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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Kong Sun Holdings Limited (the “Company”) will be held at 11:00 a.m. on 28 July 2014 at 37/F, Cosco Tower, 183 Queen’s Road Central, Hong Kong for the following purpose of considering and, if thought fit, passing with or without amendment, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the agreement (the “**Agreement**”) entered into between the Company and Pohua JT Private Equity Fund L.P. (the “**Investor**”) dated 28 May 2014 pursuant to which the Investor agreed to subscribe and procure the subscription of 6,528,080,000 new shares of the Company (the “**Subscription Shares**”) at a total consideration of HK\$2,350,108,000 (the principal terms of which are set out in the circular of the Company dated 11 July 2014 (the “**Circular**”), and a copy of which having been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification), and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of the Subscription Shares to the Investor and the Consultants (as defined in the Circular) pursuant to the terms of the Agreement be and are hereby approved; and
- (c) any one or more directors of the Company be and are hereby authorised to allot and issue the Subscription Shares in accordance with the terms of the Agreement and to do all such acts and things as they consider necessary or expedient for the purpose of giving effect to the Agreement and completing the transactions contemplated thereby.”

2. “**THAT**, subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any delegate of the Executive Director), the waiver of the obligation on the part of the Concert Group (as defined in the circular of the Company dated 11 July 2014 (the “**Circular**”), of which this notice forms part) to make a mandatory general offer to the shareholders of the Company for all the issued shares of the Company not already owned or agreed to be acquired by it which might otherwise arise as a result of the Concert Group (as defined in the Circular) subscribing for the Subscription Shares (as defined in the Circular) under the Agreement (as defined in the Circular) pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Whitewash Waiver**”) be and is hereby approved.”

Yours faithfully
By the order of the Board
KONG SUN HOLDINGS LIMITED
Mr. Yu Pak Yan, Peter
Chairman

Hong Kong, 11 July 2014

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.

As at the date of this announcement, the Board comprises of three executive directors, Mr. Yu Pak Yan Peter, Mr. Chang Hoi Nam and Mr. Liu Wen Ping and three independent non-executive directors, Mr. Man Kwok Leung, Mr. Miu Hon Kit and Dr. Wong Yun Kuen.