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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 of Kiu Hung Energy Holdings Limited (the “**Company**”) will be held immediately after the conclusion of the extraordinary general meeting of the Company 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 purposes of considering and, if thought fit, passing the following resolution with or without amendments as resolution of the Company:

SPECIAL RESOLUTION:

1. “**THAT** the articles of association (“**Articles**”) of the Company be and are hereby amended in the following manner:

(a) Article 2(1)

- (i) By inserting the following definition after the definition of “Board” or “Directors” in Article 2(1):

““business day”

shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”

- (ii) By deleting the definition of “clearing house” in Article 2(1) in its entirety and inserting in its place the following in substitution therefor:

““clearing house” a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.”

- (iii) By deleting the definition of “Ordinary resolution” in Article 2(1) in its entirety and inserting in its place the following in substitution therefor:

““Ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.”

- (iv) By deleting the definition of “Special Resolution” in Article 2(1) in its entirety and inserting in its place the following in substitution therefor:

““Special Resolution” a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59;

a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.”

(b) Article 2(2)

- (i) By adding the punctuation and words “, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations” before the semi-colon at the end of the existing Article 2(2)(e).

- (ii) By deleting the full stop at the end of the existing Article 2(2)(g) and replacing it with a semi-colon and inserting the following new Articles 2(2)(h) and 2(2)(i):

“(h) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not; and

- (i) Section 8 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”

(c) Article 3

- (i) By deleting the existing Article 3(2) in its entirety and substituting therefor the following:

“(2) Subject to the Law, the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.”

- (ii) By deleting the existing Article 3(3) in its entirety and substituting therefor the following:

“(3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

(d) Article 6

By deleting the words “or any share premium account” after the words “reduce its share capital” in the second line of the existing Article 6.

(e) Article 10

- (i) By adding the word “and” after the semi-colon in the last line of the existing Article 10(a).
- (ii) By deleting the word “on a poll” after the words “every holder of shares of the class shall be entitled” in the first line of the existing Article 10(b); and by deleting the word and punctuation “; and” after the words “such share held by him” in the last line of Article 10(b) and inserting a full stop thereafter.
- (iii) By deleting the existing Article 10(c) in its entirety.

(f) Article 59

- (i) By deleting the existing Article 59(1) in its entirety and substituting therefor the following:

“59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange and subject to the Law, a general meeting may be called by shorter notice if it is so agreed:

 - (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”
- (ii) By inserting the words “and particulars of resolutions to be considered at the meeting” after the words “place of the meeting” in the first line of the existing Article 59(2).

(g) Article 66

By deleting Article 66 in its entirety and inserting in its place the following in substitution therefor:

“Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or installments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.”

(h) Article 67

By deleting Article 67 in its entirety and inserting in its place the following in substitution therefor: “intentionally deleted”.

(i) Article 68

By deleting Article 68 in its entirety and inserting in its place the following in substitution therefor:

“68. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

(j) Article 69

By deleting Article 69 in its entirety and inserting in its place the following in substitution therefor: “intentionally deleted”.

(k) Article 70

By deleting Article 70 in its entirety and inserting in its place the following in substitution therefor: “intentionally deleted”.

(l) Article 73

By deleting the words and punctuation “whether on a show of hands or on a poll,” after the words “an equality of votes,” in the second sentence of Article 73.

(m) Article 75(1)

By deleting the words and punctuation “whether on a show of hands or on a poll,” after the words “managing their own affairs may vote,” in the third line of Article 75(1); and deleting the words “or poll” after the words “or adjourned meeting” in the last line of Article 75(1).

(n) Article 80

By deleting Article 80 in its entirety and inserting in its place the following in substitution therefor:

“80. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

(o) Article 81

By deleting the words “to demand or join in demanding a poll and” after the words “to confer authority” in the second sentence of Article 81.

(p) Article 82

By deleting the punctuation and words “, or the taking of the poll” after the words “or adjourned meeting” at the end of the first sentence of Article 82.

(q) Article 84(2)

By deleting the words “including the right to vote individually on a show of hands” after the words “(or its nominees)” in the last line of Article 84(2).

(r) Article 86

- (i) By deleting Article 86(3) in its entirety and inserting in its place the following in substitution therefor:

“(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number) and shall then be eligible for re-election at that meeting.”

- (ii) By deleting the word “special” before the words “resolution remove a Director” in the second line of the existing Article 86(5) and replacing it with the word “ordinary” therefor.

(s) Article 87(1)

By deleting Article 87(1) in its entirety and inserting in its place the following in substitution therefor:

“87. (1) Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.”

(t) Article 152

- (i) By deleting the word “A” at the beginning of existing Article 152 and replacing it with the words “Subject to Article 152A, a” therefor.
- (ii) By inserting the words “at the same time as the notice of annual general meeting and” after the words “before the date of the general meeting and” in the 6th line of the existing Article 152.”

(iii) By adding the following new Articles 152A and 152B after the existing Article 152:

“152A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 152 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.

152B. The requirement to send to a person referred to in Article 152 the documents referred to in that provision or a summary financial report in accordance with Article 152A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 152A, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”

(u) Article 159

By deleting Article 159 in its entirety and inserting in its place the following in substitution therefor:

“159. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the

Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website and giving to the member a notice stating that the notice or other document is available there and containing such other particulars as may be required under the rules of the Designated Stock Exchange (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

(v) Article 160

- (i) By deleting the word "and" at the end of existing Article 160(a).
- (ii) By deleting the full stop at the end of existing Article 160(b) and replacing it with a semi-colon and inserting the word "and" after the semi-colon; and by renumbering the existing Article 160(b) as Article 160(c).
- (iii) By inserting the following new Article 160(b) after the existing Article 160(a):

“(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;”
- (iv) By inserting the following new Article 160(d) after the new Article 160(c):

“(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.””

For and on behalf of the Board of
Kiu Hung Energy Holdings Limited
Hui Kee Fung
Chairman

Hong Kong, 23 November 2009

Registered office:

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Cayman Islands

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of business in Hong Kong:*

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Notes:

1. A member entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general 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 extraordinary general meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkex.com. 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 certified copy of such power or authority, at the branch share registrar of the Company 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 extraordinary general 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 extraordinary general meeting or any adjournment thereof, should he so wish and in such event, the proxy shall be deemed to be revoked.
3. In the case of joint holders of shares, any one of such holders may vote at the extraordinary general meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the special general 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 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.