

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “Extraordinary General Meeting”) of the shareholders of China Energy Development Holdings Limited (the Company”) will be held at Falcon Room I, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 4 January 2008 at 10:00 a.m. to consider and, if thought fit, pass with or without amendments the following resolutions:

ORDINARY RESOLUTION

“**THAT** Shu Lun Pan Horwath Hong Kong CPA Limited be and is hereby appointed as auditors of the Company to fill the vacancy following the resignation of CCIF CPA Limited, and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be authorized to fix their remuneration.”

SPECIAL RESOLUTION

“**THAT** the articles of association of the Company (the “Articles”) be and are hereby amended in the following manner:

(A) Article 153(1)

By adding the words “Subject to Article 156” at the beginning of the first sentence of Article 153(1), deleting the words “or at a subsequent extraordinary general meeting in each year” appearing in the first sentence of Article 153(1) and adding the following sentence at the end of Article 153(1):

“all Auditors appointed to fill causal vacancy shall be appointed by the Board pursuant to Article 156.”

(B) Article 155

By adding the following sentence at the end of the existing Article 155:

“provided that the remuneration of the Auditor appointed pursuant to Article 156 shall be determined by the Board and in such manner as the Board may determine.”

* For identification purpose only

(C) Article 156

By deleting the words “the Directors shall as soon as practicable convene an extraordinary general meeting to fill the vacancy” appearing in the last sentence of Article 156 and substituting the words “the Board shall appoint a new auditor to fill the vacancy and to hold office until the conclusion of the next annual general meeting of the Company and fix the remuneration of the auditor so appointed” therefor.”

By order of the Board
China Energy Development Holdings Limited
Chui Kwong Kau
Executive Director

Hong Kong, 13 December 2007

Registered Office:

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Unit 3607, 36/F.,
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168-200 Connaught Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of such member. A proxy need not be a member of the Company.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members.
3. In order 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 at the Company’s Hong Kong Branch Share Registrar, 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 Extraordinary General Meeting (or any adjournment thereof).
4. As at the date of this notice, the Board comprises Mr. Tong Seak Kan, Mr. Chan Shi Yung, Mr. Chui Kwong Kau, Mr. Chan Wai Keung, Mr. Chang Kuo Tien and Mr. Wang Xiang Jun as executive Directors and Mr. Chang Kin Man, Mr. Ip Wing Lun and Mr. Zhong Yuan as independent non-executive Directors.