



KONG SUN HOLDINGS LIMITED

江山控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 295)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Kong Sun Holdings Limited (the “**Company**”) will be held at Unit A, 1/F, Lippo Leighton Tower, 103 Leighton Road Causeway Bay, Hong Kong on 17 January 2008 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the sale and purchase agreement (the “**Tree Acquisition Agreement**”) dated 19 May 2007 and entered into among Brightpower Assets Management Limited (“**Brightpower**”) as vendor, Eternal Gain Investments Limited (“**Eternal Gain**”), a wholly owned subsidiary of the Company, as purchaser and the Company in relation to the sale and purchase (the “**Tree Acquisition**”) of all equity interests in FT Far East Limited (“**FTFE**”) and FT China Limited (“**FTC**”) and the indebtedness in the amount of HK\$80,786,000 owed to Brightpower by FTFE at a total consideration of HK\$60 million (the “**Tree Aggregate Consideration**”), as amended and supplemented by the supplemental agreement (the “**Tree Supplemental Agreement**”) and the extension letter (the “**Tree Extension Letter**”) dated 19 September 2007 and 17 December 2007 and entered into among Brightpower, Eternal Gain and the Company (a copy of each of the Tree Acquisition Agreement and the Tree Supplemental Agreement having been produced to the EGM marked “**A**”, “**B**” and “**B1**” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated respectively thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the 5% unsecured convertible bonds due three years from the date of issue in the principal amount of HK\$40 million (the “**Tree Convertible Bonds**”) by the Company to Brightpower or its nominee(s) to satisfy part of the Tree Aggregate Consideration pursuant to the terms of the Tree Acquisition Agreement be and are hereby approved;
- (c) the allotment and issue of such number of new shares of the Company (the “**Tree Conversion Shares**”) of HK\$0.10 each in the share capital of the Company at the initial conversion price of HK\$0.10 per Tree Conversion Share (subject to adjustments pursuant to the terms and conditions of the Tree Convertible Bonds) upon exercise of the conversion rights attached to the Tree Convertible Bonds be and are hereby approved; and

- (d) the directors of the Company (the “**Directors**”) be and are hereby authorised to execute all such documents and do all such acts and things as they consider desirable, necessary or expedient in connection with and to give effect to the Tree Acquisition Agreement as amended and supplemented by the Tree Supplemental Agreement and the transactions contemplated respectively thereunder including but not limited to the issue of the Tree Convertible Bonds and the allotment and issue of the Tree Conversion Shares.”

2. “**THAT**

- (a) the sale and purchase agreement (the “**Properties Acquisition Agreement**”) dated 28 June 2007 and entered into among Ms. Chu Yuet Wah (“**Ms. Chu**”) and Ms. Ma Siu Fong (“**Ms. Ma**”) together with Ms. Chu as the “**Properties Vendors**”) as vendors and Lead Power Investments Limited (“**Lead Power**”), a wholly owned subsidiary of the Company, as purchaser in relation to the sale and purchase (the “**Properties Acquisition**”) of all equity interests in Coast Holdings Limited (“**Coast**”) and Kingston Property Investment Limited (“**KPI**”) and the aggregate indebtedness in the amount of HK\$19,348,836 owed to Ms. Chu by Coast and HK\$22,055,412 owed to Ms. Chu by KPI at a total consideration of HK\$33.8 million (the “**Properties Aggregate Consideration**”), as amended and supplemented by the supplemental agreement (the “**Properties Supplemental Agreement**”) and the second supplemental agreement (the “**Second Properties Supplemental Agreement**”) dated 19 September 2007 and 17 December 2007 and entered into among the Properties Vendors and Lead Power (a copy of each of the Properties Acquisition Agreement and the Properties Supplemental Agreement having been produced to the EGM marked “**C**”, “**D**” and “**D1**” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated respectively thereunder be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorised to execute all such documents and do all such acts and things as they consider desirable, necessary or expedient in connection with and to give effect to the Properties Acquisition Agreement as amended and supplemented by the Properties Supplemental Agreement and the transactions contemplated respectively thereunder.”

3. “**THAT**

- (a) the placing agreement (the “**CB Placing Agreement**”) dated 24 April 2007 and entered into between Kingston Securities Limited (the “**Placing Agent**”) and the Company in relation to the placing, on a fully unwritten basis, of the 8% unsecured convertible bonds due three years from the date of issue in the principal amount of HK\$100 million (the “**Convertible Bonds**”) by the Company as amended and supplemented by the supplemental agreement (the “**CB Supplemental Agreement**”) and the second supplemental agreement (the “**Second CB Supplemental Agreement**”) dated 19 September 2007 and 17 December 2007 and entered into between the Placing Agent and the Company (a copy of each of the CB Placing Agreement and the CB Supplemental Agreement having been produced to the

EGM marked “E”, “F” and “F1” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated respectively thereunder be and are hereby approved, confirmed and ratified;

- (b) the allotment and issue of such number of new shares of the Company (the “**Conversion Shares**”) of HK\$0.10 each in the share capital of the Company at the initial conversion price of HK\$0.10 per Conversion Share (subject to adjustments pursuant to the terms and conditions of the Convertible Bonds) upon exercise of the conversion rights attached to the Convertible Bonds be and are hereby approved;
 - (c) the allotment and issue of such number of new shares of the Company (the “**Bonus Shares**”) of HK\$0.10 each in the share capital of the Company credited as fully paid to the holders of the Convertible Bonds upon their valid exercise of the conversion rights attached to the Convertible Bonds in the ratio of three Bonus Shares per Conversion Share be and are hereby approved; and
 - (d) the Directors be and are hereby authorised to execute all such documents and do all such acts and things as they consider desirable, necessary or expedient in connection with and to give effect to the CB Placing Agreement as amended and supplemented by the CB Supplemental Agreement and the transactions contemplated respectively thereunder including but not limited to the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares and the Bonus Shares.”
4. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$400,000,000 divided into 4,000,000,000 shares of the Company (the “**Shares**”) of HK\$0.10 each to HK\$4,000,000,000 divided into 40,000,000,000 Shares by the creation of an additional 3,600,000,000 unissued Shares and the Directors be and are hereby authorised for and on behalf of the Company to execute all such documents and to do all such acts and things as they consider desirable, necessary or expedient in connection with and to give effect to such increase in the authorised share capital of the Company.”

By order of the Board
Kong Sun Holdings Limited
Tse On Kin
Chairman

Hong Kong, 31 December 2007

*Registered office and
principal place of business:*
Unit A, 1st Floor,
Lippo Leighton Tower
103, Leighton Road
Causeway Bay, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed with the circular of the Company dated 31 December 2007. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the annual general meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any 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/she were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, then one of such holders 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. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
5. As at the date of this announcement, the Board comprises three executive directors, Mr. Tse On Kin, Mr. Chan Chi Yuen and Mr. Kong Li Szu; and three independent non-executive directors, Dr. Wong Yuen Kuen, Ms. Lo Miu Sheung, Betty and Mr. Chan Chiu Hung, Alex.s