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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 registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kong Sun Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s), transferee(s) or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).

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**KONG SUN HOLDINGS LIMITED**

**江山控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 295)**

**PLACING OF NEW SHARES UNDER SPECIFIC MANDATE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Placing Agents**



A notice convening the extraordinary general meeting of the Company to be held at 37/F., Cosco Tower, 183 Queen's Road Central, Hong Kong on 5 June 2015 at 11:00 a.m. (the "EGM") is set out on pages 16 to 17 of this circular. Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

18 May 2015

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## DEFINITIONS

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

“Agreement”	a conditional placing agreement entered into between the Company and the Placing Agents on 28 April 2015 in relation to the Placing;
“Announcement”	the announcement of the Company dated 28 April 2015 in relation to the Placing;
“associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Board”	the board of Directors;
“Business Day(s)”	any day (excluding Saturday and Sunday) on which banks are generally open for business in Hong Kong;
“CICC”	China International Capital Corporation Hong Kong Securities Limited, a licensed corporation to conduct type 1 (dealing in securities), Type 2 (dealing in future contracts), Type 3 (leveraged foreign exchange trading), Type 4 (advising on securities), Type 5 (advising on future contracts) and Type 6 (advising on corporate finance) regulated activities as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Company”	Kong Sun Holdings Limited, a company incorporated in Hong Kong, the Shares of which are listed on the Main Board of the Stock Exchange;
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened and held at 37/F., Cosco Tower, 183 Queen’s Road Central, Hong Kong on 5 June 2015 at 11:00 a.m., to consider and, if thought fit, approve the grant of the Specific Mandate to cover the allotment and issue of the Placing Shares;

## DEFINITIONS

“First Shanghai”	First Shanghai Securities Limited, a corporation licensed to carry out business in type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Kingston”	Kingston Securities Limited, a corporation licensed to carry out business in type 1 regulated activities (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Last Trading Day”	28 April 2015, being the last trading day of the Shares on the Stock Exchange before the date of the Agreement;
“Latest Practicable Date”	15 May 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and the granting of listing;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Placee(s)”	any independent professional, corporate, institutional and/or individual investors who are not connected with any Directors, chief executive or substantial shareholder(s) (if any) of the Company or their respective associates;
“Placing”	the placing of a maximum of 1,170,000,000 Placing Shares by the Placing Agents on the terms and subject to the conditions set out in the Agreement;
“Placing Agents”	CICC, First Shanghai, Kingston and UOB Kay Hian;

## DEFINITIONS

“Placing Period”	the period commencing from the date of the Agreement and terminating at 5:00 p.m. on the Business Day prior to the completion date of the Placing, unless terminated earlier pursuant to the terms of the Agreement;
“Placing Price”	HK\$1.20 per Placing Share;
“Placing Share(s)”	up to 1,170,000,000 new Shares to be placed pursuant to the terms of the Agreement;
“PRC”	the People’s Republic of China and for the purpose of this circular, exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;
“SFC”	the Securities and Futures Commission of Hong Kong;
“Share(s)”	ordinary shares of the Company;
“Shareholder(s)”	the holder(s) of the Shares;
“Specific Mandate”	the specific mandate to be granted by the Shareholders to the Board at the EGM for the allotment and issue of the Placing Shares pursuant to the Agreement;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“UOB Kay Hian”	UOB Kay Hian (Hong Kong) Limited, a corporation licensed to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and
“%”	per cent.



**KONG SUN HOLDINGS LIMITED**

**江山控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 295)**

*Executive Directors:*

Liu Wen Ping (*Chairman*)

Chang Hoi Nam

*Non-Executive Director:*

Chang Tat Joel

*Independent Non-Executive Directors:*

Miu Hon Kit

Wang Haisheng

Lu Hongda

*Registered Office and Principal*

*Place of Business:*

Unit 3601, 36/F

China Resources Building

26 Harbour Road, Wanchai

Hong Kong

18 May 2015

*To the Shareholders*

Dear Sir or Madam,

**PLACING OF NEW SHARES UNDER SPECIFIC MANDATE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Announcement whereby the Board announced, inter alia, that after the trading hours of the Stock Exchange on 28 April 2015, the Company entered into the Agreement with the Placing Agents pursuant to which the Placing Agents have conditionally agreed to place a maximum number of 1,170,000,000 Placing Shares on a best effort basis. The Placing Price for the Placing Shares is HK\$1.20 per Placing Share. The Placing is subject to the Shareholders' approval at the EGM. The EGM will be convened at which a resolution will be proposed to seek the approval of the Shareholders for the grant of the Specific Mandate to cover the allotment and issue of the Placing Shares pursuant to the Agreement.

The purpose of this circular is to give you (i) further details for consideration in approving the grant of the Specific Mandate including details of the Placing under the Agreement; and (ii) the notice of the EGM.

## LETTER FROM THE BOARD

### THE AGREEMENT

Date	:	28 April 2015 (after trading hours)
Issuer	:	the Company
Placing Agents	:	(1) CICC (2) First Shanghai (3) Kingston (4) UOB Kay Hian

### Placing Agents

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Placing Agents is a third party independent of and not connected with the Company and its connected persons.

As at the Latest Practicable Date, Kingston holds one Share.

### Placing Shares

The Placing Agents have conditionally agreed with the Company to place, on a best effort basis, to not fewer than six independent individuals, corporate and/or institutional placees up to 1,170,000,000 new Shares of the Company. It is not expected that any Placing Agents or any Placees will become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of the Placing.

Assuming that there will be no change in the issued share capital of the Company between the Latest Practicable Date and completion of the Placing, the Placing Shares represent (i) approximately 13.54% of the existing issued share capital of the Company, and (ii) approximately 11.92% of the issued share capital of the Company as enlarged by the issue of the Placing Shares. Based on the closing price of the Shares of HK\$1.69 per Share on 28 April 2015, the date of the Agreement, the Placing Shares have a market value of HK\$1,977.3 million.

### Placee(s)

The Placing Agents have conditionally agreed with the Company to place, on a best effort basis, to not fewer than six independent individuals, corporate and/or institutional placees, who and whose ultimate beneficial owners will be independent third parties. It is expected that none of the Placees will become a substantial shareholder (as defined in the Listing Rules) of the Company immediately after completion of the Placing. If any of the Placees becomes a substantial shareholder (as defined in the Listing Rules) of the Company after the completion of the Placing, further announcement(s) will be made by the Company as and when appropriate. To the best of the knowledge of the Directors,

## LETTER FROM THE BOARD

upon reasonable enquiry being made, it is not expected that any of the Placees will be a connected person or directors of the Company.

### **Ranking of Placing Shares**

The Placing Shares, when issued and fully paid, will rank *pari passu* among themselves and with the Shares in issue at the time of allotment and issue of the Placing Shares.

### **Placing Price**

The Placing Price for the Placing Shares is HK\$1.20 per Placing Share and represents:

- (i) a discount of approximately 28.99% to the closing price of HK\$1.69 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 23.47% to the average closing price of HK\$1.568 per Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day; and
- (iii) a discount of approximately 23.08% to the average closing price of HK\$1.560 per Share as quoted on the Stock Exchange for the last ten trading days up to and including the Last Trading Day.

The Placing Price was negotiated on an arm's length basis between the Company and the Placing Agents and was determined with reference to the current trading price of the Shares. The Directors consider that the Placing Price is fair and reasonable and in the interest of the Company and the Shareholders as a whole under the current market conditions.

### **Placing commission**

The Placing Agents will receive a placing commission of 2.8% on the aggregate Placing Price of the number of Placing Shares actually placed by the Placing Agents in the Placing.

The placing commission was determined after arm's length negotiation between the Company and the Placing Agents with reference to the market rate and after taking into account the size of the Placing and the time allowed for the Placing Agents to procure the prospective placees.

### **Specific Mandate to issue the Placing Shares**

The Placing Shares will be issued under the Specific Mandate to be approved and granted by the Shareholders at the EGM.



## LETTER FROM THE BOARD

### **Application for listing**

Application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Placing Shares.

### **Conditions of the Agreement**

Completion of the Placing is conditional upon the satisfaction of the following conditions:

- (a) there shall not have occurred any breach or any event render untrue or inaccurate, any of the representations, warranties or undertakings under the Agreement;
- (b) the listing of and permission to deal in all the Placing Shares being granted (subject only to allotment) by the Listing Committee of the Stock Exchange in principle and dealings of the Placing Shares being allowed by the Stock Exchange (and such listing and permission not subsequently being revoked);
- (c) no relevant government, governmental, quasi-governmental, statutory or regulatory body, court or agency having granted any order or made any decision that would make the Placing void, unenforceable or illegal, or restrict or prohibit the implementation of, or impose any additional material conditions or obligations with respect to the Placing (other than such orders or decisions as would not have a material adverse effect on the legal ability of the Company to proceed with the Placing);
- (d) the approval by the Shareholders at the EGM of the Agreement and the allotment and issue of the Placing Shares in accordance with the terms and conditions of the Agreement; and
- (e) the Agreement not being rescinded by the Placing Agents pursuant to the terms of the Agreement.

In the event that the condition to the Placing is not fulfilled on or before 30 June 2015 (or such later date as may be agreed between the Company and the Placing Agents), the obligations and liabilities of the Company under the Placing shall be null and void and the Company shall be released from all rights and obligations pursuant to the Placing.

### **Rescission**

The Agreement may be rescinded by the Placing Agents at any time prior to the completion of the Placing:

- (a) if there has come to the notice of the Placing Agents:
  - (i) that any statement contained in the Announcement was, when it was issued, or has become, untrue, incorrect or misleading in any respect; or

## LETTER FROM THE BOARD

- (ii) any matter has arisen or has been discovered which would, had it arisen or been discovered immediately before the date of the Announcement, constitute an omission therefrom; or
  - (iii) any breach of the undertakings, warranties and representations set out in the Agreement; or
  - (iv) any material breach of any of the obligations imposed upon any party to the Agreement (other than the Placing Agents); or
  - (v) any of the undertakings, warranties and representations set out in the Agreement would be untrue or inaccurate or misleading in any respect if given at that time; or
  - (vi) any adverse change in the business or in the financial or trading position or prospects of any member of the Group taken as a whole which is material in the context of the Placing; or
- (b) if there develops, occurs, or comes into effect:
- (i) any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date hereof) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the sole and absolute opinion of the Placing Agents would prejudice the success of the Placing; or
  - (ii) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which, in the sole and absolute opinion of the Placing Agents, would prejudice the success of the Placing; or
  - (iii) any change in conditions of local, national or international securities markets occurs which in the sole and absolute opinion of the Placing Agents would prejudice the success of the Placing; or
  - (iv) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or the PRC and if in the sole and absolute opinion of the Placing Agents any such new law or change

## LETTER FROM THE BOARD

would materially and adversely affect the business or financial prospects of the Group and/or prejudice the success of the Placing; or

- (v) a change or development occurs involving a prospective change of taxation or exchange control (or the implementation of exchange control) in Hong Kong or the PRC which would, in the sole and absolute opinion of the Placing Agents, prejudice the success of the Placing; or
- (vi) any litigation or claim of material importance of any third party being instigated against any member of the Group, which has or may have a material adverse effect on the business or financial prospects of the Group and which in the sole and absolute opinion of the Placing Agents would materially prejudice the success of the Placing.

The Board is not aware of the occurrence of any of the aforesaid events as at the Latest Practicable Date.

### **Completion of the Placing**

Completion of the Placing is expected to take place on the fourth Business Day after the fulfillment of the conditions set out in the Agreement (or such other time or date as the Company and the Placing Agents may agree in writing), which is expected to be on 11 June 2015.

**Shareholders and potential investors should note that completion of the Placing is subject to the fulfillment of the conditions precedent under the Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

### **REASONS FOR THE PLACING**

The Company is principally engaged in properties investment, manufacturing and sale of life-like plants, securities investment and investment in and operation of photovoltaic power plants in the PRC. The Company has, since late April 2014, entered into a number of memoranda of understanding and agreements for the development of photovoltaic power plants in Gansu, Hebei, Inner Mongolia, Anhui, Yunnan and Xinjiang provinces of the PRC. The Placing is being carried out for the Company to raise funds for investment in and acquisition of photovoltaic power plants, and as general working capital.

Further, the Directors consider that the Placing represents an opportunity to raise capital for the Company while broadening the Shareholder base and capital base of the Company. Taking into account that (i) the possible enhancement of the profile of the Shareholders given that the Placees will be professional, institutional or other investors or any of their respective subsidiaries or associates; and (ii) the long-term benefits that may be generated from the investment to be made with the proceeds from the Placing which in turn may increase the value of the Shares, the Directors are of the view that the Placing is in the interest of the Company and the Shareholders as a whole.

## LETTER FROM THE BOARD

Reference is also made to the announcements of the Company dated 28 April 2015 in relation to (i) the potential issue of the 6% coupon bonds due 2018 in an aggregate principal amount of up to HK\$400,000,000 by the Company; and (ii) the proposed subscription for convertible securities of the Company by Smart Capital Investment Co., Ltd.. Should such potential issue of bonds and convertible securities materialize, the Company will apply the proceeds to the Potential Investment and Acquisition (as defined in the paragraph headed "Use of Proceeds" below). Save for such potential issue of bonds and convertible securities, the Directors have also considered other kind of debt financing, e.g. loan financing, but it would be difficult for any financial institutions to extend such amount of facility to the Company at affordable terms due to increasing borrowing cost among financial institutions. Further, the Directors have considered other means of equity fund raising such as rights issue. However, not only that it would be difficult to identify any underwriter to underwrite the rights issue as required under the Listing Rules, the costs for the Company to undergo such equity fund raising exercise will be relatively high as compared to the Placing. Save as otherwise disclosed, there is no other agreement, arrangement, negotiation, understanding, intention or plan regarding other kind of potential fund raising as at the Latest Practicable Date.

Given the above reasons, the Company is of the view that the Placing is the most imminent priority of the Company and the most viable option for the Company, which will be able to provide a good opportunity for the Company to raise long-term equity fund to finance its investment in photovoltaic power projects.

### USE OF PROCEEDS

On the assumption that a maximum of 1,170,000,000 Placing Shares are successfully placed, the net price per Placing Share is expected to be approximately HK\$1.166 and the net proceeds from the Placing are expected to be approximately HK\$1,364.7 million (equivalent to approximately RMB1,091.8 million). It is expected that (i) 90% of the expected net proceeds from the Placing will be used for investment in and/or acquisition of photovoltaic power plant project and (ii) 10% of the expected net proceeds from the Placing will be used as general working capital in the following manner:

<b>Utilization</b>	<b>Proceeds to be utilized</b>
1. Investment in and/or acquisition of photovoltaic power plant project, being the:	
(a) Additional construction costs for a 70 megawatt photovoltaic power plant project located in Shuozhou City, Shanxi Province in July 2015	RMB600 million (equivalent to approximately HK\$750 million)

<b>LETTER FROM THE BOARD</b>
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<b>Utilization</b>	<b>Proceeds to be utilized</b>
(b) Potential Investment and Acquisition of other photovoltaic power plants as further detailed in the paragraph below	RMB382.6 million (equivalent to approximately HK\$478.2 million)
2. General working capital	RMB109.2 million (equivalent to approximately HK\$136.5 million)
<b>Total</b>	<b>RMB1,091.8 million (equivalent to approximately HK\$1,364.7 million)</b>

The Company is actively seeking for suitable photovoltaic power plants and separate negotiations between the Company and the potential vendors of various targets, which are Independent Third Party(ies), have been undergoing for the purpose of potential investment and acquisition (hereinafter referred to as the “**Potential Investment and Acquisition**”).

Further details of the Potential Investment and Acquisition as at the Latest Practicable Date are as follow:

<b>Details of the Potential Investment and Acquisition</b>	<b>Expected total investment and development costs</b>
1. Two individual 100 megawatt photovoltaic power plant projects located in Yulin City, Shaanxi Province	RMB1,800 million
2. A 60 megawatt photovoltaic power plant project located in Shinjang Uyghur Aptonom Rayoni, Xinjiang Province	RMB540 million
<b>Total</b>	<b>RMB2,340 million</b>

No final terms have been fixed nor any agreements have been entered into for such Potential Investment and Acquisition up to the date of the Latest Practicable Date. However, given the Group’s funding needs in the event such Potential Investment and Acquisition materializes, the Board considers that it is in the best interest of the Company to enhance its capital in order to facilitate such upcoming Potential Investment and Acquisition which may crystalize in the near future. Announcement(s) regarding such potential acquisitions, which will include the consideration and location of the targets, will be made by the Company as and when appropriate according to the Listing Rules.

## LETTER FROM THE BOARD

In the event that all the Potential Investment and Acquisition, which will be funded in stages, materialize in the near future, the Company may require additional funding in addition to the proceeds from the Placing and the utilized portion of the net proceeds from the Pohua Subscription (as defined in the paragraph headed “Fund Raising Activities Involving Issue of Securities in the Past 12 Months” below) and the 2015 March Placing (as defined in the paragraph headed “Fund Raising Activities Involving Issue of Securities in the Past 12 Months” below). In such circumstances, the Company may consider other ways of financing, including but not limited to debt financing and bank borrowings, etc.

As stated in the annual report of the Company for the year ended 31 December 2014, the Group begun its transformation and diversified its revenue source by venturing into the solar photovoltaic (“PV”) power generation industry and positioning itself as an investor and operator of PV power projects. As such, it is important for the Company to grasp any suitable opportunities in investing in photovoltaic power stations to pursue a strong and rapid growth in time, with an aim to maximizing the investment returns for its shareholders. Therefore, in light of the fact that possible acquisition(s) of suitable photovoltaic power plants may crystalize in the near future, it is important that the Company is equipped with adequate capital resources to fund such possible acquisition(s) from time to time, which is believed to be in the best interests in the long-term growth of the Group. Accordingly, the Directors are of the view that it is in the interest of the Company and its shareholders to conduct the Placing.

### FUND RAISING ACTIVITIES INVOLVING ISSUE OF SECURITIES IN THE PAST 12 MONTHS

On 28 May 2014, the Company entered into a subscription agreement with Pohua JT Private Equity Fund L.P. pursuant to which Pohua JT Private Equity Fund L.P. agreed to subscribe in cash for 6,528,080,000 new Shares (the “**Pohua Subscription**”). The Pohua Subscription was completed on 8 August 2014 and raised funds of approximately HK\$2,338.1 million (equivalent to approximately RMB1,864.3 million).

On 23 March 2015, the Company entered into a placing agreement with Kingston, Haitong International Securities Company Limited and UOB Kay Hian as the placing agents in relation to the placing of 352,000,000 new Shares to not less than six places at the placing price of HK\$1.07 per placing share (the “**2015 March Placing**”). The 2015 March Placing was completed on 10 April 2015 and raised funds of, after deducting the related placing commission, professional fees and all related expenses, approximately HK\$366.1 million (equivalent to approximately RMB292.9 million).

## LETTER FROM THE BOARD

Further details in relation to the Pohua Subscription and the 2015 March Placing is set forth below:

Date	Net proceeds raised	Intended use of proceeds	Actual use of proceeds	Unutilized portion of the net proceeds as at the Latest Practicable Date
28 May 2014	HK\$2,338.1 million (equivalent to approximately RMB1,864.3 million)	To finance the acquisition and development of photovoltaic power plants and as general working capital of the Group.	RMB604.5 million had been utilized to fund the acquisitions of projects in 2014, and RMB2.8 million had been utilized to fund the acquisitions of projects in 2015.	RMB1,257.0 million unutilized proceeds is currently held in cash and cash equivalents and it is expected that it will be applied to finance the Potential Investment and Acquisition, if materializes.
23 March 2015	HK\$366.1 million (equivalent to approximately RMB292.9 million)	Approximately HK\$329.5 million (equivalent to approximately RMB263.6 million) will be used in the investment in and acquisition of photovoltaic power plants, and the remaining HK\$36.6 million (equivalent to approximately RMB29.3 million) will be used by the Company as general working capital.	RMB193.6 million had been utilized to fund the acquisition of a project on 5 May 2015.	RMB99.3 million unutilized proceeds is currently held in cash and cash equivalents and it is expected that it will be applied to finance the Potential Investment and Acquisition, if materializes.

Save as disclosed above, the Company has not carried out any other capital raising activities during the 12 months immediately preceding the Latest Practicable Date.

## LETTER FROM THE BOARD

### EFFECT ON THE SHAREHOLDING OF THE COMPANY FOLLOWING COMPLETION OF THE PLACING

Set out below is the table of the shareholdings in the Company before and after completion of the Placing (assuming no further issue of new Shares or repurchase of Shares from the Latest Practicable Date and prior to completion of the Placing):

Shareholders	Shareholding as at the Latest Practicable Date		Shareholding upon completion of the Placing	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Pohua JT Private Equity				
Fund L.P. and its associates	5,835,820,000	67.52	5,835,820,000	59.47
Placees	–	–	1,170,000,000	11.92
Public shareholders	2,806,922,519	32.48	2,806,922,519	28.61
Total	8,642,742,519	100.00	9,812,742,519	100.00

### EGM

The transactions contemplated under the Agreement, including the issue of the Placing Shares, are subject to the approval by the Shareholders at the EGM.

A notice convening the EGM to be held at 37/F., Cosco Tower, 183 Queen's Road Central, Hong Kong on 5 June 2015 at 11:00 a.m. at which an ordinary resolution will be proposed to consider and, if thought fit, to approve the grant of the Specific Mandate for the allotment and issue of the Placing Shares pursuant to the Agreement is set out on pages 16 to 17 of this circular.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder had a material interest in the Agreement. Therefore, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM to approve the grant of the Specific Mandate.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish. Voting on the proposed resolution at the EGM will be taken by poll.



## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors are of the opinion that the Agreement and the transactions contemplated thereunder are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

Yours faithfully,  
For and on behalf of the Board  
**Kong Sun Holdings Limited**  
**Liu Wen Ping**  
*Chairman*



**KONG SUN HOLDINGS LIMITED**

**江山控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 295)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of Kong Sun Holdings Limited (the “**Company**”) will be held at 37/F., Cosco Tower, 183 Queen’s Road Central, Hong Kong on 5 June 2015 at 11:00 a.m. for the purposes of considering and, if thought fit, passing, with or without amendments, the following resolution as the ordinary resolution of the Company:

**ORDINARY RESOLUTION**

**“THAT**

- a. the placing agreement dated 28 April 2015 between the Company as issuer, China International Capital Corporation Hong Kong Securities Limited, First Shanghai Securities Limited, Kingston Securities Limited and UOB Kay Hian (Hong Kong) Limited as placing agents (the “**Agreement**”), a copy of which marked “A” has been produced to the meeting and initialed by the chairman of the meeting for the purpose of identification, in relation to the placing of up to 1,170,000,000 new shares of the Company (the “**Placing Shares**”) at a placing price of HK\$1.20 per Placing Share and all transactions contemplated thereunder, including the placing of the Placing Shares and, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares and fulfillment (or, as applicable, waiver) of the conditions precedent set out in the Agreement, the allotment and issue of the Placing Shares, pursuant to and subject to the terms and conditions of the Agreement, be and are hereby approved, confirmed and ratified; and

## NOTICE OF EXTRAORDINARY GENERAL MEETING

- b. the directors of the Company (the “**Directors**”) be and are hereby authorised to exercise all the powers of the Company and take all steps as might in the opinion of the Directors be desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Agreement and in relation to the allotment and issue of the Placing Shares, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.”

By order of the Board  
**Kong Sun Holdings Limited**  
**Liu Wen Ping**  
*Chairman*

Hong Kong, 18 May 2015

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (who must be an individual) to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be lodged with the Company’s share registrar, Computershare Hong Kong Investors Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting.
3. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the relevant joint holding.

*As of the date of this notice, the Board comprises two executive Directors, Mr. Liu Wen Ping and Mr. Chang Hoi Nam, one non-executive Director, Mr. Chang Tat Joel, and three independent non-executive Directors, Mr. Miu Hon Kit, Mr. Wang Haisheng and Mr. Lu Hongda.*