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KITH HOLDINGS LIMITED
僑威集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

NOTICE OF ANNUAL GENERAL MEETING

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

* *For identification purpose only*

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;
- (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).”

(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. 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

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 as independent non-executive Directors.