



Kiu Hung International Holdings Limited
僑雄國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00381)

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 Mont Blanc Room of the Pacific Place Conference Centre at Level 5, One Pacific Place, 88 Queensway, Hong Kong at 2:30 p.m. on Monday, 18 February 2008 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the acquisition agreement dated 16 August 2007 and the letters of amendments dated 4 September 2007 (together the “Acquisition Agreement”) entered into between Growth Gain Investments Limited, an indirect wholly-owned subsidiary of the Company, and Gold Dynasty Investments Limited (the “Vendor”) relating to the sale and purchase of one share of US\$1.00 in the share capital of Lucky Dragon Resources Limited (“Lucky Dragon”) and the outstanding indebtedness of Lucky Dragon owed to the Vendor at completion of the Acquisition Agreement for a total consideration of HK\$840 million (subject to adjustment), 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) 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 he/she/they consider necessary or expedient in its/their opinion to implement and/or give effect to the Acquisition Agreement and the transactions contemplated thereunder;
- (c) the allotment and issue of 600,000,000 shares (the “Consideration Shares”) (subject to adjustment) of HK\$0.02 each in the share capital of the Company to the Vendor at an issue price of HK\$0.70 per Consideration Share, credited as fully paid, to the Vendor pursuant to the Acquisition Agreement and the transactions contemplated thereunder be and is hereby approved;

- (d) any one or more of the directors of the Company from time to time be and is/are hereby authorised to allot and issue the Consideration Shares in accordance with the terms of the Acquisition Agreement and to take all steps necessary or expedient in his/her/their opinion to implement and/or give effect to the allotment and issue of the Consideration Shares;
- (e) the issue of convertible note(s) (the “Convertible Note(s)”) in the principal amount of HK\$260 million (subject to adjustment) of the Company to the Vendor in accordance with the terms and conditions of the Acquisition Agreement and the transactions contemplated thereunder be and is hereby approved; and
- (f) any one or more of the directors of the Company from time to time be and is/are hereby authorised to take all steps necessary or expedient in his/her/their opinion to implement and/or give effect to the issue of the Convertible Note(s) including but not limited to the allotment and issue of the shares of HK\$0.02 each in the share capital of the Company which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Note(s).”

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

Hong Kong, 31 January 2008

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, Tricor 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 consists of three executive Directors, Mr. Hui Kee Fung, Mr. Hui Ki Yau and Madam Hui Hung Tan, Teresa and three independent non-executive Directors, Mr. Peng Guanghui, Mr. Kung King Ching, Conrad and Mr. Tang Rongzu.