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**東星能源集團有限公司**  
**Doxen Energy Group Limited**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 668)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Doxen Energy Group Limited (the “**Company**”) will be held at 10:30 a.m. on Friday, 25 May 2012 at 2402, Admiralty Centre 1, 18 Harcourt Road, Hong Kong for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution, which will be proposed as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the form and substance of the conditional sale and purchase agreement (the “**Acquisition Agreement**”) dated 13 April 2012 and entered into between Ocean Glory Investment Development Limited, a wholly-owned subsidiary of the Company, as purchaser, and 重慶東銀實業(集團)有限公司 (Chongqing Doyen (Holdings) Co., Limited\*) (the “**Vendor**”) as vendor, in relation to the acquisition of 70% of the equity interests in 重慶寶旭商業管理有限公司 (Chongqing Baoxu Commercial Property Management Limited\*) (“**Chongqing Baoxu**”) at a consideration of RMB210 million (a copy of the Acquisition Agreement has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose), as mentioned in the circular (the “**Circular**”) of the Company dated 7 May 2012 (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and all the transactions contemplated thereby (including but not limited to the possible Financial Assistance (as defined in the Circular) provided by the Chongqing Baoxu in favour of the Bank (as defined in the Circular) pursuant to the Loan Agreement (as defined in the Circular)) be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisition Agreement and any of the transactions contemplated thereunder (including but not limited to the possible Financial Assistance (as defined in the Circular) provided by the Chongqing Baoxu in favour of the Bank (as defined in the Circular) pursuant to the Loan Agreement (as defined in the Circular)) and to agree to such variation, amendments or waiver or matters relating thereto (including any variation,

amendments or waiver of such documents, which are not fundamentally different from those as provided under each of such agreements) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 7 May 2012

*Notes:*

- 1 Any member of the Company entitled to attend and vote at the above meeting convened by this notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a shareholder of the Company.
- 2 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 notarially certified copy of such power or authority must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time for holding the above meeting or any adjournment thereof.
- 3 Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 4 In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*As at the date of this notice, the Board comprises Mr. Lo Siu Yu (Chairman) and Mr. Chen Yang (Chief Executive Officer) as executive Directors; and Mr. Wang Xiaobo and Mr. Qin Hong as non-executive Directors; and Mr. Chan Ying Kay, Dr. Zhu Wenhui and Mr. Wang Jin Ling as independent non-executive Directors.*