



**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 24 June 2008 at 11:30 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 placing agreement (the “**Second CB Placing Agreement**”) dated 24 April 2008 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 with principal amount of HK\$25 million due three years from the date of issue by the Company (the “**Second Convertible Bonds**”) 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 Second 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 Second Convertible Bonds upon their valid exercise of the conversion rights attached to the Second 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 Second CB Placing Agreement, including but not limited to the issue of the Second Convertible Bonds and the allotment and issue of the corresponding Conversion Shares and the Bonus Shares.”

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

Hong Kong, 6 June 2008

*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 this circular of the Company. 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 share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46/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 extraordinary 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.

*As at the date of this announcement, the Board of Directors of Kong Sun Holdings Limited comprise three Executive Directors, Mr. Tse On Kin, Mr. Chan Chi Yuen and, Mr. Kong Li Szu; and three Independent Non-executive Directors, Ms. Lo Miu Sheung, Betty, Mr. Chan Chiu Hung, Alex and Dr. Wong Yun Kuen.*