bright Asset, a nominee of Bright Asset and the Original Shareholders relating to the payment of the deposit under the Capital Contribution Agreement, a copy of which has been produced to this Meeting marked “D” and signed by the chairman of this Meeting for the purpose of identification, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

- (e) the agreement (the “Jumplex Acquisition Agreement”) dated 16 January 2007 entered into between Bright Asset and Mr. Choi Pui Sze (“Mr. Choi”) relating to the sale and purchase of the entire issued share capital of Jumplex, a copy of which has been produced to this Meeting marked “E” and signed by the chairman of this Meeting for the purpose of identification, and the transactions contemplated thereunder, including but not limited to the allotment and issue of 44,350,175 shares (each a “Share”) of HK\$0.02 each in the share capital of the Company to Mr. Choi at an issue price of HK\$0.33 per Share, credited as fully paid, be and are hereby approved, confirmed and ratified;
- (f) the agreement (the “First Choice Acquisition Agreement”) dated 16 January 2007 entered into between Bright Asset and Ms. Lee Sai Yin, Jeanne (“Ms. Lee”) relating to the sale and purchase of the entire issued share capital of First Choice, a copy of which has been produced to this Meeting marked “F” and signed by the chairman of this Meeting for the purpose of identification, and the transactions contemplated thereunder, including but not limited to the allotment and issue of 59,103,859 Shares to Ms. Lee at an issue price of HK\$0.33 per Share, credited as fully paid, be and are hereby approved, confirmed and ratified;
- (g) the agreement (the “Wise House Acquisition Agreement”) dated 16 January 2007 entered into between Bright Asset, Mr. Chan Aik Huat, Simon (“Mr. Chan”) and Mr. Chung Cheuk Wah, Sammy (“Mr. Chung”) relating to the sale and purchase of the entire issued share capital of Wise House, a copy of which has been produced to this Meeting marked “G” and signed by the chairman of this Meeting for the purpose of identification, and the transactions contemplated thereunder, including but not limited to the allotment and issue of 88,413,095 Shares and 51,925,151 Shares to Mr. Chan and Mr. Chung respectively at an issue price of HK\$0.33 per Share, credited as fully paid, be and are hereby approved, confirmed and ratified;
- (h) the agreement (together with the Capital Contribution Agreement, the Loan Facility Agreement, the Guarantee Agreement, the Jumplex Acquisition Agreement, the First Choice Acquisition Agreement and the Wise House Acquisition Agreement, the “Acquisition Agreements”) dated 16 January 2007 entered into between Bright Asset and Mr. Yang relating to the sale and purchase of 16% equity interests in Mingrunfeng, a copy of which has been produced to this Meeting marked “H” and signed by the chairman of this Meeting for the purpose of identification, and the transactions contemplated thereunder, including but not limited to the allotment and issue of 118,207,720 Shares to Mr. Yang at an issue price of HK\$0.33 per Share, credited as fully paid, be and are hereby approved, confirmed and ratified; and
- (i) any one or more of the directors of the Company from time to time be and is/are hereby authorised to do all such acts and things and execute all such documents which it/they consider necessary or expedient in its/their absolute discretion to implement and/or give effect to the Agreements and the transactions contemplated thereunder.

By order of the Board of
Kiu Hung International Holdings Limited
Hui Kee Fung
Chairman

Hong Kong, 30 March 2007

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:
14th Floor
Yale Industrial Centre
61-63 Au Pui Wan Street
Fo Tan, Shatin
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association 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.
2. A form of proxy for use at the Meeting is enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk. 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 26th Floor, 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 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 on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the Board comprises three executive Directors, Mr. Hui Kee Fung, Mr. Hui Ki Yau, Madam Hui Hung Tan, Teresa and three independent non-executive Directors, Mr. Peng Guanghui, Mr. Kung King Ching, Conrad and Mr. Tang Rongzu.

Please also refer to the published version of this announcement in China Daily.