
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Loudong General Nice Resources (China) Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or to the transferee.

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LOUDONG GENERAL NICE RESOURCES (CHINA) HOLDINGS LIMITED

樓東俊安資源(中國)控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 988)

REFRESHMENT OF GENERAL MANDATE TO ALLOT AND ISSUE SHARES

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**



INCU Corporate Finance Limited

A letter from the Independent Board Committee is set out on page 9 of this circular. A letter from INCU Corporate Finance Limited, the independent financial adviser to the Independent Board Committee and the independent shareholders of the Company, is set out on pages 10 to 13 of this circular.

A notice convening a special general meeting (the “**SGM**”) of the Company to be held at 10:00 a.m. on Tuesday, 15 December 2009 at Lingnan Club, 13/F On Lok Yuen Building, 25 Des Voeux Road Central, Hong Kong is set out on pages 14 to 17 of this circular. A form of proxy for use at the special general meeting is also enclosed with this circular.

Whether or not you are able to attend the SGM, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the SGM if you so wish.

26 November 2009

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DEFINITIONS

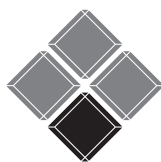
In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company held on 3 June 2009 in which the Shareholders had approved, among other matters, the Current General Mandate
“associates”	has the same meaning as ascribed in the Listing Rules
“Board”	the board of Directors, including all independent non-executive Directors
“Bye-law(s)”	the bye-laws of the Company
“Company”	Loudong General Nice Resources (China) Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares are listed on the main board of the Stock Exchange
“Current General Mandate”	the general mandate approved at the AGM to grant to the Directors to allot and issue Shares of up to 20% of the share capital of the Company in issue on the date of the passing of the relevant ordinary resolution, which was on 3 June 2009
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of the Board, comprising all the independent non-executive Directors, to advise the Independent Shareholders as to the fairness and reasonableness of the grant of the New General Mandate
“Independent Financial Adviser”	INCU Corporate Finance Limited, a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity as defined under the SFO, being independent financial adviser to the Independent Board Committee and the Independent Shareholders
“Independent Shareholders”	Shareholder(s) other than Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates

DEFINITIONS

“Latest Practicable Date”	23 November 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New General Mandate”	the general mandate proposed to be granted to the Directors at the SGM to allot, issue and otherwise deal with additional Shares not exceeding 20% of the share capital of the Company in issue on the date of the passing of the relevant ordinary resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held at 10:00 a.m. on Tuesday, 15 December 2009 at Lingnan Club, 13/F On Lok Yuen Building, 25 Des Voeux Road Central, Hong Kong to consider and, if appropriate, to approve the ordinary resolutions contained in the notice of the meeting which are set out on pages 14 to 17 of this circular
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



LOUDONG GENERAL NICE RESOURCES (CHINA) HOLDINGS LIMITED

樓東俊安資源(中國)控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 988)

Executive Director:

Cai Sui Xin
Zhao Cheng Shu
Lau Yu
Ng Tze For
Li Xiao Juan

Independent non-executive Directors:

Lo Tung Sing, Tony
Cheung Siu Chung
Li Xiao Long
Choy So Yuk

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Unit B, 12/F Lippo Leighton Tower
103 Leighton Road
Causeway Bay
Hong Kong

26 November 2009

To the Shareholders

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE TO ALLOT AND ISSUE SHARES

INTRODUCTION

The purpose of this circular is to provide you with the information relating to (i) the proposed grant of the New General Mandate; (ii) the recommendation from the Independent Board Committee to the Independent Shareholders on the proposed grant of the New General Mandate; (iii) the recommendation from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, on the proposed grant of the New General Mandate; and (iv) the notice of the SGM at which the necessary resolutions will be proposed to the Independent Shareholders to consider and, if thought fit, approve the New General Mandate by way of poll.

LETTER FROM THE BOARD

CURRENT GENERAL MANDATE

At the AGM, Shareholders approved, among other things, an ordinary resolution to grant to the Directors the Current General Mandate to allot and issue not more than 106,623,074 Shares, being 20% of the issued share capital of the Company of 533,115,372 Shares as at the date of passing of the resolution.

During the period from the grant of the Current General Mandate to the Latest Practicable Date, the Current General Mandate had been utilised as to 106,500,000 Shares upon the issue of 106,500,000 subscription Shares by the Company on 9 September 2009, being approximately 99.88% of the aggregate number of Shares which may be allotted and issued under the Current General Mandate. Please refer to the Company's announcements dated 28 August 2009 and 9 September 2009 for further details regarding the above matter.

PROPOSED GRANT OF NEW GENERAL MANDATE

At the SGM, ordinary resolutions will be proposed to the Independent Shareholders that:

- (i) the Directors be granted the New General Mandate to allot and issue Shares not exceeding 20% of the share capital of the Company in issue as at the date of passing the relevant ordinary resolution; and
- (ii) the New General Mandate be extended to Shares repurchased by the Company pursuant to the repurchase mandate granted to the Directors at the AGM.

The Company has not refreshed the Current General Mandate since the AGM.

As at the Latest Practicable Date, the Company had an aggregate of 991,237,903 Shares in issue. Subject to the passing of the ordinary resolutions for the approval of the New General Mandate and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the SGM, the Company would be allowed under the New General Mandate to allot and issue up to 198,247,580 Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

REASONS FOR THE NEW GENERAL MANDATE

The Group is principally engaged in coal processing and production of coke and coal-related chemicals, property investment and development, securities investment and trading and general trading.

As explained in the paragraph headed "Current General Mandate" above, the Current General Mandate had been utilised as to 106,500,000 Shares, being approximately 99.88% of the aggregate number of Shares which may be allotted and issued under the Current General Mandate.

LETTER FROM THE BOARD

The Board believes that grant of the New General Mandate is in the best interests of the Company and the Shareholders as a whole by maintaining the financial flexibility necessary for the Group's future business development. The Board considers equity financing to be an important avenue of resources to the Group since it does not create any interest paying obligations on the Group. In appropriate circumstances, the Group will also consider other financing methods such as debt financing or internal cash resources to fund its future business development. While the Board considers that there is no immediate funding need for the Group's current operations and that there is currently no concrete proposal presented by potential investors for investment in the Shares, the Board is now proposing to seek the approval of the Independent Shareholders at the SGM of the New General Mandate so that if there are any future funding needs or attractive terms for investment in the Shares become available from potential investors, the Board will be able to respond to the market and such investment opportunities promptly. Fund raising pursuant to a general mandate provides the Company a more simple and less lead time process than other types of fund raising exercises and to avoid the uncertainties in such circumstances that specific mandate may not be obtained in a timely manner.

The following table summarizes the use of the Current General Mandate since the AGM:

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the Latest Practicable Date
28 August 2009	Issue of an aggregate 106,500,000 subscription Shares	approximately HK\$131.8 million which have been fully utilized as at the Latest Practicable Date	general working capital of the Group	The net proceeds were used as part of the deposit for the possible acquisition by the Group of 49% equity interests of 山西臨縣泰業煤礦有限責任公司 Shanxi Linxian Taiye Coal Mining Company Limited#. Please refer to the Company's announcement dated 16 September 2009 for further details regarding the above matter.

In view of the above, the Directors consider the grant of the New General Mandate, which may or may not be utilised, is in the best interests of the Company and the Shareholders as a whole.

THE SGM

Pursuant to Rule 13.36(4)(a) of the Listing Rules, the New General Mandate requires the approval of the Independent Shareholders at the SGM at which any of the controlling Shareholders and their associates or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolutions. Since the Company has no controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolutions.

LETTER FROM THE BOARD

As at the Latest Practicable Date, General Nice Resources (Hong Kong) Limited (the ultimate beneficial owner of which is Mr Cai Sui Xin), Mr Lau Yu and Miss Li Xiao Juan was interested in 278,376,383, 7,042,000 and 630,000 Shares respectively. General Nice Resources (Hong Kong) Limited, Mr Cai Sui Xin, Mr Lau Yu, Miss Li Xiao Juan and their respective associates will abstain from voting in favour of the relevant resolutions at the SGM. In such an event, the Board was advised by General Nice Resources (Hong Kong) Limited, Mr. Cai Sui Xin, Mr. Lau Yu, Mr. Li Xiao Juan and their respective associates that it has no intention to vote against the relevant resolutions.

Further, pursuant to Rule 13.39(4)(b) of the Listing Rules, any vote of the Independent Shareholders at the SGM will be taken by poll for resolutions in relation to the granting and extension of the New General Mandate.

The notice convening the SGM is set out on pages 14 to 17 of this circular. At the SGM, ordinary resolutions will be proposed to approve the proposed grant of the New General Mandate. A form of proxy for use at the SGM is also enclosed with this circular. To be valid, the enclosed form of proxy, together with any power of attorney or other authority under which it is signed must be completed in accordance with the instructions printed thereon and delivered to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjourned meeting. The completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjourned meeting in person if you so wish.

SHAREHOLDING STRUCTURE

The following table sets out the shareholding structure of the Company as at (i) the Latest Practicable Date and (ii) the date upon the full utilisation of the New General Mandate:

	As at the date of the Latest Practicable Date		Upon full utilisation of the New General Mandate	
	<i>(No. of Shares)</i>	%	<i>(No. of Shares)</i>	%
General Nice Resources (Hong Kong) Limited and its concert parties	278,376,383	28.09	278,376,383	23.40
Lau Yu (<i>Note 1</i>)	7,042,000	0.71	7,042,000	0.59
Li Xiao Juan (<i>Note 2</i>)	630,000	0.06	630,000	0.05
Existing Public Shareholders	705,189,520	71.14	705,189,520	59.29
Shares issued under the New General Mandate	—	—	198,247,580	16.67
Total	991,237,903	100.00	1,189,485,483	100.00

LETTER FROM THE BOARD

Assuming that (i) the refreshment of the Current General Mandate is approved at the SGM; (ii) no Shares will be repurchased and no new Shares will be issued from the Latest Practicable Date up to the date of the SGM (both dates inclusive); and (iii) upon full utilisation of the New General Mandate, 198,247,580 Shares are to be issued, which represents approximately 20% of the existing issued share capital as at the Latest Practicable Date and approximately 16.67% of the enlarged issued share capital of the Company after allotment and issue of the 198,247,580 Shares, the aggregate shareholding of the existing public Shareholders will be diluted from approximately 63.10% to approximately 52.58% upon full utilisation of the New General Mandate.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprises Mr Lo Tung Sing, Tony, Mr Cheung Siu Chung, Mr Li Xiao Long and Ms Choy So Yuk, all being independent non-executive Directors. It has been established to advise the Independent Shareholders on the grant of the New General Mandate.

INCU Corporate Finance Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the grant of the New General Mandate.

RECOMMENDATIONS

The Directors consider the refreshment of the New General Mandate is in the interest of the Company and the Shareholders as a whole and accordingly recommend the Independent Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM for approving the grant of the New General Mandate.

The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser, considers that the granting of the New General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and accordingly recommends the Independent Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM for approving the grant of the New General Mandate.

GENERAL INFORMATION

Your attention is drawn to the letter of advice from the Independent Financial Adviser set out on pages 10 to 13 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in connection with the grant of the New General Mandate and the letter from the Independent Board Committee set out on page 9 of this circular which contains its recommendation to the Independent Shareholders in relation to the grant of the New General Mandate.

LETTER FROM THE BOARD

Your attention is also drawn to the additional information set out in the Appendix to this circular. Please note, however, the ordinary resolutions will be voted by way of poll at the SGM as required under the Listing Rules.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully

For and on behalf of the Board

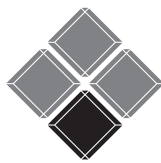
Loudong General Nice Resources (China) Holdings Limited

Lau Yu

Executive Director

The English transliteration of the Chinese names in this announcement, where indicated, is included for information purpose only and should not be regarded as the official English names of such Chinese names.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



LOUDONG GENERAL NICE RESOURCES (CHINA) HOLDINGS LIMITED

樓東俊安資源(中國)控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 988)

26 November 2009

To the Independent Shareholders

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE TO ALLOT AND ISSUE SHARES

We refer to the circular of the Company dated 26 November 2009 (the “**Circular**”) of which this letter forms part. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Circular.

We have been appointed by the Board to advise the Independent Shareholders as to whether the terms of the proposed grant of the New General Mandate are fair and reasonable so far as the Independent Shareholders are concerned. INCU Corporate Finance Limited has been appointed as the independent financial adviser to advise us in this respect.

Having considered the principal reasons and factors considered by, and the advice of, the Independent Financial Adviser as set out in its letter of advice to us on pages 10 to 13 of the Circular, we are of the opinion that the grant of the New General Mandate is in the interests of the Company and the Shareholders as a whole and the terms of which are fair and reasonable so far as the Company and the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the SGM to approve the grant of the New General Mandate by way of poll.

Independent Board Committee

Lo Tung Sing, Tony

Cheung Siu Chung

Li Xiao Long

Choy So Yuk

Independent non-executive Directors

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER



INCUB Corporate Finance Limited

Unit 1602, Ruttonjee House
Ruttonjee Centre, 11 Duddell Street
Central, Hong Kong

26 November 2009

To: The Independent Board Committee and
The Independent Shareholders
of Loudong General Nice Resources (China) Holdings Limited

Dear Sirs,

REFRESHMENT OF GENERAL MANDATE TO ALLOT AND ISSUE SHARES

INTRODUCTION

We refer to our appointment as the independent financial adviser in respect of the New General Mandate. Details of the New General Mandate are set out in the Letter from the Board contained in the circular of the Company to the Shareholders dated 26 November 2009 (the "Circular"), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless otherwise defined.

The New General Mandate is subject to the approval of the Independent Shareholders. As the Company does not have any controlling Shareholders for the time being, pursuant to the Listing Rules, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates are required to abstain from voting in favour of the ordinary resolutions to approve the New General Mandate, which vote will be taken by poll. As at the Latest Practicable Date, General Nice Resources (Hong Kong) Limited (the ultimate beneficial owner of which is Mr. Cai Sui Xin), Mr. Lau Yu and Ms. Li Xiao Juan was interested in 278,376,383, 7,042,000 and 630,000 Shares respectively, representing approximately 28.09%, 0.71% and 0.06% respectively of the total issued share capital of the Company. The aforementioned Directors and their respective associates will abstain from voting in favour of the ordinary resolutions to approve the New General Mandate at the SGM.

The Independent Board Committee, comprising all of the independent non-executive Directors, namely Mr. Lo Tung Sing, Tony, Mr. Cheung Siu Chung, Mr. Li Xiao Long and Ms. Choy So Yuk has been established to advise the Independent Shareholders on the New General Mandate. We have been appointed to advise the Independent Board Committee and the Independent Shareholders on the New General Mandate.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

In formulating our opinion, we have relied on the information and facts supplied, and representations made by the management of the Company and the Directors. We have assumed that all information and facts provided and the representations made by the management of the Company and the Directors, for which they are solely and wholly responsible, are true, accurate and complete in all material aspects at the time they were made and continue to be so up to the date of the SGM.

We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and representations contained in the Circular and provided to us by the Directors, or the reasonableness of the opinions expressed by the management of the Company and the Directors. The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no other facts the omission of which would make any statement in the Circular misleading. We have relied on the Company and the Directors to provide us with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have relied on such information and representations but have not, however, conducted any independent in-depth investigation into the business, financial conditions and affairs or the future prospects of the Group nor have we carried out any independent verification of the information supplied.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion on the New General Mandate, we have taken into consideration the following principal factors and reasons:

1. Background and reason for the New General Mandate

At the annual general meeting of the Company held on 3 June 2009 (the “AGM”), the Directors were granted a general mandate to allot, issue and deal with new Shares of up to 20% of the aggregate issued share capital of the Company as at the date of such meeting. As at the date of the AGM, 533,115,372 Shares were in issue and accordingly, up to 106,623,074 new Shares can be issued under the existing general mandate.

As announced by the Company on 9 September 2009, placing of 106,500,000 new Shares issued under the Current General Mandate was completed. As such, the Current General Mandate was substantially utilized. In order to provide flexibility to the Directors to exercise the power of the Company to issue new Shares in the future as speedily as possible when needed, the Directors propose to seek the Shareholders’ approval of the New General Mandate such that the Directors can exercise the power of the Company to allot, issue and deal with new Shares up to 20% of the issued share capital of the Company as at the date of the SGM plus the number of Shares repurchased by the Company pursuant to the repurchases mandate granted to the Directors at the AGM. Based on the Company’s issued share capital of 991,237,903 Shares as at the Latest Practicable Date, and assuming that no Shares would be issued and/or repurchased on or before the date of the SGM, the New General Mandate, if granted, would empower the Directors to allot, issue or otherwise deal with up to 198,247,580 new Shares.

As stated under the section headed “REASONS FOR THE NEW GENERAL MANDATE” in the Letter from the Board, the Board has confirmed that there is no immediate funding need for the Group’s current operations and that there is currently no concrete proposal presented by potential investors for investment in the Shares.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

2. Financing alternatives

As advised by the Company, apart from equity financing, the Group also considers other financing alternatives such as debt financing. However, debt financing will inevitably create interest payment obligations on the Group and it may be subject to lengthy due diligence and negotiations between the Group and the financiers. As discussed with the management of the Company, the Directors also consider other alternative equity financing activities such as right issue and open offer available to the Company; yet, such financing activities would be subject to a lengthy process and would incur additional costs to the amount raised. In the circumstances, the granting of the New General mandate will provide the Company an additional financing alternative and it is reasonable for the Company to have the flexibility in deciding the financing methods for its future development.

The granting of the New General Mandate will restore the Directors' power to issue up to a total of 20% of the issued share capital of the Company as at the date of the SGM, and thereby enhancing the Company's ability to raise more equity capital, which is non-interest bearing, if and when the financial market improves and suitable opportunities arise.

Without the renewal of the New General Mandate, any further equity issue by the Company in excess of the limit of the Current General Mandate will require specific approval from Shareholders at general meeting. The extra time taken for holding the general meeting to obtain the specific Shareholders' approval and the uncertainty as to the voting results may hinder the Company's ability to grasp suitable investment opportunities, and defer potential investors from subscribing new Shares.

In light of the aforesaid, we consider it would be in the interest of the Company to obtain approval for the New General Mandate from the Independent Shareholders.

3. Potential dilution to Shareholders

The table below sets out the shareholding of the Company as at the Latest Practicable Date and the potential dilution effect upon full utilisation of the New General Mandate assuming no other changes to the issued share capital of the Company:

Shareholders	As at the Latest Practicable date		Upon full utilisation of the New General Mandate	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
General Nice Resources (Hong Kong) Limited and its concert parties	278,376,383	28.09	278,376,383	23.40
Mr. Lau Yu	7,042,000	0.71	7,042,000	0.59
Ms. Li Xiao Juan	630,000	0.06	630,000	0.05
Existing Public Shareholders	705,189,520	71.14	705,189,520	59.29
Shares issued under the New General Mandate	—	—	198,247,580	16.67
Total	<u>991,237,903</u>	<u>100.00</u>	<u>1,189,485,483</u>	<u>100.00</u>

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The issue of the new Shares under the New General Mandate would be dilutive to the percentage shareholding of the existing Shareholders as to a maximum of 16.67%. All Shareholders will be affected to the same extent as long as the new Shares to be issued under the New General Mandate are to third parties other than the existing Shareholders.

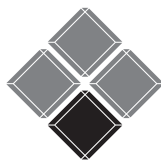
In view of the benefits of the New General Mandate (i) allows the Company to raise capital by allotment and issuance of new Shares before the next annual general meeting; (ii) provides more flexibility and options of financing to the Group for future business development as well as for other potential future investments and/or acquisitions as and when such opportunities arise without incurring financial costs; and (iii) the shareholding interests of all Shareholders will be diluted in proportion to their respective shareholdings upon any utilisation of the New General Mandate, we consider such potential dilution of shareholding to be acceptable.

CONCLUSION

Having taken into account the principal factors set out above, we are of the opinion that New General Mandate is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we advise the Independent Shareholders to vote in favour of ordinary resolutions 1 and 2 to be proposed at the SGM to approve the New General Mandate.

Yours faithfully,
For and on behalf of
INCUCorporate Finance Limited
Thomas Lee
Director

NOTICE OF SGM



LOUDONG GENERAL NICE RESOURCES (CHINA) HOLDINGS LIMITED

樓東俊安資源(中國)控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 988)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Loudong General Nice Resources (China) Holdings Limited (the “**Company**”) will be held at Lingnan Club, 13/F On Lok Yuen Building, 25 Des Voeux Road Central, Hong Kong on Tuesday, 15 December 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the directors (the “**Directors**”) of the Company at the annual general meeting (the “**AGM**”) of the Company held on 3 June 2009 be and is hereby revoked and replaced by the mandate **THAT**:
 - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF SGM

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
- (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of such resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”) or any other applicable laws of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

2. “**THAT** conditional upon the passing of resolution no. 1 above, the mandate granted to the Directors at the AGM to extend the general mandate to allot and issue Shares to Shares repurchased by the Company be and is hereby revoked and replaced by the mandate **THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 1 above in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such resolution.”

By order of the Board

Loudong General Nice Resources (China) Holdings Limited

Lau Yu

Executive Director

Hong Kong, 26 November 2009

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Unit B, 12/F Lippo Leighton Tower
103 Leighton Road
Causeway Bay
Hong Kong

Notes:

1. Subject to the provisions of the bye-laws of the Company, any member of the Company entitled to attend and vote at the SGM 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 and vote on his behalf at the SGM. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. On a poll, votes may be given either personally or by proxy.
2. A form of proxy for use at the SGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has been certified by a notary) to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjourned meeting.

NOTICE OF SGM

3. In the case of joint holders of Shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
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 SGM and in such event, the form of proxy shall be deemed to be revoked.
5. Pursuant to the Listing Rules, the voting on ordinary resolutions at the SGM will be conducted by way of poll.