The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



# KONG SUN HOLDINGS LIMITED

# 江山控股有限公司

(incorporated in Hong Kong with limited liability)
(Stock Code: 295)

# ANNOUNCEMENT FURTHER EXTENSION OF LONG STOP DATE IN RELATION TO THE TREE ACQUISITION AGREEMENT, CB PLACING AGREEMENT, SECOND CB PLACING AGREEMENT AND PROPERTIES ACQUISITION AGREEMENT

References are made to the announcements of the Company dated 12 October 2007, 28 December 2007, 29 February 2008 and 23 May 2008, among other things, in relation to the Tree Acquisition Agreement. The Tree Parties agreed to extend the Tree Long Stop Date to 31 December 2008.

References are also made to the announcements of the Company dated 26 October 2007, 28 December 2007, 29 February 2008 and 23 May 2008, among other things, in relation to the CB Placing Agreement. The CB Parties agreed to extend the Long Stop Date to 31 December 2008.

Reference is also made to the announcement of the Company dated 23 May 2008, among other things, in relation to the Second CB Placing Agreement. The Second CB Parties agreed to extend the Second Long Stop Date to 31 December 2008.

References are also made to the announcements of the Company dated 12 October 2007, 28 December 2007, 29 February 2008, 30 May 2008 and 15 July 2008, among other things, in relation to the Properties Acquisition Agreement. The Properties Parties agreed to extend the Properties Long Stop Date to 31 December 2008.

Trading in the Shares on the Stock Exchange was suspended at the request of the Company from 9:30 a.m. on 17 June 2004 and will remain suspended until further notice.

References are made to the announcements of the Company dated 12 October 2007, 28 December 2007, 29 February 2008 and 23 May 2008 (the "Announcement"), among other things, in relation to the Tree Acquisition Agreement. Capitalised terms used hereinafter shall have the same meanings as those defined in the Announcement unless otherwise stated.

# TREE ACQUISITION

On 19 May 2007, Brightpower, Eternal Gain and the Company entered into Tree Acquisition Agreement whereby Brightpower agreed to sell and Eternal Gain agreed to purchase the Tree Sale Shares.

Pursuant to Clause 3.1 of the Tree Acquisition Agreement, completion is subject to the satisfaction of the conditions precedent set out under such Clause 3.1 on or before the Tree Long Stop Date, being 30 September 2007 or such other date as the parties thereto may agree.

On 19 September 2007, the parties (the "**Tree Parties**") to the Tree Acquisition Agreement entered into the Tree Supplemental Agreement extending the Tree Long Stop Date from 30 September 2007 to 31 December 2007. Pursuant to Clause 2 of the Tree Supplemental Agreement, the Tree Parties agreed that the definition of Tree Long Stop Date set out in Clause 3.1 of the Tree Acquisition Agreement shall be amended and extended to 31 December 2007 or such other date as the Tree Parties may agree.

On 17 December 2007, the Tree Parties entered into a letter agreement (the "Second Tree Supplemental Agreement"). Pursuant to the fourth paragraph of the Second Tree Supplemental Agreement, the Tree Parties agreed to further extend the Tree Long Stop Date to 29 February 2008 or such other date as the Tree Parties may agree.

On 28 February 2008, the Tree Parties entered into third supplemental agreement (the "**Third Tree Supplemental Agreement**"). Pursuant to Clause 1 of the Third Tree Supplemental Agreement, the Tree Parties agreed to further extend the Tree Long Stop Date to 31 May 2008 or such other date as the Tree Parties may agree.

On 20 May 2008, the Tree Parties entered into fourth supplemental agreement (the "**Fourth Tree Supplemental Agreement**"). Pursuant to Clause 1 of the Fourth Tree Supplemental Agreement, the Tree Parties agreed to further extend the Tree Long Stop Date to 30 September 2008 or such other date as the Tree Parties may agree.

On 30 September 2008, the Tree Parties entered into fifth supplemental agreement (the "**Fifth Tree Supplemental Agreement**"). Pursuant to Clause 1 of the Fifth Tree Supplemental Agreement, the Tree Parties agreed to further extend the Tree Long Stop Date to 31 December 2008 or such other date as the Tree Parties may agree.

The reason for further extension of the Tree Long Stop Date is that more time is required to satisfy the conditions in particular the resumption of the trading of shares of the Company has yet to be granted and the Company has yet to apply to the Stock Exchange for granting in the issue of the Tree Conversion Shares as set out in the Tree Acquisition Agreement.

Save as amended by the Fifth Tree Supplemental Agreement, the Fourth Tree Supplemental Agreement, the Third Tree Supplemental Agreement, the Second Tree Supplemental Agreement and the Tree Supplemental Agreement, all other terms and conditions of the Tree Acquisition Agreement remain unchanged and valid.

References are made to the announcements of the Company dated 26 October 2007, 28 December 2007, 29 February 2008 and 23 May 2008, among other things, in relation to the CB Placing Agreement.

### PLACING OF CONVERTIBLE BONDS

On 16 February 2007 and 24 April 2007, the Company entered into the Term Sheet and the CB Placing Agreement with the Placing Agent in respect of the conditional issue of the Convertible Bonds in the principal amount of HK\$100 million. Completion is subject to satisfaction of the conditions set out under such Clause 2.1 in the CB Placing Agreement.

On 19 September 2007, the parties (the "CB Parties") to the CB Placing Agreement entered into the CB Supplemental Agreement extending the Long Stop Date from 30 September 2007 to 31 December 2007. Pursuant to Clause 2 of the CB Supplemental Agreement, the CB Parties agreed that the Long Stop Date for the satisfaction of the conditions precedent in Clause 2.1 of the CB Placing Agreement be amended and extended to 31 December 2007 or such other date as the CB Parties may agree.

On 17 December 2007, the CB Parties entered into second CB supplemental agreement (the "Second CB Supplemental Agreement"). Pursuant to Clause 2 of the Second CB Supplemental Agreement, the CB Parties agreed to further extend the Long Stop Date to 29 February 2008 or such other date as the CB Parties may agree.

On 28 February 2008, the CB Parties entered into third supplemental agreement (the "**Third CB Supplemental Agreement**"). Pursuant to Clause 1 of the Third CB Supplemental Agreement, the CB Parties agreed to further extend the Long Stop Date to 31 May 2008 or such other date as the CB Parties may agree.

On 24 April 2008, the CB Parties entered into fourth supplemental agreement (the "Fourth CB Supplemental Agreement"). Pursuant to Clause 1 of the Fourth CB Supplemental Agreement, the CB Parties agreed to further extend the Long Stop Date to 30 September 2008 or such other date as the CB Parties may agree.

On 30 September 2008, the CB Parties entered into fifth supplemental agreement (the "**Fifth CB Supplemental Agreement**"). Pursuant to Clause 1 of the Fifth CB Supplemental Agreement, the CB Parties agreed to further extend the Long Stop Date to 31 December 2008 or such other date as the CB Parties may agree.

The reason for further extension of the Long Stop Date is that more time is required to satisfy the conditions in particular the resumption of the trading of shares of the Company has yet to be granted and the Company has yet to apply to the Stock Exchange for granting in the issue of the Conversion Shares as set out in the CB Placing Agreement.

Save as amended by the Fifth CB Supplemental Agreement, the Fourth CB Supplemental Agreement, the Third CB Supplemental Agreement, the Second CB Supplemental Agreement and the CB Supplemental Agreement, all other terms and conditions of the CB Placing Agreement remain unchanged and valid.

Reference is made to the announcement of the Company dated 23 May 2008, among other things, in relation to the Second CB Placing Agreement.

### PLACING OF SECOND CONVERTIBLE BONDS

On 24 April 2008, the Company entered into the Second CB Placing Agreement with the Placing Agent in respect of the conditional issue of the Second Convertible Bonds in the principal amount of HK\$25 million. Completion is subject to satisfaction of the conditions set out under such Clause 2.1 in the Second CB Placing Agreement.

On 30 September 2008, the parties (the "Second CB Parties") to the Second CB Placing Agreement entered into a supplemental agreement (the "1st Second CB Supplemental Agreement") extending the Second Long Stop Date from 30 September 2008 to 31 December 2008. Pursuant to Clause 2 of the 1st Second CB Supplemental Agreement, the Second CB Parties agreed that the Second Long Stop Date for the satisfaction of the conditions precedent in Clause 2.1 of the Second CB Placing Agreement be amended and extended to 31 December 2008 or such other date as the Second CB Parties may agree.

The reason for extension of the Second Long Stop Date is that more time is required to satisfy the conditions in particular the resumption of the trading of shares of the Company has yet to be granted and the Company has yet to apply to the Stock Exchange for granting in the issue of the Conversion Shares as set out in the Second CB Placing Agreement.

Save as amended by the 1st Second CB Supplemental Agreement, all other terms and conditions of the Second CB Placing Agreement remain unchanged and valid.

References are made to the announcements of the Company dated 12 October 2007 (the "Properties Announcement"), 28 December 2007, 29 February 2008, 30 May 2008 and 15 July 2008, among other things, in relation to the Properties Acquisition Agreement. Capitalised terms used hereinafter shall have the same meanings as those defined in the Properties Announcement unless otherwise stated.

## PROPERTIES ACQUISITION

On 28 June 2007, the Vendors and Lead Power entered into the Properties Acquisition Agreement whereby the Vendors agreed to sell and Lead Power agreed to purchase the Properties Sale Shares and the Properties Sale Loan. Completion is subject to the satisfaction of the conditions precedent set out under such Clause 3.2 of the Properties Acquisition Agreement.

On 19 September 2007, the parties (the "Properties Parties") to the Properties Acquisition Agreement entered into the Properties Supplemental Agreement extending the Properties Long Stop Date from 30 September 2007 to 31 December 2007. Pursuant to Clause 2 of the Properties Supplemental Agreement, the Properties Parties agreed that the Properties Long Stop Date for the satisfaction of the conditions precedent of the Properties Acquisition Agreement be amended and extended to 31 December 2007 or such other date as the Properties Parties may agree.

On 17 December 2007, the Properties Parties entered into second supplemental agreement (the "Second Properties Supplemental Agreement"). Pursuant to Clause 2 of the Second Properties Supplemental Agreement, the Properties Parties agreed to further extend the Properties Long Stop Date to 29 February 2008 or such other date as the Properties Parties may agree.

On 28 February 2008, the Properties Parties entered into third supplemental agreement (the "**Third Properties Supplemental Agreement**"). Pursuant to Clause 1 of the Third Properties Supplemental Agreement, the Properties Parties agreed to further extend the Properties Long Stop Date to 31 May 2008 or such other date as the Properties Parties may agree.

On 30 May 2008, the Properties Parties entered into fourth supplemental agreement (the "Fourth Properties Supplemental Agreement"). Pursuant to Clause 1 of the Fourth Properties Supplemental Agreement, the Properties Parties agreed to further extend the Properties Long Stop Date to 30 June 2008 or such other date as the Properties Parties may agree.

On 14 July 2008, the Properties Parties entered into fifth supplemental agreement (the "**Fifth Properties Supplemental Agreement**"). Pursuant to Clause 1 of the Fifth Properties Supplemental Agreement, the Properties Parties agreed to further extend the Properties Long Stop Date to 30 September 2008 or such other date as the Properties Parties may agree.

On 30 September 2008, the Properties Parties entered into sixth supplemental agreement (the "Sixth Properties Supplemental Agreement"). Pursuant to Clause 1 of the Sixth Properties Supplemental Agreement, the Properties Parties agreed to further extend the Properties Long Stop Date to 31 December 2008 or such other date as the Properties Parties may agree.

In view of the Properties Long Stop Date was expired on 30 September 2008 pursuant to the Fifth Properties Supplemental Agreement and more time is required for preparing legal documents for the completion, the Properties Parties agreed to extend the Properties Long Stop Date to 31 December 2008 or such other date as the Properties Parties may agree.

Save as amended by the Sixth Properties Supplemental Agreement, the Fifth Properties Supplemental Agreement, the Fourth Properties Supplemental Agreement, the Third Properties Supplemental Agreement, the Second Properties Supplemental Agreement and the Properties Supplemental Agreement, all other terms and conditions of the Properties Acquisition Agreement remain unchanged and valid.

# SUSPENSION OF TRADING

Trading in the Shares on the Stock Exchange was suspended at the request of the Company from 9:30 a.m. on 17 June 2004 and will remain suspended until further notice.

By Order of the board of directors of
Kong Sun Holdings Limited
Tse On Kin
Chairman

Hong Kong, 3 October 2008

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. Yu Pak Yan, Peter; and three Independent Non-executive Directors, Ms. Lo Miu Sheung, Betty, Mr. Lau Man Tak and Dr. Wong Yun Kuen.