



HONG KONG ENERGY (HOLDINGS) LIMITED

香港新能源(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 987)

(website: www.hkenergy.com.hk)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Hong Kong Energy (Holdings) Limited (the “Company”) will be held on 18 August 2008 (Monday) at 11:00 a.m. at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTION

1. **“THAT** all purchases of wind power generation equipments by the Company and/or its subsidiaries for the purpose of implementing the 49.5MW wind farm project at Siziwang Qi, Wulanchabu City, Inner Mongolia Autonomous Region, the People’s Republic of China as further described in the “Letter from the Board” set out in the circular of the Company dated 11 July 2008, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification (the “Circular”), subject to the cap as prescribed under the paragraph headed “Implications of the Listing Rules” in the Circular be and are hereby approved and the execution of the Wind Turbine Agreement and Turbine Tower Agreement (both as defined in the Circular) be and are hereby approved, ratified and confirmed and the directors of the Company be and are hereby authorised to do all acts and things and execute all documents which in their opinion may be necessary, desirable or expedient to carry out or give effect to the transactions contemplated hereunder.”

SPECIAL RESOLUTION

2. **“THAT** the Articles of Association of the Company be amended as follows:
 - (i) by inserting the following new sentence at the end of Article 3(4):

“The Company is hereby authorised to make payments in respect of a purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.”
 - (ii) with respect to Article 66,
 - (a) by inserting the words “voting by way of a poll is required by the Listing Rules or” after the words “a show of hands unless” in the third sentence; and

(b) by deleting the full-stop at the end of sub-paragraph (d), replacing therewith a semicolon and the word “or” and inserting the following new sub-paragraph (e):

“(e) if required by the Listing Rules, by any Director or Directors who, individually or collectively, hold(s) proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”

(iii) by deleting the second sentence in Article 68 in its entirety and substituting therefor the following:

“The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.”

(iv) by deleting the second sentence in Article 86(3) and substituting therefor the following:

“Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting.”

(v) by deleting the words “special resolution” in Article 86(5) and substituting therefor the words “ordinary resolution”

(vi) by deleting the existing Article 87(1) in its entirety and substituting therefor the following new Article 87(1):

“87.(1) Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.”

(vii) by replacing the words “all the Directors” and “all the alternate Directors” with the words “a majority of the Directors” and “a majority of the alternate Directors” appearing in the first and second lines of Article 122 respectively.

(viii) by inserting the words “and at the same time as the notice of annual general meeting” after the words “before the date of the general meeting” in Article 152.”

By order of the Board
TSANG Sai Chung, Kirk
Company Secretary

Hong Kong, 11 July 2008

Notes:

1. A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
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 certified copy of such power or authority, shall be delivered to the principal place of business of the Company in Hong Kong at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong as soon as possible, and in any event, not less than forty-eight (48) hours before the time appointed for the holding of the meeting or any adjournment thereof.

As at the date hereof, the Board comprises eight Directors of which Mr. Oei Kang, Eric, Mr. Chen Libo, Mr. Tsang Sai Chung, Kirk and Mr. Chan Kwok Fong, Joseph are executive Directors; Mr. Liu Zhixin is a non-executive Director; and Mr. Zhang Songyi, Mr. Tang Siu Kui, Ernest and Mr. Yu Hon To, David are independent non-executive Directors.