



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the abovementioned company (the “Company”) will be held at the Falcon Room Basement Luk Kwok Hotel, No. 72 Gloucester Road, Wanchai, Hong Kong on 18 July 2008 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “THAT:

- (a) the agreement (the “Second Placing Agreement”) dated 20 June 2008 entered into between the Company and BOCI Asia Limited as placing agent in relation to the placing of 410,000,000 ordinary shares of HK\$0.10 each in the share capital of the Company (the “Placing Shares” and each a “Placing Share”) on a fully underwritten basis at the placing price (the “Placing Price”) of HK\$4.80 per Placing Share (copy of the Second Placing Agreement has been produced to the Meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “Directors”) be and are hereby granted a special mandate (the “Special Mandate”) to allot and issue 310,000,000 of the Placing Shares to placee(s) (other than any connected persons) in accordance with the terms and conditions of the Second Placing Agreement and, in case the 100,000,000 of the Placing Shares (the “Mr. Wong Placing Shares”) to be allotted and issued to China Merit Limited (being a company wholly owned by Mr. Wong Lik Ping who is the controlling shareholder, executive Director and Chairman of the Company) (the “Mr. Wong Placing”) pursuant to the placing letter entered into between BOCI Asia Limited and China Merit Limited, fails to proceed or to be consummated or to be allotted or issued for whatever reasons, the Directors be and are hereby authorised to allot and issue an additional 100,000,000 of the Placing Shares to placee(s) (other than any connected persons) in accordance with the terms and conditions of the Second Placing Agreement. The Special Mandate is in addition to, and shall not prejudice nor revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to the passing of this resolution;
- (c) the allotment and issue 310,000,000 of the Placing Shares, and in case the Mr. Wong Placing fails to proceed or to be consummated or Mr. Wong Placing Shares fails to be allotted or issued for whatever reasons, the allotment and issue of an additional 100,000,000 of the Placing Shares, credited as fully paid at the Placing Price per Placing Share be and is hereby approved;
- (d) any one or more of the executive Directors be and is/are hereby authorised to do all other acts and things and execute all documents which he/they consider(s) necessary or expedient for the implementation of and giving effect to the Placing Agreement and the transactions contemplated thereunder.”

2. “**THAT** subject to the passing of resolution number 1 set out in this notice convening this meeting:
- (a) the Directors be and are hereby granted a special mandate to allot and issue 100,000,000 of the Placing Shares (the “Mr. Wong Placing Shares”) to China Merit Limited (being a company wholly owned by Mr. Wong Lik Ping who is the controlling shareholder, executive Director and Chairman of the Company) in accordance with the terms and conditions of the Second Placing Agreement;
 - (b) the allotment and issue of Mr. Wong Placing Shares credited as fully paid at the Placing Price per Placing Share be and is hereby approved;
 - (c) any one or more of the executive directors be and is/are hereby authorised to do all other acts and things and execute all documents which he/they consider(s) necessary or expedient for the implementation of and giving effect to the placing of Mr. Wong Placing Shares and the transactions contemplated thereunder.”

By Order of the Board
So Kwok Hoo
Executive Director

Hong Kong, 30 June 2008

Registered Office:
12th Floor
Kwan Charter 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.
- (6) No shareholders of the Company entitled to attend the meeting are required to abstain from voting on Resolution 1 set out in this notice convening the meeting. Mr. Wong Lik Ping (the controlling shareholder, executive director and Chairman of the Company), China Merit Limited and their respective associates are required to abstain from voting on Resolution 2 set out in this notice convening the meeting.

As at the date of this announcement, the Board comprises Mr. Wong Lik Ping, Mr. So Kwok Hoo, and Mr. Xue Kang as executive Directors, Mr. Li King Luk as a non-executive Director, Mr. Kee Wah Sze, Mr. Choi Wai Yin and Mr. Chan Pat Lam as independent non-executive Directors.