



福 山 國 際 能 源 集 團 有 限 公 司

**FUSHAN INTERNATIONAL ENERGY GROUP LIMITED**

*(Incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)*

**(Stock Code: 639)**

## **NOTICE OF SPECIAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that a special general meeting of Fushan International Energy Group Limited (the “Company”) will be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 15 December 2008 at 11:00 a.m for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:–

### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (i) “the Revised Supply Contract (as defined and described in this Circular of the Company dated 25 November 2008 to the shareholders of the Company (the “Circular”) of which this notice forms a part) entered between each of PRC Subsidiaries (as defined in the Circular) and Mr. Xing (as defined in the Circular) and his associates dated 3 November 2008 and the transactions contemplated thereunder be and are hereby approved on the condition that the annual caps on the amounts of coking coal, electricity and raw materials and fixed assets to be purchased or sold shall not exceed the amount shown below tables for the financial year ending 31 December 2008, 31 December 2009 and 31 December 2010.

The annual caps on the amounts of coking coal that may be purchased under the Revised Supply Contract in monetary terms are as follows:

Supplier	Purchaser	From the	For the	For the
		effective date	financial year	financial year
		of the	ending	ending
		Revised Supply	31 December	31 December
		Contract to	2009	2010
		31 December	RMB	RMB
		2008	(exclusive of	(exclusive of
		RMB	VAT)	VAT)
		(exclusive of		
		VAT)		
Mr. Xing and his associates	PRC Subsidiary A	47,300,000	172,800,000	186,700,000
Mr. Xing and his associates	PRC Subsidiary B	–	432,000,000	466,600,000
Mr. Xing and his associates	PRC Subsidiary C	–	383,400,000	828,200,000
Total		<u>47,300,000</u>	<u>988,200,000</u>	<u>1,481,500,000</u>
PRC Subsidiary A	Mr. Xing and his associates	196,000,000	660,800,000	714,500,000
PRC Subsidiary B	Mr. Xing and his associates	141,000,000	956,800,000	992,000,000
PRC Subsidiary C	Mr. Xing and his associates	108,000,000	764,300,000	849,600,000
Total		<u>445,000,000</u>	<u>2,381,900,000</u>	<u>2,556,100,000</u>

The annual caps on the amounts of the electricity in monetary terms that PRC Subsidiary A may sell to Mr. Xing and his associates under the Revised Supply Contract are as follows:

Supplier	Purchaser	From the	For the	For the
		effective date	financial year	financial year
		of the	ending	ending
		Revised Supply	31 December	31 December
		Contract to	2009	2010
		31 December	RMB	RMB
		2008	(exclusive of	(exclusive of
		RMB	VAT)	VAT)
		(exclusive of		
		VAT)		
PRC Subsidiary A	Mr. Xing and his associates	1,100,000	6,100,000	6,850,000

The annual caps on the amounts of raw materials and fixed assets in monetary terms that the PRC Subsidiaries may purchase from Mr. Xing and his associates under the Revised Supply Contract are as follows:

<b>Supplier</b>	<b>Purchaser</b>	<b>From the effective date of the Revised Supply Contract to 31 December 2008</b> <i>RMB</i>	<b>For the financial year ending 31 December 2009</b> <i>RMB</i>	<b>For the financial year ending 31 December 2010</b> <i>RMB</i>
Mr. Xing and his associates	PRC Subsidiary A	2,400,000	10,300,000	11,100,000
Mr. Xing and his associates	PRC Subsidiary B	2,300,000	12,000,000	12,800,000
Mr. Xing and his associates	PRC Subsidiary C	2,400,000	11,300,000	13,400,000
		7,100,000	33,600,000	37,300,000
Total		7,100,000	33,600,000	37,300,000

2. **“THAT:**

- (i) “the Shi Supply Contract (as defined and described in this Circular of the Company dated 25 November 2008 to the shareholders of the Company (the “Circular”) of which this notice forms a part) entered between each of PRC Subsidiaries (as defined in the Circular) and Mr. Shi (as defined in the Circular) and his associates dated 3 November 2008 and the transactions contemplated thereunder be and are hereby approved on the condition that the annual caps on the amounts of coking coal to be purchased shall not exceed the amount shown below tables for the financial year ending 31 December 2008, 31 December 2009 and 31 December 2010.

The annual caps on the amounts of coking coal that may be purchased under the Shi Supply Contract in monetary terms are as follows:

Supplier	Purchaser	From the	For the	For the
		effective date	financial year	financial year
		of the	ending	ending
		Revised Supply	31 December	31 December
		Contract to	2009	2010
		31 December	RMB	RMB
		2008	(exclusive of	(exclusive of
		RMB	VAT)	VAT)
		(exclusive of		(exclusive of
		VAT)		VAT)
PRC Subsidiary A	Mr. Xing and his associates	21,800,000	110,200,000	119,100,000
PRC Subsidiary B	Mr. Xing and his associates	15,700,000	159,500,000	165,400,000
PRC Subsidiary C	Mr. Xing and his associates	12,000,000	127,400,000	141,600,000
Total		49,500,000	397,100,000	426,100,000

3A. **“THAT:**

- (a) subject to the paragraph (c) of this Resolution and pursuant to section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares or such securities in the capital of the Company, and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option, warrant or otherwise) and issued by the Directors pursuant to the approval granted in paragraph (a) of this Resolution, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities when are convertible into shares;
  - (iii) an issue of shares under any share option scheme or similar arrangement adopted by the Company;
  - (iv) an issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution, and the approval granted in paragraph (a) of the Resolution shall be limited accordingly; and

- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the date of passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next general meeting of the Company is required by the Articles of Association of the Company or the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting, and

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

3B. “**THAT** subject to the passing of Resolutions set out in paragraphs 3A in the notice convening this meeting of which this Resolution forms part, the general mandate granted to the Directors and for the time being in force to exercise all the powers of the Company to allot, issue and otherwise deal with shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion pursuant to the Resolution set out in paragraph 3A above be and is hereby extended by the addition to the aggregate nominal amount of share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option, warrant or otherwise) by the Directors pursuant to such general mandate, an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution passed on the Annual General Meeting of the Company held on 13 June 2008 that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution.”

By Order of the Board  
**So Kwok Hoo**  
*Executive Director*

Hong Kong, 25 November 2008

*Registered Office:*  
12th Floor  
Kwan Chart Tower  
6 Tonnochy Road  
Wanchai  
Hong Kong

*Notes:*

- (1) Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead in accordance with the Company’s Articles of Association. A proxy need not be a shareholder of the Company. A form of proxy for use at the meeting is enclosed herewith.
- (2) Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting or poll concerned if he so wishes. In the event of a member who has lodged a form of proxy attending the meeting, his form of proxy will be deemed to have been revoked.
- (3) Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders is present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof.
- (4) To be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited with the Company’s share registrars, Tricor Tengis Limited at 26th Floor, Tesbury Centre, No.28 Queen’s Road East, Wanchai, Hong Kong at least 48 hours before the time appointed for holding the meeting or any adjournment thereof as the case may be and in default thereof the form of proxy and such power or authority shall not be treated as valid.
- (5) The votes to be taken at the meeting will be taken by poll.

*As at date of this Notice, the Board comprises Mr. Wong Lik Ping, Mr. So Kwok Hoo, Mr. Xue Kang, Mr. Huang Bin and Mr. Liu Qingshan as executive Directors; Mr. Li King Luk and Mr. Shi Jianping as non-executive Directors; and Mr. Kee Wah Sze, Mr. Choi Wai Yin and Mr. Chan Pat Lam as independent non-executive Directors.*