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## **CREATIVE ENERGY SOLUTIONS HOLDINGS LIMITED**

**科瑞控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8109)**

### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general meeting of Creative Energy Solutions Holdings Limited (the "Company") will be held at Room 1903-04, 19/F., Cosco Tower, 183 Queen's Road Central, Hong Kong on Friday, 4 November 2011 at 11:00 a.m. for the following purposes:

#### **ORDINARY BUSINESS**

1. To receive and consider the audited consolidated financial statements and the report of the directors and auditors' report for the year ended 30 June 2011.
2. (A) To re-elect the retiring directors of the Company; and  
(B) to authorize the board (the "Board") of directors (the "Directors") to fix the remuneration of the Directors.
3. To re-appoint Ting Ho Kwan & Chan as auditors of the Company for the ensuing year and to authorize the Board to fix the remuneration of the auditors.

#### **SPECIAL BUSINESS**

To consider and, if thought fit, pass the following resolutions with or without amendments as ordinary resolutions of the Company.

4. (A) **"THAT:**
  - (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as hereinafter

\* *For identification purposes only*

defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares in the capital of the Company (“Shares”) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares of the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Bye-laws of the Company from time to time; (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company issued or any securities issued by the Company which are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued Shares as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 laws or regulations of Bermuda or the Bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving right to subscribe for shares of the Company, open for a period fixed by the Directors to the holders of shares of the Company on the register on fixed record date in proportion to their then holdings of such shares as at

that date (subject in all cases to such exclusions 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 territory outside Hong Kong applicable to the Company).”

(B) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares in the capital of the Company (“Shares”) on the Growth Enterprises Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange 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 all applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued Shares as at the date of passing of this Resolution; and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 laws or regulations of Bermuda or the Bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) **“THAT** subject to the passing of Resolutions in items 4(A) and 4(B) of the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to Resolution in item 4(A) of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority

granted pursuant to Resolution in item 4(B) of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued Shares as at the date of passing of the said Resolution.”

By Order of the Board  
**Creative Energy Solutions Holdings Limited**  
**Xu Bo**  
*Chairman*

Hong Kong, 30 September 2011

*Principal Place of Business in Hong Kong:*

Room 1903-04, 19th Floor

Cosco Tower

183 Queen's Road Central

Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting 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. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited with the branch share registrars of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. With regard to resolution no. 2(A) set out in this notice, the Board proposes that the retiring Directors, namely, Mr. Cheong Ying Chew, Henry and Mr. Leung Heung Ying be re-elected as Directors. Details of the retiring Directors are set out in Appendix II to the circular of the Company dated 30 September 2011.
4. In connection with the proposed repurchase mandate under ordinary resolution on. 4(B), an explanatory statement as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 30 September 2011.
5. As at the date of this notice, the Board comprises two executive Directors, namely Mr. Xu Bo and Mr. Wu Chun Wah; and three independent non-executive Directors, namely Mr. Cheong Ying Chew, Henry, Mr. Leung Heung Ying and Dr. Zhao Bin.

*As at the date of this announcement, the Board comprises of Mr. Xu Bo, and Mr. Wu Chun Wah as executive director; Mr. Cheong Ying Chew, Henry, Mr. Leung Heung Ying and Dr. Zhao Bin as independent non-executive directors.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at [www.hklistedco.com/8109.asp](http://www.hklistedco.com/8109.asp).*