
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kong Sun Holdings Limited, you should at once hand this circular and the accompany form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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KONG SUN HOLDINGS LIMITED

江山控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 295)

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**
(2) RE-ELECTION OF RETIRING DIRECTORS
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“AGM”) of the Company to be held at Unit C, 10/F, Wings Building, 110-116 Queen’s Road Central, Hong Kong on 2 June 2009 at 11:00 a.m. is set out on pages 13 to 21 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy for use at the AGM in accordance with the instructions printed thereon and return the same to the Company’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 46/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and, in any event, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

30 April 2009

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“AGM”	annual general meeting of the Company to be held at Unit C, 10/F, Wings Building, 110-116 Queen’s Road Central, Hong Kong on 2 June 2009
“associate”	has the meaning ascribed thereto in the Listing Rules
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Kong Sun Holdings Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate to allot and issue Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of approval of the mandate
“Kong Fa”	Kong Fa Holding Limited, a company incorporated in the British Virgin Islands
“KSE”	Kong Sun Enterprise Sdn. Bhd., a company incorporated in Malaysia
“Latest Practicable Date”	24 April 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

DEFINITIONS

“Repurchase Mandate”	a general mandate to the Directors to exercise all the powers of the Company to repurchase Shares not exceeding 10% of the total fully paid-up nominal amount of the share capital of the Company as at the date of approval of the mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holders of Share(s) in issue
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	shall have the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$” and “\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



KONG SUN HOLDINGS LIMITED

江山控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 295)

Executive Directors:

Mr. Tse On Kin (*Chairman*)

Mr. Chan Chi Yuen

Mr. Yu Pak Yan, Peter

Independent Non-Executive Directors:

Ms. Lo Miu Sheung, Betty

Dr. Wong Yun Kuen

Mr. Lau Man Tak

Registered Office and Principal

Place of Business:

Unit C, 10/F

Wings Building

110-116 Queen's Road Central

Hong Kong

30 April 2009

To the Shareholders

Dear Sir or Madam,

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with details in respect of (i) the grant of general mandates to Directors to issue and repurchase Shares; (ii) the re-election of retiring Directors; (iii) the proposed amendments to the Articles; and (iv) to give you a notice of the AGM.

ISSUE MANDATE AND REPURCHASE MANDATE

The Directors propose to seek the approval of the Shareholders at the AGM by way of passing an ordinary resolution for granting the general mandate to the Directors (i) to allot, issue and otherwise deal with the new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution and the extension of the aforesaid mandate by addition thereto the number of Shares repurchased pursuant to the proposed general mandate for repurchase of Shares up to a maximum

LETTER FROM THE BOARD

of 10% of the issued share capital of the Company as at the date of passing the relevant resolution as described below, and (ii) to repurchase Shares with total nominal amount not exceeding 10% of the total fully paid-up nominal amount of the share capital of the Company in issue at the date of passing the relevant resolution, at any time during the period ending on the earlier of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or its Articles or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in the general meeting of the Company.

As at the Latest Practicable Date, the number of Shares in issue was 4,085,166,921 Shares. On the basis that no further Shares will be issued or repurchased prior to the AGM, (i) the Issue Mandate in full would enable the Company to allot, issue and deal with a maximum of 817,033,384 Shares, and (ii) the Repurchase Mandate in full would enable the Company to repurchase a maximum of 408,516,692 Shares.

The purpose of the general mandate to allot, issue and deal with new Shares is to enable the Directors to capture right timing of the securities market to widen the capital base of the Company. The Directors have no present intention to issue or repurchase any Shares under the general mandates to be sought at the AGM.

An explanatory statement as required by the Listing Rules for information on the general mandate to repurchase Shares is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 77 of the Articles, Mr. Yu Pak Yan, Peter, being an executive Director, and Mr. Lau Man Tak, being an independent non-executive Director, shall retire at the conclusion of the AGM and shall be eligible for re-election at the AGM.

In accordance with articles 81 to 84 of the Articles, Mr. Chan Chi Yuen, being an executive Director, and Ms. Lo Miu Sheung, Betty, being an independent non-executive Director, shall retire by rotation at the conclusion of the AGM and shall be eligible for re-election at the AGM. Ms. Lo Miu Sheung, Betty, has informed the Company that she will not offer herself for re-election.

Details of the above retiring Directors to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the AGM to amend the Articles to bring them in line with certain recent changes to the Listing Rules. The effect of the proposed amendments are as follows:

- (a) subject to other minimum period as may be specified in the Listing Rules from time to time: (a) an annual general meeting shall be called by not less than twenty-one clear days' notice or twenty clear business days' notice, whichever is longer; (b) a meeting

LETTER FROM THE BOARD

called for the passing of a special resolution shall be called by not less than twenty-one clear days' notice or ten clear business days' notice, whichever is longer; and (c) a meeting other than an annual general meeting or a meeting called for the passing of a special resolution shall be called by not less than fourteen clear days' notice or ten clear business days' notice, whichever is longer;

- (b) any vote of shareholders at a general meeting will be taken by poll; and
- (c) to allow the Company to use the Company's website and other electronic means to send or make available notices or documents to the Shareholders, subject to the compliance with the Listing Rules and applicable laws by the Company.

Our legal advisers on Hong Kong laws have confirmed that the proposed amendments comply with the requirements of the Listing Rules and the laws of Hong Kong. The Company also confirms that there is nothing unusual about the proposed amendments for a company incorporated under the laws of Hong Kong and listed on the Stock Exchange.

Details of the proposed amendments to the Articles are set out in full in the notice of the AGM on pages 13 to 21 of this circular.

AGM

The notice of the AGM is set out on pages 13 to 21 of this circular. At the AGM, resolutions will be proposed for the Shareholders to consider and, if thought fit, among other things, to approve (i) the grant of general mandates to Directors to issue and repurchase Shares; (ii) the re-election of the retiring Directors; and (iii) the proposed amendments to the Articles.

A form of proxy for use at the AGM is sent to the Shareholders together with this circular. Whether or not the Shareholders are able to attend the AGM, the Shareholders are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time for holding of the AGM or adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the AGM or any adjourned meeting thereof should the Shareholders so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Board believes that the resolutions to be put before the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Your attention is also drawn to the information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Tse On Kin
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

REPURCHASE MANDATE

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules relating to an ordinary resolution to be proposed at the AGM to be held on 2 June 2009 to approve a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to purchase, at any time until the next annual general meeting of the Company or such earlier period as stated in the ordinary resolution, shares of HK\$0.10 each in the capital of the Company, up to a maximum of 10% of the aggregate nominal amount of issued share capital of the Company as at the date of passing the resolution.

The Directors believe the Repurchase Mandate is in the interests of the Company and Shareholders, and accordingly recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 4,085,166,921 Shares. Subject to the passing of an ordinary resolution for the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 408,516,692 Shares.

REASONS FOR REPURCHASES

The Directors consider that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

FUNDING OF REPURCHASES

Repurchases of Shares will be funded entirely from funds legally available for such purpose in accordance with the Articles and the applicable laws of Hong Kong. It is presently proposed that any Shares repurchased under the Repurchase Mandate would be repurchased out of the capital paid up on the repurchased Shares, profits of the Company which would otherwise be available for distribution or the Company's share premium account.

IMPACT ON WORKING CAPITAL

There might be a material adverse impact on the working capital requirements or gearing levels of the Company (as compared with the position disclosed in its audited financial statements contained in the annual report of the Company for the year ended 31 December 2008) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their respective associates, having any present intention to sell any Shares to the Company or its subsidiaries any of the Shares in the event that the Repurchase Mandate is granted.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that he has a present intention to sell to the Company or its subsidiaries any of his Shares, or has undertaken not to do so, in the event that the Repurchase Mandate is granted.

TAKEOVERS CODE AND SHARE REPURCHASES

In the event that the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Substantial Shareholders of the Company, Kong Fa and KSE were beneficially interested in 1,053,850,042 Shares and 403,375,794 Shares representing approximately 25.80% and 9.87% respectively of the issued share capital of the Company. If the Repurchase Mandate is exercised in full, Kong Fa and KSE will increase their shareholdings in the Company to approximately 28.66% and 10.97% respectively and Kong Fa and KSE are acting in concert with each other. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent as to result in takeover obligations or that the aggregate amount of Shares in public hands would reduce below 25%.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2008		
April to November (<i>Note</i>)	–	–
December	0.052	0.018
2009		
January	0.027	0.017
February	0.031	0.017
March	0.026	0.019
April (up to the Latest Practicable Date)	0.030	0.220

Note: No trading in the Shares was recorded from April 2008 to November 2008 since the trading in the Shares was suspended.

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

Pursuant to the Listing Rules, details of the Directors who will retire at the conclusion of the AGM according to the Articles and will be proposed to be re-elected at the AGM are provided below:

THE EXECUTIVE DIRECTORS**Mr. Chan Chi Yuen**

Mr. Chan Chi Yuen (“Mr. Chan”), aged 42, holds a Bachelor degree with Honours in Business Administration and a Master of Science Degree in Corporate Governance and Directorship. He is a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants and is an associate member of The Institute of Chartered Accountants in England and Wales. Mr. Chan is a practicing certified public accountant and has extensive experience in financial management, corporate finance and corporate governance.

Mr. Chan is currently an independent non-executive director of China Sciences Conservational Power Limited (stock code: 351), Hong Kong Health Check and Laboratory Holdings Company Limited (stock code: 397), Premium Land Limited (stock code: 164), Superb Summit International Timber Company Limited (stock code: 1228) and Dickson Group Holdings Limited (stock code: 313). Mr. Chan was an executive director of New Times Group Holdings Limited (stock code: 166) since May 2006 and was re-designated as a non-executive director from October 2006 onwards. He was also an executive director of Amax Entertainment Holdings Limited (stock code: 959) from August 2005 to January 2009 and China E-Learning Group Limited (stock code: 8055) from July 2007 to September 2008.

Mr. Chan does not have any relationships with any Directors, senior management, substantial or controlling shareholder (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Chan does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. Chan. He will have no fixed term of service with the Company but he will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Chan received a remuneration of approximately HK\$480,000 for the year ended 31 December 2008. His remuneration after the re-election will be determined by the remuneration committee of the Company with reference to his duties and responsibilities with the Company. Save as disclosed above, the Board is not aware of any matter in relation to Mr. Chan that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter that need to be brought to the attention of the Shareholders of the Company in relation to Mr. Chan’s re-election.

Mr. Yu Pak Yan, Peter

Mr. Yu Pak Yan, Peter (“Mr. Yu”), aged 58, has over 28 years of experience in real estate and financial services industries. Mr. Yu has a Bachelor Degree in Management from Youngstown State University in Ohio, USA and a Master of Science Degree in Financial Services from American College in Pennsylvania, USA. Mr. Yu is a member of the Certified Commercial Investment Member Institute and was the first Chinese-American elected to the board of the San Francisco Association of Realtors. Mr. Yu worked in Pacific Union Real Estate Company in the United States from 1980-1995 and held senior positions in MetLife and New York Life Insurance Company in managing Asian customers in North America. Mr. Yu is currently an independent non-executive director of Golden Resorts Group Limited (stock code: 1031).

Save as disclosed otherwise, Mr. Yu has not held directorships in any other listed companies in the last three years. Mr. Yu does not have any relationships with any Directors, senior management, substantial or controlling shareholder (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Yu does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. Yu. He will have no fixed term of service with the Company but he will be subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Yu received a remuneration of approximately HK\$25,000 for the year ended 31 December 2008. His remuneration after the re-election will be determined by the remuneration committee of the Company with reference to his duties and responsibilities with the Company. Save as disclosed above, the Board is not aware of any matter in relation to Mr. Yu that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter that need to be brought to the attention of the Shareholders of the Company in relation to Mr. Yu’s re-election.

THE INDEPENDENT NON-EXECUTIVE DIRECTOR**Mr. Lau Man Tak**

Mr. Lau Man Tak (“Mr. Lau”), aged 39, graduated from Hong Kong Polytechnic University with a Bachelor Degree in Accountancy. Mr. Lau has more than 15 years of finance, accounting and auditing experiences. Mr. Lau is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and an associate member of the Hong Kong Institute of Certified Public Accountants. He is also a member of the Hong Kong Securities Institute. Mr. Lau is currently an executive director of Warderly International Holdings Limited (stock code: 607) and an independent non-executive director of Golden Resorts Group Limited (stock code: 1031) and Climax International Company Limited (stock code: 439). Mr. Lau was also a former executive director of Solartech International Holdings Limited (stock code: 1166) from January 2002 to March 2007, Hua Yi Copper Holdings Limited (stock code: 559) from September 2004 to March 2007 and Premium Land Limited (stock code: 164) from October 2001 to August 2005 and a former independent non-executive director of Hong Kong Health Check and Laboratory Holdings Company Limited (stock code: 397) from September 2003 to May 2006.

Save as disclosed otherwise, Mr. Lau has not held directorships in any other listed companies in the last three years. Mr. Lau does not have any relationships with any Directors, senior management, substantial or controlling shareholder (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Lau does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. Lau. He will have no fixed term of service with the Company but he will be subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Lau received a remuneration of approximately HK\$20,000 for the year ended 31 December 2008. His remuneration after the re-election will be determined by the remuneration committee of the Company with reference to his duties and responsibilities with the Company. Save as disclosed above, the Board is not aware of any matter in relation to Mr. Lau that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter that need to be brought to the attention of the Shareholders of the Company in relation to Mr. Lau's re-election.

NOTICE OF ANNUAL GENERAL MEETING



KONG SUN HOLDINGS LIMITED

江山控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 295)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Meeting”) of Kong Sun Holdings Limited (the “Company”) will be held at Unit C, 10/F, Wings Building, 110-116 Queen’s Road Central, Hong Kong on 2 June 2009 at 11:00 a.m. for the purpose of considering and, if thought fit, with or without modification, passing the following resolutions:

ORDINARY RESOLUTIONS

1. to receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors for the year ended 31 December 2008;
- 2A. To re-elect the following retiring Director:
 - (i) Mr. Chan Chi Yuen, as an executive Director;
 - (ii) Mr. Yu Pak Yan, Peter, as an executive Director; and
 - (iii) Mr. Lau Man Tak, as an independent non-executive Director;
- 2B. To authorise the board of Directors to fix the remuneration of the Directors; and
3. To re-appoint Messrs. SHINEWING (HK) CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.
- 4A. **“THAT**
 - (a) subject to paragraph (c) of this resolution below, the exercise by the directors of the Company (the “Director(s)”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with the additional shares in the share capital of the Company and to make or grant offers, agreements and options, including bonds, warrants, notes, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including bonds, warrants, notes, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under terms of any existing warrants, bonds, debentures, notes and other securities of the Company;
 - (iii) the exercise of option granted under any share option scheme or any similar arrangement for the time being adopted for the grant or issue to officers and/or employees and/or other eligible persons of the Company and/or any of subsidiaries of shares or rights to acquire shares of the Company;
 - (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on the shares of the Company in accordance with the articles of association of the Company in force from time to time;
 - (v) the exercise of any conversion rights attaching to any convertible notes issued or to be issued by the Company; and
 - (vi) a specified authority granted by the shareholders of the Company in general meeting;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution; and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and hereby revoked; and
- (e) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation or renewal of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of the shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in, any territories applicable to the Company).”

4B. “**THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Director during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase the shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchanges on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchanges as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the share of the Company which the Company is authorized to purchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the shares capital of the Company in issue at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution be limited accordingly.
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation or renewal of the authority given under this resolution by an ordinary resolution of shareholders of the Company in general meeting.
- 4C. “**THAT** subject to the passing of the above resolutions 4A and 4B, the aggregate nominal amount of share which are to be purchased by the Company pursuant to the authority granted to the Directors as mentioned in resolution 4B shall be added to the aggregate nominal amount of share capital that may be allotted or agreed to be allotted by the Directors pursuant to resolution 4A.”

SPECIAL RESOLUTION

5. “**THAT** the Articles of Association of the Company be and are hereby amended as follows:
- (a) Article 1 be amended by deleting the existing Article 1(B) in its entirety and substituting therefor a new Article 1(B) as follows:
 - “1. (B) Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, at any general meeting of the Company on a poll every Member who is present in person (or, in the case of a Member being a corporation by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register.”
 - (b) Article 3 be amended by inserting the following new definitions immediately after the definition of “Board”:
 - “business day” shall mean any day on which the Stock Exchange is open for the business of dealing in securities. For the avoidance of doubt, where the 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;
 - “Company’s Website” shall mean the website of the Company, the address or domain name of which has been notified to Member;
 - “Corporate Communication” shall mean any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditor’s report, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form, within the meaning ascribed thereto under the Listing Rules where the Company’s shares are listed;

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“electronic means” includes sending or otherwise making available to the intended recipients of the communication in electronic format;

- (c) Article 7 be amended by deleting the existing Article 7 in its entirety and substituting therefor a new Article 7 as follows:

“7. Subject to the Ordinance, all or any of the special rights for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be altered or abrogated with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of such shares. To any such separate general meeting all the provisions of these Articles as to general meetings of the Company shall mutates mutandis apply, but so that the necessary quorum shall be one or more persons holding or representing by proxy not less than one-third of the issued shares of the class, that every holder of shares of the class shall be entitled to one vote for every such share held by him and that at any adjourned meeting of such holders one holder present in person or by proxy (whatever the number of shares held by him) shall be a quorum.”

- (d) Article 51 be amended by deleting the first sentence and replacing it with the following:

‘Subject to such other minimum period as may be specified in the Listing Rules from time to time: (a) an annual general meeting shall be called by not less than twenty-one clear days’ notice or twenty clear business days’ notice in writing or by other electronic means, whichever is longer; (b) a meeting called for the passing of a special resolution shall be called by not less than twenty-one clear days’ notice or ten clear business day’s notice in writing or by other electronic means whichever is longer; and (c) a meeting other than an annual general meeting or a meeting called for the passing of a special resolution shall be called by not less than fourteen clear days’ notice or ten clear business days’ notice in writing or by other electronic means, whichever is longer.’;

- (e) Article 51 be further amended by adding the following words immediately after the replacement sentence under resolution 5(d) above:

“Subject to the requirements of the Listing Rules”;

- (f) Article 55 be amended by inserting the words “or by other electronic means” immediately after the words “The Company shall give not less than seven days’ notice in writing” in line 9;

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- (g) Article 57 be amended by deleting the words “and entitled to vote on a poll” immediately after the words “or if each of the Directors present declines to take the chair, the persons present” in line 8;
- (h) Article 60 be amended by deleting the existing Article 60 in its entirety and substituting therefor a new Article 60 as follows:
- ‘60. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll’;
- (i) Article 61 be amended by deleting the existing Article 61 in its entirety and substituting therefor a new Article 61 as follows:
- ‘A poll shall be taken in such manner as the chairman shall direct and he may appoint scrutineers (who need not be Members). The result of the poll shall be deemed to be the resolution of the meeting’;
- (j) Article 62 be amended by deleting the existing Article 62 in its entirety;
- (k) Article 63 be amended by deleting the existing Article 63 in its entirety and substituting therefor a new Article 63 as follows:
- “Any question of adjournment shall be decided at the meeting and without adjournment”
- (l) Article 64 be amended by deleting the existing Article 64 in its entirety and substituting therefor a new Article 64 as follows:
- “64. Votes may be given either personally or by proxy.”
- (m) Article 65 be amended by deleting the words “on a poll” immediately after the words “A person entitled to more than one vote” in line 1;
- (n) Article 66 be amended by deleting the following words immediately after the words “In the case of an equality of votes at a general meeting” in line 1:
- ‘whether on a show of hands or on a poll,’;
- (o) Article 73 be amended by deleting the existing Article 73 in its entirety and substituting therefor a new Article 73 as follows:
- “73. 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 notarially certified copy of such power or authority, shall be delivered at

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the Office (or at such other place in Hong Kong as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than forty-eight 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 months from the date named in it as the date of its execution. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting or poll concerned.”

- (p) Article 74 be amended by inserting the following words immediately after the last sentence:

‘provided that the meeting was originally held within twelve months from such date’;

- (q) Article 75 be amended by deleting the existing Article 75 in its entirety and substituting therefor a new Article 75 as follows:

‘A vote given by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting, unless notice in writing of such determination was received by the Company at the Office (or such other place in Hong Kong as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) one hour at least before the commencement of the meeting or adjourned meeting at which the vote is given or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.’

- (r) Article 77 be amended by deleting the following words “until the next following general meeting of the Company (in the case of filling a casual vacancy) or” immediately after the words “Any Director so appointed shall hold office” in line 7.
- (s) Article 77 be further amended by deleting the following words “(in the case of an addition to their number)” in line 10.
- (t) Article 99 be amended by inserting the words “The Board or any committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.” immediately after the words “In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.” in lines 3 to 4;

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- (u) Article 129 be amended by deleting the existing Article 129 in its entirety and substituting therefor a new Article 129 as follows:

“129. A printed copy of every balance sheet and profit and loss account, including every document required by law to be annexed thereto, which is to be laid before the Company in annual general meeting, accompanied by the directors’ report, the auditors’ report and the notice of the annual general meeting, shall, not less than 21 clear days or 20 clear business days, whichever is longer, before the date of the meeting, be sent to every Member and each other person entitled thereto under the Ordinance, and copies shall also be sent in appropriate numbers to the Stock Exchange in accordance with the terms of any listing agreement for the time being binding on the Company or with the continuing obligations binding on the Company by virtue of any list.”

- (v) Article 131 be amended by deleting the existing Article 131 in its entirety and substituting therefor a new Article 131 as follows:

“131. Except as otherwise provided in these Articles, any Corporate Communication may be served by the Company and any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register or by delivering it to or leaving it at such registered address addressed as aforesaid. To the extent permitted by the Listing Rules and all applicable laws and regulations, any Corporate Communication and notice may also be served by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the Member's prior express positive confirmation in writing or (b) the Member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means. A notice may also be served by advertisement inserted in newspapers circulating in Hong Kong according to the requirements of the Stock Exchange and including at least one English language newspaper and one Chinese language newspaper (in which the relevant notice shall appear in the Chinese language), being in each case a newspaper published daily and circulating generally in Hong Kong and specified in the list of newspapers issued for the purpose of Section 71A of the Companies Ordinance by the Secretary for Administration Services and Information of Hong Kong and published in the Hong Kong Government Gazette. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders.”; and

- (w) Article 132 be amended by inserting the words “Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time

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as may be prescribed by the Listing Rules or any applicable laws or regulations.” immediately after the words “ address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.” in line 9.

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

Hong Kong, 30 April 2009

Notes:

1. Every member of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy (if a member who is holder of two or more shares) to attend and vote for him/her on his/her behalf of the meeting. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
2. A form of proxy for use at the meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 46/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting 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 adjourned meeting thereof.
4. The register of members of the Company will be closed from 29 May 2009 to 2 June 2009, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for the attendance to the annual general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 46/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by 4:30 p.m. on 27 May 2009.
5. As at the date of this circular, the board of directors of the Company comprises 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, Dr. Wong Yun Kuen and Mr. Lau Man Tak.