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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 at Kellett Room 3, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Monday, 21 December 2009 at 9:30 a.m. 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 agreement (the “**Toland Agreement**”) (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 21 October 2009 and entered into between Kiu Hung Industries Limited (“**KH Industries**”) and Toland International Limited (“**Toland**”) in relation to the sale and purchase of flags, home accessories, garden products and home decorative gifts from time to time and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the three years ending 31 December 2011 in relation to the sale of flags, home accessories, garden products and home decorative gifts by KH Industries to Toland as more particularly set out in the circular (the “**Circular**”) of the Company dated 23 November 2009 (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) be and are hereby approved; and
- (c) 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/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Toland Agreement and the transactions contemplated thereunder.”

2. “**THAT**

- (a) the agreement (the “**Administrative Agreement**”) (a copy of which has been produced to the EGM marked “C” and signed by the chairman of the EGM for the purpose of identification) dated 21 October 2009 and entered into between KH Industries and Toland in relation to the provision of a showroom with an area of approximately 100 square metres and the administrative services by KH Industries to Toland and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the three years ending 31 December 2011 in relation to the provision of a showroom with an area of approximately 100 square metres and the administrative services by KH Industries to Toland as more particularly set out in the Circular be and are hereby approved; and
- (c) 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/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Administrative Agreement and the transactions contemplated thereunder.”

3. “**THAT**

- (a) the agreement (the “**Marketing Resource Agreement**”) (a copy of which has been produced to the EGM marked “D” and signed by the chairman of the EGM for the purpose of identification) dated 21 October 2009 and entered into between Toland and Marketing Resource Group, Inc. (“**Marketing Resource**”) in relation to the sale and purchase of flags, home accessories, garden products and home decorative gifts from time to time and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the three years ending 31 December 2011 in relation to the sale of flags, home accessories, garden products and home decorative gifts by Toland to Marketing Resource as more particularly set out in the Circular be and are hereby approved; and
- (c) 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/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Marketing Resource Agreement and the transactions contemplated thereunder.”

4. **“THAT**

- (a) the agreement (the **“Service Agreement”**) (a copy of which has been produced to the EGM marked “E” and signed by the chairman of the EGM for the purpose of identification) dated 21 October 2009 and entered into between Miracles For Fun USA Inc. (**“Miracles USA”**) and Better Sourcing Worldwide Limited (**“Better Sourcing”**) in relation to the provision of (i) marketing and promotion and (ii) research and development services by Miracles USA to Better Sourcing and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the three years ending 31 December 2011 in relation to the provision of (i) marketing and promotion and (ii) research and development services by Miracles USA to Better Sourcing as more particularly set out in the Circular be and are hereby approved; and
- (c) 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/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Service Agreement and the transactions contemplated thereunder.”

5. **“THAT**

- (a) the agreement (the **“Better Sourcing Agreement”**) (a copy of which has been produced to the EGM marked “F” and signed by the chairman of the EGM for the purpose of identification) dated 21 October 2009 and entered into between Better Sourcing and KH Industries in relation to the sale and purchase of toys and gifts items from time to time and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the three years ending 31 December 2011 in relation to the sale of toys and gifts by KH Industries to Better Sourcing as more particularly set out in the Circular be and are hereby approved; and
- (c) 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/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Better Sourcing Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 23 November 2009

Registered office:

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P.O. Box 2681
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KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

14th Floor
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61-63 Au Pui Wan Street
Fo Tan, Shatin
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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. A form of proxy for use at the EGM is enclosed. 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 four executive directors, Mr. Hui Kee Fung, Mr. Yu Won Kong, Dennis, Mr. Guo Tianjue and Mr. Lam Kit Sun and four independent non-executive directors, Mr. Peng Guanghui, Mr. Lam Siu Lun Simon, Mr. Zhang Xianmin and Mr. Mohammed Ibrahim Munshi.