



# MONGOLIA ENERGY CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 276)

## NOTICE OF THE SGM

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “meeting”) of Mongolia Energy Corporation Limited will be held at Everest Room, Pacific Place Conference Centre, Level 5, One Pacific Placc, 88 Queensway, Hong Kong on June 20, 2008 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

### ORDINARY RESOLUTION

**“THAT:**

- (a) the sale of the whole of Ground Floor and Basement Floor of the Bank of America Tower (the “Disposal”) under the provisional sale and purchase agreement dated April 18, 2008 as varied by and/or merged with the formal sale and purchase agreement dated May 5, 2008 (the “Agreement”) and entered into between Quinway Company Limited and Jadesails Investments Limited, both are indirect wholly-owned subsidiaries of the Company, as vendors (“Vendor”) on the one part and Fair Power Limited as purchaser of the other part (“Purchaser”) and the transactions contemplated under the Agreement be and is hereby approved, ratified and confirmed;
- (b) the contents of the Agreement (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) be and is hereby approved, ratified and confirmed; and
- (c) any one directors of the Company be and are hereby authorised to do such acts or things, to sign and execute all such further documents and to take such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement or any transactions contemplated thereby.”

By the order of the Board of  
**Mongolia Energy Corporation Limited**  
**Tang Chi Kei**  
*Company Secretary*

Hong Kong, May 30, 2008

*As at the date hereof, the Board comprises seven Directors, of which Mr. Lo Lin Shing, Simon, Mr. Liu Zhuo Wei and Ms. Yvette Ong are executive Directors, Mr. To Hin Tsun, Gerald is a non-executive Director and Mr. Peter Pun OBE, JP, Mr. Tsui Hing Chuen, William JP and Mr. Lau Wai Piu are independent non-executive Directors.*

*Registered office:*  
Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business:*  
Rooms 1502-5  
New World Tower 1  
16-18 Queen's Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Special General Meeting convened by the notice 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. The form of proxy must be signed under the hand of the appointer or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised on that behalf.
3. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be return to the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time fixed for holding the Special General Meeting or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
4. If two or more persons are jointly entitled to a share of the Company and are present at the Special General Meeting, only the joint holder whose name stands first in the Register of Member of the Company in respect of the joint holding is entitled to vote at the Special General Meeting.