
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kith Holdings Limited, 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 transferee.



KITH HOLDINGS LIMITED

僑威集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

**GENERAL MANDATES TO REPURCHASE SHARES AND
ISSUE NEW SHARES;
REFRESHMENT OF SCHEME MANDATE LIMIT;
RE-ELECTION OF DIRECTORS;
APPOINTMENT OF NEW DIRECTOR;
CHANGE OF COMPANY NAME; AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Kith Holdings Limited to be held at Room 103, 1st Floor, Duke of Winsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong, at 3:00 p.m. on Thursday, 25 June 2015 is set out from pages 17 to 21 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event 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 shall not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting should they so desire.

26 May 2015

* For identification purpose only

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DEFINITIONS

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

“Act”	the Companies Act 1981 of Bermuda and as amended from time to time;
“AGM”	the annual general meeting of the Company to be held on Thursday, 25 June 2015 at 3:00 p.m. or any adjournment thereof;
“AGM Notice”	the notice of AGM set out from pages 17 to 21 of this circular;
“Board”	the Board of Directors;
“Change of Name”	the proposed change of the English name of the Company from “Kith Holdings Limited” to “Tesson Holdings Limited” and to adopt a Chinese name “天臣控股有限公司” as its secondary name in place of the existing Chinese name “僑威集團有限公司” which was adopted for identification purpose only;
“Code”	the Hong Kong Code on Takeovers and Mergers;
“Company”	Kith Holdings Limited, a company incorporated in Bermuda and the shares of which are listed on the main board of the Stock Exchange (stock code: 1201);
“Director(s)”	the director(s) of the Company;
“Double Key”	Double Key International Limited;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	21 May 2015, the latest practicable date for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;

DEFINITIONS

“Repurchase Proposal”	the proposal to grant Directors new general mandate to repurchase Shares up to 10% of the issued share capital of the Company at the date of granting the Repurchase Proposal by ordinary resolution at the AGM;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share Option Scheme”	share option scheme adopted by the Company on 13 June 2012;
“Share(s)”	ordinary shares of HK\$0.10 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

LETTER FROM THE BOARD



KITH HOLDINGS LIMITED

僑威集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

Executive Directors:

Ms. Cheng Hung Mui
Mr. Zhang Xiaofeng
Mr. Zhou Jin
Mr. Tao Fei Hu
Mr. Wang Feng Wu
Mr. Wei Ren
Mr. Liu Qingchang
Mr. Liu Shihong

Non-executive Directors:

Mr. Gou Min
Ms. Connie Xiaohua Zhang

Independent Non-executive Directors:

Mr. Ho Chun Chung, Patrick
Mr. Lee Kwong Yiu
Mr. Wang Jinlin
Mr. Zhang Jianxing
Mr. Liang Zhong

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business:

Room 1007
Tsim Sha Tsui Centre, West Wing
66 Mody Road, Tsim Sha Tsui
Kowloon, Hong Kong

26 May 2015

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES AND
ISSUE NEW SHARES;
REFRESHMENT OF SCHEME MANDATE LIMIT;
RE-ELECTION OF DIRECTORS;
APPOINTMENT OF NEW DIRECTOR;
CHANGE OF COMPANY NAME; AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to seek your approval at the forthcoming AGM of ordinary resolutions as set out in the AGM Notice to (i) grant the Directors general mandates to repurchase Shares and issue new Shares; (ii) refresh the scheme mandate limit; (iii) re-elect the Directors; (iv) appoint new Directors; (v)

* For identification purpose only

LETTER FROM THE BOARD

re-appoint the auditor of the Company; and (vi) receive, consider and adopt the audited accounts of the Company and reports of the Directors and of the auditors for the year ended 31 December 2014; and special resolution to change the Company name.

GENERAL MANDATE TO REPURCHASE SHARES AND ISSUE NEW SHARES

The Directors are seeking the passing of ordinary resolutions at the AGM to give to the Directors new general mandates:

- (1) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution at the AGM; and
- (2) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution at the AGM.

The Directors will also propose a separate ordinary resolution at the AGM to add to the mandate to issue those Shares repurchased by the Company pursuant to the repurchase mandate granted to the Directors at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 392,180,400 Shares. Subject to the passing of ordinary resolution (6) set out in the notice convening the AGM and on the basis that no further Shares are issued and/or repurchased prior to the date of the AGM, the Company would be allowed to allot, issue and otherwise deal with a maximum of 78,436,080 Shares and under the Repurchase Proposal to repurchase a maximum of 39,218,040 Shares.

REFRESHMENT OF SCHEME MANDATE LIMIT

Under the Share Option Scheme adopted by the Company on 13 June 2012, and the applicable Listing Rules, the Board has the right to grant to the eligible participants options to subscribe for up to a maximum of 10% of the Shares in issue as at the date of adoption of the Share Option Scheme.

The current scheme mandate limit is 26,145,360 Shares, representing 10% of the total number of Shares in issue as at the date of adoption of the Share Option Scheme. From the date of adoption of the Share Option Scheme up to the Latest Practicable Date, there was no share option granted by the Company under the Share Option Scheme. As such, options carrying rights to subscribe for an aggregate of 26,145,360 Shares may be granted under the current scheme mandate limit. Since the Directors are considering to grant further options under the Share Option Scheme to qualified participants thereunder to provide more incentives to, and recognise the contributions of, the employees of the Company and of its subsidiaries, the Directors consider that the Company should refresh the scheme mandate limit in accordance with the Share Option Scheme so that the Company can enjoy greater flexibility in so doing.

LETTER FROM THE BOARD

The proposed refreshment of scheme mandate limit will be conditional upon: (a) the approval of the Shareholders at the AGM; and (ii) the Stock Exchange granting the listing of, and the permission to deal in, such number of Shares representing 10% of the Shares in issue as at the date of passing the relevant resolution at the AGM, which may fall to be allotted and issued pursuant to the exercise of options granted under the renewed scheme mandate limit.

On the basis of 392,180,400 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued and/or repurchased by the Company prior to the date of the AGM, the Company will be entitled to grant further options under the Share Option Scheme and other share option schemes of the Company carrying rights to subscribe for up to 39,218,040 Shares.

An ordinary resolution will therefore be proposed to the Shareholders at the AGM to refresh the scheme mandate limit so as to allow the Directors to grant share options entitling holders thereof to subscribe for up to 10% of the issued ordinary share capital of the Company as at the date of passing the relevant resolution at the AGM.

The number of Shares to be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and all other share option schemes of the Company must not, in aggregate, exceed 30% of the issued ordinary share capital of the Company from time to time. The Directors consider that the refreshment of scheme mandate limit is in the interests of the Company and the Shareholders as a whole.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares, which may be issued upon exercise of the share options to be granted under the aforesaid refreshed scheme mandate limit.

RE-ELECTION OF DIRECTORS

Pursuant to the Bye-Laws of the Company, (i) Ms. Cheng Hung Mui, Mr. Zhang Xiaofeng, Mr. Liu Qingchang, Mr. Wei Ren and Mr. Liu Shihong as executive Directors; (ii) Mr. Gou Min and Ms. Connie Xiaohua Zhang as non-executive Directors; and (iii) Mr. Ho Chun Chung, Patrick, Mr. Lee Kwong Yiu, Mr. Wang Jinlin, Mr. Zhang Jianxing and Mr. Liang Zhong, as independent non-executive Directors, will hold office until the AGM. Mr. Wang Feng Wu as executive Director, shall retire from office by rotation at the AGM. Save for Mr. Liu Qingchang, Mr. Wei Ren, Mr. Liu Shihong and Ms. Connie Xiaohua Zhang, all the above Directors, being eligible, have offered themselves for re-election.

At the AGM, ordinary resolutions will be proposed to re-elect the Directors as aforementioned. The biographical details of such re-electing Directors as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

APPOINTMENT OF NEW DIRECTOR

Subject to the approval by the Shareholders, the Board proposes to appoint Mr. Chen Dekun (“**Mr. Chen**”), as an executive Director with effect from the date of the AGM.

LETTER FROM THE BOARD

In order to allow the Shareholders to make an informed decision in respect of the proposed appointment, the biographical details of Mr. Chen are set out below pursuant to Rule 13.51(2) of the Listing Rules:

Mr. Chen, aged 52, served as a director of Nanfang Black Sesame Group Co., Ltd. and currently serves as a director of Ever Honest Industries Limited, Gainful Investments Limited and Good Cheers Limited, and the chairman of Yunnan Qiaotong Package Printing Co. Ltd., Anhui Qiaofeng Package Printing Co., Ltd. and Harbin Gaomei Printing Company Limited (all being subsidiaries of the Group).

Nanfang Black Sesame Group Co., Ltd., established in 1993, was listed in Shenzhen Stock Exchange since 1997 (stock code: 000716). Mr. Chen has extensive experiences in corporate management in packaging and production.

Save as disclosed above, Mr. Chen (i) does not hold any directorships in any other public companies which securities are listed on any securities market in Hong Kong or overseas in last three years; (ii) does not hold any position in the Company or any of its subsidiaries; (iii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules); and (iv) does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO).

In addition, save for the above, there is neither other matters relating to Mr. Chen that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Chen will be appointed for a term of 2 years commencing from the grant of approval at the AGM and subject to re-election in accordance with the Bye-Laws of the Company or pursuant to the Listing Rules.

Mr. Chen will receive a monthly director fee of HK\$15,000, an annual salary of HK\$420,000 and also be entitled to normal senior staff fringe benefits and a discretionary bonus, as determined with reference to his duties, responsibilities and to the prevailing market conditions.

CONFIRMATION ON RE-APPOINTMENT OF AUDITOR

Bye-Law 154(1) of the Company provides that subject to Section 88 of the Act, at the annual general meeting or at a subsequent special general meeting in each year, members of the Company shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until members of the Company appoint another auditor. Such auditor may be a member of the Company but no Director or officers or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

At the AGM, an ordinary resolution will be proposed for the purpose of re-appointing ZHONGHUI ANDA CPA Limited as the auditor of the Company and authorising the auditor's remuneration to be fixed by the Board.

LETTER FROM THE BOARD

RECEIVING, CONSIDERING AND ADOPTING FINANCIAL STATEMENTS

Ordinary resolution will be proposed at the AGM for the purpose of receiving, considering and adopting the audited financial statements of the Company, the report of the Directors and the independent auditor's report for the year ended 31 December 2014.

PROPOSED CHANGE OF COMPANY NAME

Subject to approval by the Shareholders at the AGM the Company proposes to change the English name of the Company from "Kith Holdings Limited" to "Tesson Holdings Limited" and to adopt a Chinese name "天臣控股有限公司" as its secondary name in place of the existing Chinese name "僑威集團有限公司" which was adopted for identification purpose only.

Reasons for the Change of Name

The Change of Name is to reflect the Company's focus on the business of the Group. In addition, the Board believes that the new name of the Company can improve the Company's corporate image and identity, which the Board considers to be in the interests of the Company and the Shareholders as a whole.

Conditions

The Change of Name is conditional upon the following conditions having been satisfied:

- (i) the passing by the Shareholders of a special resolution at the AGM to approve the Change of Name; and
- (ii) the Registrar of Companies in Bermuda approving the Change of Name.

Subject to the satisfaction of the above conditions, the Change of Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new English name and the Chinese secondary name on the register in place of the existing English name of the Company.

Effect of the Change of Name

The Change of Name will not affect any rights of the Shareholders or the Company's daily business operation or its financial position. All existing share certificates of the Company in issue bearing the present name of the Company will, after the Change of Name becoming effective, continue to be good evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. As such, no arrangement will be made for the exchange of the existing share certificates of the Company for the new share certificates bearing the Company's new name as a result of the Change of Name.

Once the Change of Name has become effective, new share certificates of the Company will be issued only in the new name of the Company and the securities of the Company will be traded on the Stock Exchange in the new name.

LETTER FROM THE BOARD

Further announcement(s) will be made by the Company to inform the Shareholders of results of the AGM, the effective date of the Change of Name and the new stock short names of the Company.

AGM AND PROXY ARRANGEMENT

The AGM Notice is set out from pages 17 to 21 of this circular.

A form of proxy for use at the AGM is enclosed. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, at the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the AGM.

RECOMMENDATION

The Directors believe that (i) the grant of the general mandates to repurchase Shares and issue new Shares; (ii) the refreshment of the scheme limit; (iii) the re-election of Directors; (iv) the appointment of new Director; (v) the re-appointment of auditor of the Company; and (vi) Change of Name are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions at the AGM.

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 circular misleading.

By order of the Board
Kith Holdings Limited
Zhang Xiaofeng

Director & Chief Executive Officer

This is the explanatory statement to provide requisite information to all Shareholders for their consideration of the proposed general mandate to be granted to the Directors to repurchase Shares of the Company as required by the relevant provision set out in the Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange.

1. CONNECTED PARTIES

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell to the Company any securities of the Company, nor have they undertaken not to sell any securities of the Company held by them to the Company in the event that the Repurchase Proposal is approved by Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 392,180,400 Shares. Subject to the passing of ordinary resolution (6) set out in the AGM Notice and on the basis that no further Shares are issued and/or repurchased prior to the date of the AGM, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 39,218,040 Shares. No repurchases of Shares had been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

3. REASONS FOR SHARE BUY BACK

Although the Directors have no present intention of purchasing any Shares, they believe that the flexibility afforded by the Repurchase Proposal would be in the best interests of the Company and Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when securities are trading at a discount to their underlying value, the ability of the Company to purchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their attributable percentage of interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider to be beneficial to the Company and the Shareholders.

4. FUNDING OF REPURCHASES

The Directors propose that repurchases of Shares of the Company under the Repurchase Proposal would be financed by the Company's internal resources and/or existing banking facilities.

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and Bye-Laws of the Company and applicable laws of Bermuda, namely the Act.

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the Company's Annual Report for the year ended 31 December 2014) in the event that the Repurchase Proposal were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise

the Repurchase Proposal to such extent as would in the circumstances have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest market prices for Shares traded on the Stock Exchange during each of the previous twelve months were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
May	Suspended	Suspended
June	Suspended	Suspended
July	Suspended	Suspended
August	Suspended	Suspended
September	Suspended	Suspended
October	Suspended	Suspended
November	Suspended	Suspended
December	Suspended	Suspended
2015		
January	Suspended	Suspended
February	Suspended	Suspended
March	1.30	0.83
April	1.38	0.72
May (up to and including the Latest Practicable Date)	1.29	1.08

Note: Trading in the Shares was suspended from 18 December 2013 to 26 March 2015 (both days inclusive)

6. UNDERTAKING OF DIRECTORS

Subject to the passing of the ordinary resolution in respect of the Repurchase Proposal at the AGM, the Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Proposal in accordance with the Listing Rules, the laws of Bermuda and the Bye-Laws of the Company.

7. DISCLOSURE OF INTERESTS

If as a result of a Share repurchase, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Code and such increase, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Code. Should the Directors exercise the power of the Company under this general mandate, based on the current shareholding structure of the Company, the Directors are not aware of any obligation that would arise under the Code.

As at the Latest Practicable Date, the Directors' interests in the Shares were as follows:

Name of Director	Capacity	Number of issued ordinary Shares held	Percentage of issued share capital of the Company
Cheng Hung Mui	Interest of Controlled Corporation	235,245,306 <i>(Note)</i>	59.98%

Note: The Shares are held by Double Key in which Cheng Hung Mui owns 100% shareholding interest.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), presently intends to sell Shares to the Company under the Repurchase Proposal in the event that the Repurchase Proposal is approved by Shareholders.

8. HONG KONG CODES ON TAKEOVERS AND MERGERS AND SHARE BUY-BACKS

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Code and would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, Double Key, being the controlling shareholder of the Company, held approximately 59.98% of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholding of Double Key and its associates in the Company would be increased from approximately 59.98% to approximately 66.65% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Code.

EXECUTIVE DIRECTORS

Ms. Cheng Hung Mui (“Ms. Cheng”), aged 44, is a Hong Kong resident and an individual investor. Ms. Cheng had served as director of PNF Food Holdings Limited (currently known as Sino Oil and Gas Holdings Ltd.,) (stock code: 702). She also has an indirect interest in 235,245,306 Shares, representing approximately 59.98% of the issued share capital of the Company.

Save as disclosed above, Ms. Cheng (i) does not hold any directorships in any other public companies which securities are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any position in the Company or any of its subsidiaries; (iii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules); and does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO).

In addition, save for the above, there is neither other matters relating to Ms. Cheng that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Zhang Xiaofeng (“Mr. Zhang”), aged 43, is an executive Director and chief executive officer of the Company and directors of certain subsidiaries, namely, Kith Credit Limited, Kith Energy Limited, Kith OE Limited, Kith Secfor Limited, Kith Supplies Limited, Ever Honest Industries Limited, Gainful Investments Limited, Good Cheers Limited, Brightbase Investments Limited, Wisewell (HK) Limited, Kith Limited, Easyfield Pacific Limited, Grand Vista Investments Limited, Kith Capital Limited, Kith Distribution Limited and Auhui Qiaofeng Package Printing Co. Ltd. He is also the supervisor of Yunnan Qiaotong Package Printing Co. Ltd.

Mr. Zhang is a PRC national and is currently a director of Double Key. Mr. Zhang has over ten years of experience in securities investment. He was the legal representative of 新疆玖隆投資有限公司 (translated as Xinjiang Jiu Long Investment Company Limited), a company incorporated in the PRC with limited liability in 2006 and the then business scope of which covered infrastructure investment, mining, investment and development in forestry, agriculture and animal husbandry, and sales of, amongst others, chemical products, housewares and stationery. Mr. Zhang graduated from Graduate School of Chinese Academy of Social Sciences (中國社會科學院研究生院) in November 1998.

Mr. Zhang was also appointed on 16 June 2014 as directors of Kith Electronics Limited (in creditors’ voluntary liquidation)(“**KEL**”) and Kith Resources Limited (in creditors’ voluntary liquidation)(“**KRL**”) respectively as part of the restructuring of the Company. KEL and KRL were put into liquidation on 20 August 2014.

Save as disclosed above, Mr. Zhang (i) does not hold any directorships in any other public companies which securities are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any position in the Company or any of its subsidiaries; (iii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the

Listing Rules); and does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO).

In addition, save for the above, there is neither other matters relating to Mr. Zhang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Wang Feng Wu (“Mr. Wang”), aged 60, is the general manager and a founding member of Harbin Gaomei Printing Co., Ltd. and is responsible for its overall management. He is an economist in the PRC and a graduate of the Beijing Institute of Graphic Communication in the PRC. Mr. Wang joined the Group in March 1993. He has over 40 years of experience in production and management in the PRC’s printing industry.

Mr. Wang (i) does not hold any directorships in any other public companies which securities are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any position in the Company or any of its subsidiaries; (iii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules); and does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO).

In addition, save for the above, there is neither other matters relating to Mr. Wang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

NON-EXECUTIVE DIRECTOR

Mr. Gou Min (“Mr. Gou”), aged 43, is a PRC national and obtained a bachelor degree in law from Southwest University of Political Science and Law in 1995. Mr. Gou is currently the legal adviser of 成都吉創電子有限公司 (translated as Chengdu Ji Chuang Electronics Company Limited).

Mr. Gou (i) does not hold any directorships in any other public companies which securities are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any position in the Company or any of its subsidiaries; (iii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules); and does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO).

In addition, save for the above, there is neither other matters relating to Mr. Gou that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ho Chun Chung, Patrick (“**Mr. Ho**”), aged 51, is a Hong Kong resident. Mr. Ho is a certified public accountant and an associate member of Hong Kong Society of Accountants and the Chartered Association of Certified Accountants. Mr. Ho obtained from City University of Hong Kong a degree of Master of Science in Finance in 1996 and a postgraduate diploma in banking and finance in 1992. Mr. Ho served as the financial controller for Gold Peak Industries (Holdings) Ltd. (the shares of which are listed on the main board of the Stock Exchange (stock code: 40)) in 1999 and Chen Hsong Holdings Limited (the shares of which are listed on the main board of the Stock Exchange (stock code:57)) from 2002 to 2005.

Save as disclosed above, Mr. Ho (i) does not hold any directorships in any other public companies which securities are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any position in the Company or any of its subsidiaries; (iii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules); and does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO).

In addition, save for the above, there is neither other matters relating to Mr. Ho that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Lee Kwong Yiu (“**Mr. Lee**”), aged 52, has over 19 years of experience in Hong Kong law as a qualified solicitor. He is now the principal of Philip K. Y. Lee & Co. Solicitors. He is also the Associate Member of the Chartered Institute of Arbitrators and is a China-Appointed Attesting Officer since 20 April 2006. Mr. Lee is currently the independent non-executive director of Sun Hing Vision Group Holdings Limited (stock code: 125) and was the independent non-executive director of ABC Communications (Holdings) Limited (stock code: 30) during the period from 19 June 2009 to 5 October 2014.

Save as disclosed above, Mr. Lee (i) does not hold any directorships in any other public companies which securities are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any position in the Company or any of its subsidiaries; (iii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules); and does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO).

In addition, save for the above, there is neither other matters relating to Mr. Lee that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Wang Jinlin, aged 50, graduated from Zhejiang University and obtained a bachelor degree in 1984. He is a senior engineer and used to serve as the deputy general manager of Jiaxing Silk Spinning Factory (嘉興絹紡廠), the deputy general manager and general manager of Zhejiang Jinying Silk Spinning Co., Ltd. (浙江金鷹絹紡有限公司), and the deputy general manager of Zhejiang Jinying Holding Limited, possessing rich experience in corporate management and practice. He was a member of CPPC of Jiaxing, a member of Chinese Silk Industry Association (中國絲綢工業協會) and the vice chairman of the silk spinning branch of the Chinese Silk Industry Association.

Save as disclosed above, Mr. Wang Jinlin (i) does not hold any directorships in any other public companies which securities are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any position in the Company or any of its subsidiaries; (iii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules); and does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO).

In addition, save for the above, there is neither other matters relating to Mr. Wang Jinlin that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Zhang Jianxing, aged 48, graduated from Tongji University and received a bachelor of science degree in civil engineering. He has been employed by CDH Investments Management (Hong Kong) Limited (“CDH”) since 2011, and his current position is operating managing director. Prior to joining CDH, from 2009 to 2011, he served as an operating director at China Resources Asset Management. From 2006 to 2009, he worked as the vice president at China Worldbest Group Co., Ltd. He is currently the executive director and the chief executive officer of New Focus Auto Tech Holdings Limited (stock code: 360).

Save as disclosed above, Mr. Zhang Jianxing (i) does not hold any directorships in any other public companies which securities are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any position in the Company or any of its subsidiaries; (iii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules); and does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO).

In addition, save for the above, there is neither other matters relating to Mr. Zhang Jianxing that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Liang Zhong (“Mr. Liang”), aged 48, the general director of CN Finance Holdings Limited and the general manager of Shenzhen Fanhua Fund Management Services Co., Ltd., has more than 20 years experience in finance. Mr. Liang worked in the People’s Bank of China, Zhongshan branch, Guangdong Province, and was mainly responsible for financing business, setting up business department for Zhongshan Guangdong Securities* (廣東證券中山營業部), Zhongshan Securities Registration Company* (中山證券登記公司), Zhongshan Securities Company* (中山證券公司), as well as engaging in funding and corporate bond business. He was the chief representative of Everbright Assets Management Co., Ltd. (Zhongshan Branch) (光大資產管理有限責任公司中山分公司).

Save as disclosed above, Mr. Liang (i) does not hold any directorships in any other public companies which securities are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any position in the Company or any of its subsidiaries; (iii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules); and does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO).

In addition, save for the above, there is neither other matters relating to Mr. Liang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

NOTICE OF AGM



KITH HOLDINGS LIMITED

僑威集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of shareholders of Kith Holdings Limited (the “Company”) will be held at Room 103, 1st Floor, Duke of Winsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong, at 3:00 p.m. on Thursday, 25 June 2015 for the following purposes:

As ordinary business, to consider and if thought fit, pass the following ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and of the auditors for the year ended 31 December 2014.
2. To re-elect directors and to authorise the board of directors to fix their remuneration.
3. To appoint Mr. Chen Dekun as executive director of the Company.
4. To re-appoint auditor and to authorise the board of directors to fix their remuneration.

As special business, to consider and if thought fit, pass the following ordinary resolutions:

5. To approve the Ongoing Connected Transactions.
6. (A) **“THAT:**
 - (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional share(s) of HK\$0.10 each (the “**Share(s)**”) in the capital of the Company and to make or grant offers, agreements and options (including warrants) which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants) which might require the exercise of such power after the end of the Relevant Period;

* For identification purpose only

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- (c) the aggregate nominal value of share capital to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time, or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend scheme or similar arrangement 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, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (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 or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution; and

“**Rights Issue**” means an offer of shares or issue of options to subscribe for shares open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company 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 any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

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- (B) **“THAT:**
- (a) subject to paragraphs (b) and (c) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares or warrants of the Company on the Stock Exchange or on any other stock exchange on which the shares or warrants of the Company may be listed and is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal value of shares or warrants of the Company to be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue at the date of passing this Resolution or 10% of the aggregate outstanding amount of warrants of the Company at the date of passing this Resolution respectively, and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
 - (c) for the purposes of this Resolution, **“Relevant Period”** means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (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 or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.”
- (C) **“THAT** conditional upon Resolution Nos. 6(A) and 6(B) as set out in this notice being passed, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to Resolution No. 6(A) as set out in this notice be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No.

NOTICE OF AGM

6(B) as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing this Resolution.”

7. “**THAT** subject to and conditional upon (a) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the ordinary Shares in the ordinary share capital of the Company (representing a maximum of 10% of the ordinary shares of the Company in issue as at the date of passing of this Resolution) which may be issued pursuant to the exercise of options granted under the share option scheme adopted by the Company on 13 June 2012 (the “**Share Option Scheme**”), the 10% limit on grant of share options under the Share Option Scheme be and is hereby refreshed provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this Resolution (the “**Refreshed Mandate Limit**”); and any director of the Company be and is hereby authorised to do such act and execute such document to effect the Refreshed Mandate Limit as he deems fit.”

As special business, to consider and if thought fit, pass with or without amendments, the following resolution as a **special** resolution:

8. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained,
- (i) the English name of the Company be changed from “Kith Holdings Limited” to “Tesson Holdings Limited” and the Chinese name “天臣控股有限公司” be adopted as the secondary name of the Company in place of the existing Chinese name “僑威集團有限公司” which was adopted for identification purposes only, with effect from the date of entry of the new English name and the Chinese secondary name of the Company on the register maintained by the Registrar of Companies in Bermuda; and
 - (ii) the directors and company secretary of the Company be and are hereby authorised to do all such acts, deeds, and things as they may, in their absolute discretion, consider necessary, desirable or expedient, to give effect and implement the change of name of the Company, including attending necessary registration and filing for and on behalf of the Company.”

By order of the Board
Kith Holdings Limited
Zhang Xiaofeng
Director & Chief Executive Officer

Hong Kong, 26 May 2015

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Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a member of the Company. 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/she/they represent as such member could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. The instrument appointing a proxy (if required by the board of Director) together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, must be delivered to the office of Tricor Abacus Limited, the Company's branch share registrar in Hong Kong at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting where the meeting was originally held within twelve (12) months from such date.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the registered office or the branch register of member of the Company (or such other place as may be specified for the delivery of the instruments of proxy in the notice convening the meeting) two (2) hours at least before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.
6. The register of members will be closed from 24 June 2015 to 25 June 2015 (both dates inclusive), during which period no transfer of shares will be effected. In order to qualify for attending and voting at the aforesaid meeting, all transfer forms of shares accompanied by the relevant shares certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 23 June 2015.
7. As at the date of this notice, the board of directors of the Company comprises Ms. Cheng Hung Mui, Mr. Zhang Xiaofeng, Mr. Zhou Jin, Mr. Tao Fei Hu, Mr. Wang Feng Wu, Mr. Wei Ren, Mr. Liu Qingchang and Mr. Liu Shihong as executive Directors, Mr. Gou Min and Ms. Connie Xiaohua Zhang as non-executive Directors, Mr. Ho Chun Chung, Patrick, Mr. Lee Kwong Yiu, Mr. Wang Jinlin, Mr. Liang Zhong and Mr. Zhang Jianxing as independent non-executive Directors.