

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim 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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Kong Sun Holdings Limited (the “**Company**”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Monday, 30 July 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolutions:

### **SPECIAL RESOLUTION**

1. “**THAT** conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Reduced Shares (as defined below) and (ii) the Capital Reduction (as defined below) becoming effective on the registration by the Registrar of Companies in Hong Kong of a copy of resolution passed by the holders of the shares of the Company, a copy of the minutes containing the particulars required under section 61A of the Companies Ordinance (Laws of Hong Kong, Chapter 32) (the “**Companies Ordinance**”) and a statement in the prescribed form signed by an officer of the Company certifying that the relevant conditions under the Companies Ordinance have been satisfied:
  - (i) the authorised share capital of the Company be reduced from HK\$400,000,000 divided into 2,000,000,000 shares of HK\$0.20 each (the “**Shares**”) to HK\$20,000,000 divided into 2,000,000,000 reduced shares of HK\$0.01 each (the “**Reduced Shares**”) and that such reduction be effected by cancelling share capital paid up or credited as paid up to the extent of HK\$0.19 per Share upon each of the shares in issue and by reducing the nominal value of all the issued and unissued Shares in the share capital of the Company from HK\$0.20 to HK\$0.01 per Reduced Share (the “**Capital Reduction**”);
  - (ii) subject to the Capital Reduction taking effect, the credit arising from the Capital Reduction be credited to the share premium account of the Company;
  - (iii) all of the Reduced Shares resulting from the Capital Reduction shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions contained in the Company’s articles of association; and

- (iv) the directors of the Company (the “**Directors**”) be and are hereby authorised generally to do all things they may consider appropriate and desirable to effect and implement the Capital Reduction and the application of credit arising from the Capital Reduction.”

### ORDINARY RESOLUTIONS

2. “**THAT** conditional upon the Capital Reduction referred to in the special resolution set out in the notice convening this meeting becoming effective, the authorised share capital of the Company be increased from HK\$20,000,000 divided into 2,000,000,000 Reduced Shares of HK\$0.01 each to HK\$200,000,000 divided into 20,000,000,000 Reduced Shares of HK\$0.01 each by the creation of 18,000,000,000 Reduced Shares of HK\$0.01 each, and that each such Reduced Share, upon issue, shall rank pari passu in all respects with the Reduced Shares (the “**Increase in the Authorised Share Capital**”) and that the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable, or expedient in connection with the implementation of the Increase in the Authorised Share Capital.”
3. “**THAT**
- (i) the placing agreement dated 13 June 2012 entered into between the Company as issuer and Kingston Securities Limited as placing agent in relation to the placing of a maximum of 750,000,000 new Reduced Shares (the “**Placing Shares**”) of HK\$0.01 each in the share capital of the Company at a placing price of HK\$0.07 per Placing Share (the “**Placing Agreement**”) (a copy of which marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares and fulfillment of conditions set out in the Placing Agreement, the issue and allotment of the Placing Shares, pursuant to and subject to the terms and conditions of the Placing Agreement, be and are hereby approved; and
- (iii) the Directors be and are hereby authorised to exercise all the powers of the Company and take all steps as might in the opinion of the Directors be desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Placing Agreement as well as in relation to the issue and allotment of the Placing Shares, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.”

By order of the Board  
**Kong Sun Holdings Limited**  
**Chan Chi Yuen**  
*Chairman*

Hong Kong, 5 July 2012

*Registered Office and  
principal place of business in Hong Kong:*  
Unit 905, 9th Floor  
Wings Building  
110–116 Queen’s Road Central  
Hong Kong

*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.
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, Computershare Hong Kong Investor Services Limited at 17M Floor, 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 extraordinary general meeting or any adjourned meeting thereof.
4. The register of members of the Company will be closed from Thursday, 26 July 2012 to Monday, 30 July 2012, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the meeting, all completed transfer forms of shares (together with the relevant share certificates) must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Wednesday, 25 July 2012.

*As at the date of hereof, the board of directors of the Company comprises two executive directors, Mr. Chan Chi Yuen and Mr. Yu Pak Yan, Peter; and three independent non-executive directors, Dr. Wong Yun Kuen, Mr. Lau Man Tak and Mr. Man Kwok Leung.*