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(Incorporated in Hong Kong with limited liability)
(Stock code: 668)

NOTICE OF THE AGM

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of the members of Doxen Energy Group Limited (the “Company”) will be held at Unit 2402, 24/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong on 5 September 2011 (Monday) at 3:30 p.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the directors and auditor for the year ended 31 March 2011.
2. (1) To approve and re-elect the following as directors of the Company (“Directors”), each as a separate resolution:
 - (a) Mr. Zhang Jian Qiang as an executive Director;
 - (b) Ms. Kwong Ka Yin, Phyllis and Mr. Wang Jin Ling as an independent non-executive Director; and
 - (c) Mr. Wang Xiaobo and Mr. Qin Hong as non-executive Director.
- (2) To authorize the board of Directors (the “Board”) to fix the remuneration of the Directors.
3. To appoint the auditor for the ensuing year and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions:

4. (1) **As Ordinary Resolution No. 4(1):**

“THAT:

- (a) subject to paragraph (c) of this Ordinary Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of the Ordinary Resolution No. 4(2) below) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company (the “Shares”)) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Ordinary Resolution shall authorize the Directors during the Relevant Period (as defined in paragraph (c) of the Ordinary Resolution No. 4(2) below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) to subscribe for shares in the Company which would or might require the exercise of such power after the end of the Relevant Period (as defined in paragraph (c) of the Ordinary Resolution No. 4(2) below);
- (c) the aggregate nominal amount of share capital allotted, issued and dealt with and agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Ordinary Resolution, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter), or (ii) the exercise of the rights of subscription or conversion under the terms of any securities of the Company which carry the right to subscribe or are convertible into shares in the Company, or (iii) the exercise of options which may be granted under any share option scheme of the Company, or (iv) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Ordinary Resolution and the said approval shall be limited accordingly; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject 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, or in any territory applicable to the Company).”

(2) As Ordinary Resolution No. 4(2):

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange 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 securities of the Company repurchased by the Company pursuant to paragraph (a) above during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Ordinary Resolution and the said approval pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of the Ordinary Resolutions Nos. 4(1) and 4(2), “Relevant Period” means the period from the passing of the Ordinary Resolutions Nos. 4(1) and 4(2) until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (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 Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or any applicable laws to be held; or
 - (iii) the revocation or variation of this Ordinary Resolution No. 4(1) or 4(2) by an ordinary resolution of shareholders of the Company in general meeting.”

(3) **As Ordinary Resolution No. 4(3):**

“**THAT** conditional upon Resolutions Nos. 4(1) and 4(2) mentioned above being passed, the aggregate nominal amount of the share capital of the Company which shall have been repurchased by the Company under the authority granted to the Directors as mentioned in Resolution No. 4(2) above (up to the maximum of 10% of the aggregate nominal amount of the share capital of the Company as stated in Resolution No. 4(2) above) shall be added to the aggregate nominal amount of the share capital that may be allotted, issued or otherwise dealt with, or agreed conditionally and unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to Resolution No. 4(1) above.”

By Order of the Board
Doxen Energy Group Limited
Chen Yang
Chief Executive Officer

Hong Kong, 15 July 2011

Notes:

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be deposited at the Company's registered office at Room 2110, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong or the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.

As at the date of this announcement, the Board comprises Mr. Lo Siu Yu (Chairman), Mr. Chen Yang (Chief Executive Officer) and Mr. Zhang Jian Qiang as executive Directors; and Mr. Wang Xiaobo and Mr. Qin Hong as non-executive Directors; and Mr. Chan Ying Kay, Ms. Kwong Ka Yin, Phyllis and Mr. Wang Jin Ling as independent non-executive Directors.