

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 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 OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Kiu Hung Energy Holdings Limited (the “**Company**”) will be held on Monday, 9 November 2009 at 9:30 a.m. at Kellett Room 3, 3rd Floor, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions:

**ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the deed (the “**Deed**”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) dated 2 October 2009 and entered into between the Company and Gold Dynasty Investments Limited (the “**Vendor**”) to vary certain terms of the convertible notes in the principal amount of HK\$254,064,835 due 2010 issued by the Company and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Deed and the transactions contemplated thereunder;

- (c) the issue of the convertible notes (the “**Restated Convertible Notes**”) in the principal amount of HK\$254,064,835 due 2021 by the Company in accordance with the terms and conditions of the Deed and the transactions contemplated thereunder be and is hereby approved; and
- (d) any one or more of the Directors 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 Restated Convertible Notes including but not limited to the allotment and issue of ordinary shares (each a “**Share**”) of HK\$0.02 each in the share capital of the Company of which may fall to be issued upon the exercise of the conversion rights attached to the Restated Convertible Notes.”

2. “**THAT**

- (a) the subscription agreement (the “**Subscription Agreement**”) (a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for the purpose of identification) dated 2 October 2009 and entered into between the Company as issuer and the Vendor as subscriber in relation to the subscription of convertible notes (the “**New Convertible Notes**”) in the principal amount of HK\$35,415,633 due 2021 and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder;
- (c) the issue of the New Convertible Notes by the Company in accordance with the terms and conditions of the Subscription Agreement and the transactions contemplated thereunder be and is hereby approved; and
- (d) any one or more of the Directors 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 New Convertible Notes including but not limited to the allotment and issue of ordinary Shares of which may fall to be issued upon the exercise of the conversion rights attached to the New Convertible Notes.”

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

Hong Kong, 20 October 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

*Notes:*

1. A member entitled to attend and vote at the EGM 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 EGM 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 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 and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM 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 EGM 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 EGM, 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 EGM 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 notice, the Board comprises 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.*