
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Takson Holdings Limited**, you should at once hand this circular and the relevant proxy forms and reply slips to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Takson Holdings Limited
第一德勝控股有限公司 *
(Incorporated in Bermuda with limited liability)
(Stock Code: 918)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

The Company will convene the special general meeting on Friday, 21 April 2017, at 3:00 p.m., at Unit 2307 – 10, 23/F, Dah Sing Financial Centre, 108 Gloucester Road, Wan Chai, Hong Kong. Notice of the SGM is set out on pages 6 to 7 of this circular. A letter from the Board is set out on pages 2 to 5 of this circular.

Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Tricor Abacus Limited, at 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 the holding of the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

** For identification purposes only*

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DEFINITIONS

In this circular, the following terms shall have the following meaning unless the context otherwise requires:

“Announcement”	announcement dated on 17 March 2017 made by the Company in relation to the Proposed Change of Company Name
“Board”	the board of Directors from time to time of the Company
“Company”	Takson Holdings Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 918)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Proposed Change of Company Name”	the proposed change of the Company’s English name from “Takson Holdings Limited” to “State Energy Group International Assets Holdings Limited” and the adoption of the Chinese name “國能集團國際資產控股有限公司” as the secondary name of the Company to replace its existing name in Chinese name “第一德勝控股有限公司” which is currently used for identification purposes only
“SGM”	the special general meeting of the Company to be convened and held for considering and approving the Proposed Change of Company Name as referred to in this circular, or any adjournment thereof
“SGM Notice”	the notice convening the SGM as set out on pages 6 to 7
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



Takson Holdings Limited 第一德勝控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 918)

Board of Directors:

Executive Directors:

Mr. Ren Qingxin (*Chairman*)

Mr. Zhou Xinyu (*Chief Executive Officer*)

Ms. Niu Fang

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11 Bermuda

Independent Non-Executive Directors:

Ms. Ni Lijun

Mr. Shen Guoquan

Ms. Meng Rongfang

Principal place of business in Hong Kong:

Unit 2307 – 10, 23/F,

Dah Sing Financial Centre,

108 Gloucester Road,

Wan Chai,

Hong Kong

23 March 2017

To the Shareholders:

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

1. INTRODUCTION

The Company refers to the Announcement pursuant to which the Company announced that the Board proposed to change the English name of the Company from “Takson Holdings Limited” to “State Energy Group International Assets Holdings Limited” and to adopt the new Chinese name “國能集團國際資產控股有限公司” as the secondary name of the Company to replace its existing Chinese name “第一德勝控股有限公司” which is currently used for identification purposes only.

* For identification purposes only

LETTER FROM THE BOARD

The purpose of this circular is to give you (i) further information regarding the Proposed Change of Company Name; and (ii) the notice of the SGM at which a special resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name.

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from “Takson Holdings Limited” to “State Energy Group International Assets Holdings Limited” and to adopt the Chinese name “國能集團國際資產控股有限公司” as the secondary name of the Company to replace its existing Chinese name “第一德勝控股有限公司” which is currently used for identification purposes only.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to:

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

Once the special resolution on the Proposed Change of Company Name has been passed, the Company will file a certified copy of the said resolution with the Registrar of Companies in Bermuda to effect the change. The Proposed Change of Company Name will take effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name. Thereafter, the Company will carry out the necessary filing procedures in Hong Kong as required under the applicable laws, rules and regulations of Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

The Group is principally engaged in sourcing, subcontracting, marketing and selling of garments and sportswear products, and property investment. In view of the weak business sentiments on the Group’s export sale of garments and sportswear business, the Board builds on the existing property investment business to solicit project resources through various channels to focus on property and related businesses investment in order to broaden the sources of income and to boost the business performance of the Group.

LETTER FROM THE BOARD

The Board considers that the Proposed Change of Company Name will benefit the Company's future development. Following the completion of the change in ownership of the Company and the close of the mandatory unconditional cash offer by State Energy HK Limited for all the issued shares of the Company, the Directors discussed and considered that the proposed new name of the Company provides a more accurate reflection of the Company's corporate identity. The Board considers that the proposed new name of the Company will provide the Company with a new corporate image and identity and the Proposed Change of Company Name will benefit the Company and is in the interests of the Company and the Shareholders as a whole.

EFFECTS OF THE CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the Shareholders. After the Proposed Change of Company Name becomes effective, all existing share certificates will continue to be evidence of title and will continue to be valid for trading, settlement and delivery for the same number of shares of the Company in the new name of the Company on the Stock Exchange. There will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

Once the Proposed Change of Company Name becomes effective, new share certificates of the Company will be issued only in the new name of the Company.

Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the shares of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

The Company will make further announcement(s) to inform the Shareholders of the results of the SGM on the effective date of the Proposed Change of Company Name and the new stock short names of the Company under which the shares of the Company will be traded on the Stock Exchange and the new website address of the Company in due course upon the Proposed Change of Company Name becoming effective.

LETTER FROM THE BOARD

SGM

The SGM Notice is set out on pages 6 to 7 of this circular.

The SGM will be convened for the purpose of obtaining approval from the Shareholders for the Proposed Change of Company Name and to authorise the Board to determine and deal with matters relating thereto, at its discretion with full authority.

Proxy form for use at the SGM is enclosed with this circular. Whether or not you intend to attend the SGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the branch share registrar of the Company, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, HongKong not less than 48 hours before the time appointed for holding the SGM. Completion and return of a proxy form will not preclude Shareholders from attending and voting at the SGM if they so wish and in such event, the proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the SGM will be taken by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the special resolution to be proposed at the SGM.

RECOMMENDATION

The Board is of the opinion that the Proposed Change of Company Name will benefit the Company and is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of the special resolution to approve the Proposed Change of Company Name as set out in the SGM Notice.

By order of the Board of
Takson Holdings Limited
Zhou Xinyu
*Chief Executive Officer &
Executive Director*

NOTICE OF SPECIAL GENERAL MEETING



Takson Holdings Limited **第一德勝控股有限公司***

(Incorporated in Bermuda with limited liability)

(Stock Code: 918)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Takson Holdings Limited (the “**Company**”) will be held on Friday, 21 April 2017, at 3:00 p.m., at Unit 2307 – 10, 23/F, Dah Sing Financial Centre, 108 Gloucester Road, Wan Chai, Hong Kong for the following purposes:

To consider as special business and, if thought fit, pass with or without amendments, the following special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “Takson Holdings Limited” to “State Energy Group International Assets Holdings Limited” and the Chinese name “國能集團國際資產控股有限公司” to be adopted as the secondary name of the Company to replace its existing Chinese name “第一德勝控股有限公司” which is currently used for identification purposes only (the “Proposed Change of Company Name”), and any one director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he considers necessary or expedient in connection with the implementation of or in order to give effect to the Proposed Change of Company Name.”

On behalf of the Board
Takson Holdings Limited
Zhou Xinyu
*Chief Executive Officer &
Executive Director*

Hong Kong, 23 March 2017

* For identification purposes only

NOTICE OF SPECIAL GENERAL MEETING

Principal Place of Business in Hong Kong

Unit 2307 – 10, 23/F

Dah Sing Financial Centre

108 Gloucester Road

Wan Chai, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more Shares may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority, must be deposited at the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Save for the resolutions proposed by the chairman of the Meeting regarding the approval on the procedural and administrative matters (as defined under the Listing Rules) to be voted on by a show of hands during the Meeting, any voting on the resolutions set out herein should be taken by poll at the Meeting as required by the Listing Rules.
4. As at the date of this notice, the Board comprises Mr. Ren Qingxin, Mr. Zhou Xinyu and Ms. Niu Fang being executive Directors and Ms. Ni Lijun, Mr. Shen Guoquan and Ms. Meng Rongfang being independent non-executive Directors.