



MP LOGISTICS INTERNATIONAL HOLDINGS LIMITED

MP 物流國際控股有限公司*

(proposed to be renamed as Ming Kei Energy Holdings Limited 明基能源控股有限公司)*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8239)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the shareholders of MP Logistics International Holdings Limited (the “**Company**”) will be held at Room 3308–09, 33/F, The Center, 99 Queen’s Road Central, Central, Hong Kong, on Monday, 12 November 2007 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions and special resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (i) the sale and purchase agreement (the “S&P Agreement”) as defined in the circular dated 15 October 2007 despatched to the shareholders of the Company (the “**Circular**”), a copy of which has been produced to this meeting marked “A” and signed by the chairman hereof for the purpose of identification, and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Agreement including but not limited to the allotment and issue of 400,000,000 ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Consideration Shares**”) and the transactions contemplated thereunder;
- (iii) the issue of the convertible bonds (the “**Convertible Bonds**”) in the principal amount of \$288,000,000 to be issued by the Company in accordance with the terms and conditions of the S&P Agreement and the transactions contemplated therein be and are hereby approved; and
- (iv) any one or more Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the issue of Convertible Bonds including but not limited to the allotment and issue of 320,000,000 ordinary shares of HK\$0.01 each in share capital of the Company (the “**Conversion Shares**”) of which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Bonds.”

* For identification purposes only

2. “**THAT** subject to the ordinary resolutions no. 1 above being duly passed, the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Consideration Shares be and is hereby approved”.
3. “**THAT** subject to the ordinary resolutions no. 1 above being duly passed, the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Conversion Shares be and is hereby approved”.

SPECIAL RESOLUTION

4. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Cayman Islands being obtained, the name of the Company be and is hereby changed from “MP Logistics International Holdings Limited” to “Ming Kei Energy Holdings Limited”, and upon the change of name becoming effective, a new Chinese name “明基能源控股有限公司” to be adopted to replace “MP物流國際控股有限公司” for identification purpose only with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in Cayman Islands and that the Directors be and are hereby authorised to do all such acts and things and execute all such document they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

By Order of the Board of
MP Logistics International Holdings Limited
Guo Xu
Chairman

Hong Kong, 15 October 2007

Registered Office:

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

Head Office and Principal Place of Business:

Room 3308-3309
The Center
99 Queen’s Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use of the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
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 certified copy of such power or authority 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 EGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the EGM 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.

As at the date of this announcement, the Company's executive directors are Mr. Yeung Leung Kong, Mr. Cheung King Shan, Mr. Guo Xu and Mr. Cheung Chi Hwa, Justin and the Company's independent non-executive directors are Mr. Wong Ming, Kerry, Mr. Tam Chak Chi and Mr. Pang Hong Tao.

This announcement will remain on the "Latest Company Announcements" page of the GEM website (www.hkgem.com) for at least 7 days from its date of publication.