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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 Fushan International Energy Group Limited (the “Company”) will be held at Falcon Room II, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 13 November 2009 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the revised supply contract dated 6 October 2009 (the “Second Revised Supply Contract”) entered into between Shanxi Liulin Xingwu Coalmine Company Limited (“PRC Subsidiary A”), Shanxi Liulin Jinjiazhuang Coal Company Limited (“PRC Subsidiary B”), Shanxi Liulin Zhaiyadi Coal Company Limited (“PRC Subsidiary C”) (together known as “PRC Subsidiaries”) and Mr. Xing Libin and his associates, a copy of the Second Revised Supply Contract is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, be and is hereby confirmed, approved and ratified;
- (b) the cap amounts in respect of the Second Revised Supply Contract as set out in the circular of the Company dated 28 October 2009 (the “Circular”) for each of the two financial years ending 31 December 2010 be and is hereby confirmed and approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary and if and where required, be and is/ are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Second Revised Supply Contract and to give effect to the Second Revised Supply Contract.”

2. **“THAT**

- (a) the contract dated 6 October 2009 (the “Intra-group Advances Master Contract”) entered into among the PRC Subsidiaries pursuant to which the PRC Subsidiaries agreed that each of the PRC Subsidiaries will make unsecured and interest-free advances to one another (excluding the provision of advances by (i) PRC Subsidiary A to PRC Subsidiary C; and (ii) PRC Subsidiary B to PRC Subsidiary C) for a term commencing on the effective date of the Intra-group Advances Master Contract and ending on 31 December 2010, a copy of the Intra-group Advances Master Contract is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose, be and is hereby confirmed, approved and ratified;
- (b) the cap amounts in respect of the Intra-group Advances Master Contract as set out in the Circular for each of the two financial years ending 31 December 2010 be and is hereby confirmed and approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary and if and where required, be and is/ are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Intra-group Advances Master Contract and to give effect to the Intra-group Advances Master Contract.”

3. **“THAT**

- (a) the guarantee to be provided by the Company to China Merchant Bank Company Limited, Shenzhen Branch (the “Bank”) in respect of a loan facility of up to RMB400,000,000 made available by the Bank to the PRC Subsidiary A (the “Guarantee to PRC Subsidiary A”) pursuant to a loan agreement to be entered into between the Bank and the PRC Subsidiary A, a copy of the draft agreement in relation to Guarantee to PRC Subsidiary A is tabled at the meeting and marked “C” and initialled by the chairman of the meeting for identification purpose, be and is hereby confirmed and approved;
- (b) the aggregate maximum liabilities of the Company in respect of the Guarantee to PRC Subsidiary A (“Maximum Guarantee Amount”) equivalent to RMB400,000,000 plus any interest accrued thereon, any payment to be paid by PRC Subsidiary A upon default of its repayment obligations, any costs and expenses for enforcing the Guarantee to PRC Subsidiary A and any loss and other relevant expenses incurred by the Bank upon default of the payment obligations by PRC Subsidiary A, be and is hereby confirmed and approved; and

- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary and if and where required, be and is/ are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Guarantee to PRC Subsidiary A and to give effect to the Guarantee to PRC Subsidiary A.”

By Order of the Board
Cao Zhong
Chairman

Hong Kong, 28 October 2009

Note: In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company’s share registrars, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting or poll (as the case may be).

As at the date of this notice, the Board comprises Mr. Cao Zhong (Chairman), Mr. Wong Lik Ping (Vice-chairman), Mr. So Kwok Hoo (Executive Director), Mr. Xue Kang (Executive Director), Mr. Liu Qingshan (Executive Director), Mr. Chen Zhouping (Non-executive Director), Mr. Leung Shun Sang, Tony (Non-executive Director), Mr. Shi Jianping (Non-executive Director), Mr. Kee Wah Sze (Independent Non-executive Director), Mr. Choi Wai Yin (Independent Non-executive Director) and Mr. Chan Pat Lam (Independent Non-executive Director).