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**HKC (HOLDINGS) LIMITED**  
**香港建設(控股)有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 190)**

*(Website: [www.hkcholdings.com](http://www.hkcholdings.com))*

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting (the “Meeting”) of HKC (Holdings) Limited (the “Company”) will be held at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 26 July 2010 at 11:30 a.m. (or so soon thereafter as the extraordinary general meeting of Hong Kong Energy (Holdings) Limited convened at the same place and on the same date at 10:30 a.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing, the following resolution which will be proposed as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

**“THAT:**

- (a) the agreement for the sale and purchase of the sole issued share of HKE (BVI) Limited dated 12 May 2010 (the “Sale and Purchase Agreement”) entered into among Hong Kong Energy (Holdings) Ltd. (a wholly-owned subsidiary of the Company) as vendor, the Company as vendor guarantor and Hong Kong Energy (Holdings) Limited as purchaser (a copy of which has been produced at the Meeting marked “A” and signed by the chairman of the Meeting for identification purposes), together with the terms and conditions thereof and transactions contemplated thereunder as described in the circular of the Company dated 30 June 2010 (“HKC Circular”), including acquisition of any HKE Shares (as defined in the HKC Circular) through conversion of all or any of the Convertible Preferred Shares (as defined in the HKC Circular) issued thereunder, be and are hereby approved, ratified and confirmed; and

\* *For identification purposes only*

- (b) any one director of the Company or, if the affixation of the common seal of the Company is necessary, any one director of the Company and the company secretary of the Company or any two directors of the Company or such other person (including a director) or persons as the board of directors of the Company may appoint be and is/are hereby authorised for and on behalf of the Company to approve and execute all 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 or related to the Sale and Purchase Agreement and transactions contemplated thereunder or incidental thereto and completion thereof as he/she/they may consider necessary, desirable or expedient.”

By Order of the Board  
**HKC (HOLDINGS) LIMITED**  
**MOK Ming Wai**  
*Company Secretary*

Hong Kong, 30 June 2010

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Principal place of business in Hong Kong:*  
9th Floor, Tower 1  
South Seas Centre  
75 Mody Road  
Tsimshatsui East  
Kowloon, Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. 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 certified copy of such power or authority, shall be delivered to the principal place of business of the Company in Hong Kong at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong as soon as possible, and in any event, not less than fortyeight (48) hours before the time appointed for the holding of the meeting or any adjournment thereof.

*As at the date of this announcement, the Board comprises 13 Directors, of which 3 are executive Directors, namely, Mr. OEI Kang, Eric, Mr. WAN Man Yee and Mr. TANG Sau Wai, Tom; 6 are non-executive Directors, namely, Mr. OEI Tjie Goan, Mr. LI Xueming, Mr. XU Zheng, Ms. YEN Teresa, Mr. WAN Ming Sun and Mr. LIU Guolin; 4 are independent non-executive Directors, namely, Mr. FAN Yan Hok, Philip, Mr. CHUNG Cho Yee, Mico, Mr. CHENG Yuk Wo and Mr. Albert Thomas DA ROSA, Junior.*