

---

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

---

**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 Energy 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.

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

---



**Kiu Hung Energy Holdings Limited**  
**僑雄能源控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 00381)

**PROPOSED CHANGE OF AUDITORS**

---

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, Fotan, Shatin, New Territories, Hong Kong on Friday, 6 February 2009 at 10:00 a.m. is set out on pages 5 to 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.

16 January 2009

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	2
Proposed Change of Auditors .....	2
Responsibility statement .....	3
Actions to be taken .....	3
Procedures for demanding a poll .....	3
Recommendation .....	4
<b>EGM Notice</b> .....	5

---

## DEFINITIONS

---

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

“Announcement”	the Company’s announcement dated 12 January 2009 regarding the Proposed Change of Auditors
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Kiu Hung Energy 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, Fotan, Shatin, New Territories, Hong Kong on Friday, 6 February 2009 at 10:00 a.m. to consider and approve the Proposed Change of Auditors
“EGM Notice”	notice of the EGM
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Auditors”	the proposed appointment of RSM Nelson Wheeler as new auditors of the Company following the resignation of Grant Thornton, the former auditors of the Company
“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

---

## LETTER FROM THE BOARD

---



# Kiu Hung Energy Holdings Limited 僑雄能源控股有限公司

*(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

16 January 2009

*To the Shareholders*

Dear Sir or Madam,

## **PROPOSED CHANGE OF AUDITORS**

### **INTRODUCTION**

The purpose of this circular is to provide you with the information regarding the Proposed Change of Auditors 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 ordinary resolution relating to the Proposed Change of Auditors.

### **PROPOSED CHANGE OF AUDITORS**

The Board announced on 12 January 2009 that it proposed to appoint RSM Nelson Wheeler as new auditors of the Company to fill the vacancy left by the resignation of Grant Thornton and to hold office until the conclusion of the next annual general meeting of the Company. Grant Thornton

---

## **LETTER FROM THE BOARD**

---

has resigned as the auditors of the Company with effect from 5 January 2009, as the Company could not reach consensus with Grant Thornton on the audit fee for the audit of the Company's financial statements for the year ended 31 December 2008. In its letter of resignation to the Company, Grant Thornton confirmed that there were no circumstances connected with their resignation that should be brought to the notice of the members or creditors of the Company.

The Board confirms that, other than disagreement of audit fee for the audit of the Company's financial statements for the year ended 31 December 2008, there was not any other disagreement between the Company and Grant Thornton and there were no circumstances connected with Grant Thornton's resignation which should be brought to the attention of the shareholders or creditors of the Company.

### **RESPONSIBILITY STATEMENT**

This document 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, an ordinary resolution will be put forward to the Shareholders to approve the Proposed Change of Auditors. No Shareholder will be required to abstain from voting on any resolution to be approved at the EGM. According to Rule 13.39(1)(4) of the Listing Rules, any voting of the Shareholders at the EGM will be taken by way of poll and an announcement will be made after the EGM on the results of the EGM.

A proxy form 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 proxy form 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 proxy form will not preclude you from attending and voting in person at the EGM or any adjournment 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

---

## LETTER FROM THE BOARD

---

- (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.

### RECOMMENDATION

Having considered the circumstances set out herein, the Directors believe that the Proposed Change of Auditors 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 Energy Holdings Limited**  
**Hui Kee Fung**  
*Chairman*

---

## EGM NOTICE

---



# **Kiu Hung Energy Holdings Limited** **僑雄能源控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 00381)

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Kiu Hung Energy Holdings Limited (the “**Company**”) will be held at 14th Floor, Yale Industrial Centre, 61 – 63 Au Pui Wan Street, Fotan, Shatin, New Territories, Hong Kong on Friday, 6 February 2009 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution:

### **ORDINARY RESOLUTION**

“**THAT** RSM Nelson Wheeler, be and is hereby appointed as auditors of the Company to fill the vacancy following the resignation of Grant Thornton, and the hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be authorised to fix their remuneration.”

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

Hong Kong, 16 January 2009

*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

---

## EGM NOTICE

---

*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 of directors of the Company 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.