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

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**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 **Kiu Hung International Holdings Limited (the “Company”)**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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: 00381)

## **PROPOSED CHANGE OF COMPANY NAME**

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A notice convening an extraordinary general meeting of the Company to be held at 14th Floor, Yale Industrial Centre, 61-63 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong on Tuesday, 5 August 2008 at 10:00 a.m. is set out on page 6 of this circular. There is a form of proxy for use at the extraordinary general meeting accompanying this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk).

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, 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 extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

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## DEFINITIONS

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

“Announcement”	the Company’s announcement dated 3 July 2008 regarding the Proposed Change of Company Name
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Kiu Hung International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 14th Floor, Yale Industrial Centre, 61-63 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong on Tuesday, 5 August 2008 at 10:00 a.m. to consider and approve the Proposed Change of Company Name
“EGM Notice”	the notice of EGM
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Proposed Change of Company Name”	the proposed change of the name of the Company from “Kiu Hung International Holdings Limited 僑雄國際控股有限公司” to “Kiu Hung Energy Holdings Limited 僑雄能源控股有限公司”
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## LETTER FROM THE BOARD

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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: 00381)

*Executive Directors:*

Mr. Hui Kee Fung (*Chairman*)  
Mr. Hui Ki Yau (*Chief Executive Officer*)  
Madam Hui Hung Tan, Teresa

*Independent non-executive Directors:*

Mr. Peng Guanghui  
Mr. Kung King Ching, Conrad  
Mr. Tang Rongzu

*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

11 July 2008

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED CHANGE OF COMPANY NAME**

#### **INTRODUCTION**

The purpose of this circular is to provide you with the information regarding the Proposed Change of Company Name and to give you the EGM Notice in order to enable you to make an informed decision on whether to vote for or against the special resolution relating to the Proposed Change of Company Name.

#### **PROPOSED CHANGE OF COMPANY NAME**

The Board announced on 3 July 2008 that it proposed to change the name of the Company from “Kiu Hung International Holdings Limited 僑雄國際控股有限公司” to “Kiu Hung Energy Holdings Limited 僑雄能源控股有限公司”, subject to the conditions set out below being fulfilled.

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## LETTER FROM THE BOARD

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### **Reasons for the change of name**

The Proposed Change of Company Name is to reflect the changes in the principal activities of the Group after the acquisition of the entire equity interest in Lucky Dragon Resources Limited in March 2008. Lucky Dragon Resources Limited is principally engaged in coal mining and exploration in the Inner Mongolia Autonomous Region in the PRC. The proposed new name will reflect the current principal activities of the Group more accurately following the change in the Group's principal business from the manufacture and trading of toys and decorative gift products to coal mining and exploration.

The Board is of the opinion that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### **Conditions of the change of name**

The Proposed Change of Company Name will be subject to the following:

1. the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Name; and
2. the Registrar of Companies in the Cayman Islands approving the Proposed Change of Name.

The new name of the Company will take effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### **Effects on the change of name**

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new share certificates bearing the new name of the Company. Once the change of the name of the Company becomes effective, new share certificates will be issued only in the new name of the Company.

The Company will make further announcements as and when appropriate on the results of the EGM, the effective date of the change of the name of the Company and the new stock short name of the Shares.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this document 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.

### ACTIONS TO BE TAKEN

Your attention is drawn to the EGM Notice. At the EGM, a special resolution will be put forward to the Shareholders to approve the Proposed Change of Company Name. No Shareholder will be required to abstain from voting on any resolution to be approved at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned thereof should you so wish.

### PROCEDURES FOR DEMANDING A POLL

Pursuant to Article 66 of the Articles, a resolution put to vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding Shares 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.

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## LETTER FROM THE BOARD

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Pursuant to Article 67, unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.

### RECOMMENDATION

The Directors believe that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole, and therefore recommend Shareholders to vote in favour of the proposed resolution set out in the EGM Notice.

Yours faithfully,  
For and on behalf of the Board  
**Kiu Hung International Holdings Limited**  
**Hui Kee Fung**  
*Chairman*

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## EGM NOTICE

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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: 00381)

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Kiu Hung International Holdings Limited (the “**Company**”) will be held at 14th Floor, Yale Industrial Centre, 61-63 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong on Tuesday, 5 August 2008 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

### **SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from “Kiu Hung International Holdings Limited 僑雄國際控股有限公司” to “Kiu Hung Energy Holdings Limited 僑雄能源控股有限公司” with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands, and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

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

Hong Kong, 11 July 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



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## EGM NOTICE

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*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and 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. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch registrar and transfer office 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 for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. As at the date of this notice, the Board comprises Mr. Hui Kee Fung, Mr. Hui Ki Yau and Madam Hui Hung Tan, Teresa as executive directors; and Mr. Peng Guanghui, Mr. Kung King Ching, Conrad and Mr. Tang Rongzu as independent non-executive directors.