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HONG KONG ENERGY (HOLDINGS) LIMITED
香港新能源(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code : 987)

(website : www.hkenergy.com.hk)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
AND ADJUSTMENTS TO THE EXISTING WARRANTS,
THE CONVERTIBLE NOTE
AND THE OUTSTANDING SHARE OPTIONS**

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions were duly passed by the Shareholders by way of poll at the AGM held on 1 June 2010.

NUMBER OF BONUS WARRANTS AND BONUS SHARES TO BE ISSUED

Approximately 77,733,834 Bonus Warrants and 77,733,834 Bonus Shares will be issued under the Bonus Warrant Issue and Bonus Share Issue respectively.

ADJUSTMENTS TO THE EXISTING WARRANTS, THE CONVERTIBLE NOTE AND THE OUTSTANDING SHARE OPTIONS

As a result of the Bonus Warrant Issue and the Bonus Share Issue, adjustments will be made to the Existing Warrants, the Convertible Note and the outstanding Share Options (where appropriate) as follows:

- The subscription price of the Existing Warrants will be adjusted in accordance with the terms and conditions of the Existing Warrants Instrument from HK\$0.300 per Share to HK\$0.266 per Share.
- The conversion price of the Convertible Note will be adjusted in accordance with its terms and conditions from HK\$1.1388 to HK\$1.0113.
- Pursuant to the terms of the Share Option Scheme, the relevant requirements of the Listing Rules and the Stock Exchange, the exercise prices of the Share Options will be adjusted from HK\$0.840 per Share to HK\$0.764 per Share, and the total number of Shares to be allotted and issued upon full exercise of the outstanding Share Options will be adjusted from 7,500,000 Shares to 8,250,000 Shares.

Reference is made to the announcements of Hong Kong Energy (Holdings) Limited (the “**Company**”) dated 22 March 2010, 14 April 2010 and 20 May 2010, respectively, the circular of the Company dated 30 April 2010 (the “**Circular**”) and the notice of AGM dated 30 April 2010 (the “**Notice**”) in relation to, amongst other things, the Bonus Warrant Issue and the Bonus Share Issue. Unless otherwise defined, capitalized terms used herein shall have the same meanings as ascribed to them in the Circular.

The Board is pleased to announce that all the resolutions were duly passed by the Shareholders by way of poll at the annual general meeting held on 1 June 2010 (the “**AGM**”). Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results at the AGM were as follows:

| Resolutions | | Number of Votes (%) | |
|-------------|---|-----------------------------|-----------------------|
| | | For | Against |
| 1. | To receive and adopt the audited consolidated financial statements and the reports of the Directors and auditor for the year ended 31 December 2009. | 575,453,714 (99.999999%) | 7 (0.000001%) |
| 2. | i. To re-elect Dr. YUNG Pak Keung, Bruce as a Director. | 575,451,714 (99.999651%) | 2,007 (0.000349%) |
| | ii. To re-elect Mr. TANG Siu Kui, Ernest as a Director. | 575,453,714 (99.999999%) | 7 (0.000001%) |
| | iii. To re-elect Mr. YU Hon To, David as a Director. | 575,453,714 (99.999999%) | 7 (0.000001%) |
| 3. | To authorise the Board to fix the remuneration of the Directors. | 575,453,714 (99.999999%) | 7 (0.000001%) |
| 4. | To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Directors to fix their remuneration. | 575,451,714 (99.999651%) | 2,007 (0.000349%) |
| 5. | To grant a general mandate to the Directors to allot, issue and deal with additional shares in the Company, not exceeding 20% of the issued share capital of the Company as at the date of the resolution (the “Issue Mandate”). | 575,436,909 (99.997078%) | 16,812 (0.002922%) |
| 6. | To grant a general mandate to the Directors to repurchase shares in the Company, not exceeding 10% of the issued share capital of the Company as at the date of the resolution (the “Repurchase Mandate”). | 575,453,633 (99.999985%) | 88 (0.000015%) |
| 7. | Conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, to extend the authority to allot, issue and deal with shares under the Issue Mandate by an additional number representing such number of shares repurchased by the Company under the Repurchase Mandate. | 575,436,909 (99.997078%) | 16,812 (0.002922%) |
| 8. | To approve the Bonus Warrant Issue. | 575,453,626 (99.999983%) | 95 (0.000017%) |
| 9. | To approve the Bonus Share Issue. | 575,423,626 (99.999983%) | 95 (0.000017%) |

Note: Full text of the above resolutions is set out in the Notice.

As at the date of the AGM, the issued share capital of the Company was 777,393,497 Shares, which was the total number of Shares entitling the holders to attend and vote for or against all the resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on the resolutions at the AGM.

NUMBER OF BONUS WARRANTS AND BONUS SHARES TO BE ISSUED

As disclosed in the Circular, the Bonus Warrant Issue and the Bonus Share Issue are to be made on the basis of one (1) Bonus Warrant and one (1) Bonus Share for every ten (10) Shares held by the Qualifying Shareholders on the Record Date. As at the Record Date, there were 777,338,335 Shares in issue and therefore, approximately 77,733,834 Bonus Warrants and 77,733,834 Bonus Shares will be issued under the Bonus Warrant Issue and the Bonus Share Issue respectively.

ADJUSTMENTS TO THE EXISTING WARRANTS, CONVERTIBLE NOTE AND THE OUTSTANDING SHARE OPTIONS

As a result of the Bonus Warrant Issue and the Bonus Share Issue, adjustments will be made to the subscription price of the Existing Warrants (warrant code: 748), the conversion price of the Convertible Note, the exercise price of the outstanding share options (the “**Share Options**”) granted by the Company pursuant to the Share Option Scheme, and the total number of Shares to be issued upon exercise of the outstanding Share Options (where appropriate) and the details of such adjustments are set out below:-

- Pursuant to the terms and conditions of the instrument by way of deed poll dated 14 May 2009 creating the Existing Warrants (the “**Existing Warrants Instrument**”), the subscription price of the Existing Warrants will be adjusted from HK\$0.300 per Share to HK\$0.266 per Share.
- Pursuant to the terms and conditions attached to the Convertible Note, the conversion price of the Convertible Note will be adjusted from HK\$1.1388 to HK\$1.0113.
- Pursuant to the terms of the Share Option Scheme, the relevant requirements of the Listing Rules and the letter issued by the Stock Exchange on 5 September 2005 enclosing, among other things, a supplementary guidance on Rule 17.03(13) of the Listing Rules, the exercise prices of the Share Options will be adjusted from HK\$0.840 per Share to HK\$0.764 per Share, and the total number of Shares to be allotted and issued upon full exercise of the outstanding Share Options will be adjusted from 7,500,000 Shares to 8,250,000 Shares.

Save for the above adjustments, all other terms and conditions of the Existing Warrants Instrument, the Convertible Note and the Share Option Scheme remain unchanged.

The above adjustments have been certified by an approved merchant bank/independent financial adviser in accordance with the respective terms and conditions of the Existing Warrants Instrument, the Convertible Note and the Share Option Scheme. Such adjustments will take effect retroactively from the day immediately following the Record Date.

By order of the Board
Hong Kong Energy (Holdings) Limited
MOK Ming Wai
Company Secretary

Hong Kong, 1 June 2010

As at the date of this announcement, the Board comprises seven Directors of which Mr. OEI Kang, Eric, Dr. YUNG Pak Keung, Bruce and Mr. LEUNG Wing Sum, Samuel are executive Directors; Mr. LIU Zhixin is a non-executive Director; and Mr. ZHANG Songyi, Mr. TANG Siu Kui, Ernest and Mr. YU Hon To, David are independent non-executive Directors.