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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)  
(Stock Code: 639)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“the **EGM**”) of Fushan International Energy Group Limited (the “**Company**”) will be held at 11:00 a.m. on Friday, 17 December 2010 at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT**

- (a) the master agreement dated 12 November 2010 (the “**Master Agreement**”) entered into between Mr. Xing and the Company, a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Company and its subsidiaries (the “**Group**”) will supply products (including but not limited to clean coking coal, raw coking coal and other coal products) and side products, raw materials, materials, fuel, energy (including but not limited to electricity and water), mechanical equipment, equipment, spare parts, accessories, tools, fixed assets, provision of construction and/or other services; and leasing of properties (the “**Products/Services**”) to Mr. Xing and his associates (the “**Sales**”) and Mr. Xing and his associates will supply the Products/Services to the Group (the “**Purchases**”) (the Sales and the Purchases collectively, the “**Transactions**”), be and is hereby approved, confirmed and ratified;
- (b) the cap amounts in respect of the Purchases and the Sales as set out in the circular of the Company dated 1 December 2010 for each of the three financial years ending 31 December 2013 be and are hereby 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, 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/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Master Agreement and to give effect to the Transactions.”

By order of the Board  
**Fushan International Energy Group Limited**  
**Wang Pingsheng**  
*Chairman*

Hong Kong, 1 December 2010

*Registered office:*  
6th Floor  
Bank of East Asia Harbour View Centre  
56 Gloucester Road  
Wanchai, Hong Kong

*Notes:*

1. Any member 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 instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. In order 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 with the share registrars of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

*As at the date of this announcement, the Board comprises Mr. Wang Pingsheng (Chairman), Mr. Chen Zhouping (Vice Chairman and Managing Director), Mr. Wong Lik Ping (Vice Chairman), Mr. So Kwok Hoo (Deputy Managing Director), Mr. Chen Zhaoqiang (Deputy Managing Director), Mr. Xue Kang (Deputy Managing Director), Mr. Liu Qingshan (Deputy Managing Director), Mr. Leung Shun Sang, Tony (Non-executive Director), Mr. Zhang Yaoping (Non-executive Director), Mr. Zhang Wenhui (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).*