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TESSON HOLDINGS LIMITED

天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Tesson Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 29 August 2017 at Room 1007, Tsim Sha Tsui Centre, West Wing, 66 Mody Road, Tsim Sha Tsui, Hong Kong to consider and, if thought fit, approve, with or without modifications, the following resolution(s) as ordinary resolution(s):

ORDINARY RESOLUTION

“**THAT:**

- (a) the joint venture agreement dated 16 June 2017 (the “**JV Agreement**”) entered into between 天臣新能源(深圳)有限公司 (Tesson New Energy (Shenzhen) Limited*) (“**Tesson Shenzhen**”), 南方黑芝麻集团股份有限公司 (Nanfang Black Sesame Group Company Limited*) (“**Nanfang Black Sesame**”), and 大連智雲自動化裝備股份有限公司 (Dalian Zhiyun Automatic Equipment Company Limited*) (“**Dalian Zhiyun**” together with Tesson Shenzhen, and Nanfang Black Sesame, the “**JV Partners**”) in relation to, among other things, the establishment of 天臣南方電源系統有限公司 (Tesson Nanfang Power System Company Limited*) (the “**JV Company**”), the payment of capital commitment with respect to the registered capital of the JV Company, and the management of the JV Company, a copy of the JV Agreement has been produced to the SGM and marked “A” for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as he may in his absolute discretion deems necessary or desirable to give effect to or in connection with the JV Agreement and the transactions contemplated thereunder.”

Yours faithfully
By order of the Board
Tesson Holdings Limited
Tin Kong
Chairman

Hong Kong, 9 August 2017

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

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

Notes:

- (1) Any shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder. Completion and return of the form of proxy will not preclude a shareholder from attending the meeting and voting in person. In such event, his/her/its form of proxy will be deemed to have been revoked.
- (2) Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the meeting, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.

- (4) Entitlement to vote and attend the SGM: Shareholders who are entitled to attend and vote at the SGM are those whose names appear on the register of members of the Company as at the close of business on 23 August 2017. In order to qualify for attending the SGM, all transfer documents, accompanied by the relevant share certificates, have to be lodged for registration with the Company's registrar, Computershare Hong Kong Investor Services Limited at Room 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Wednesday, 23 August 2017 (Hong Kong time).
- (5) The resolution(s) as set out above will be determined by way of a poll.

* *for identification purpose only*

As at the date of this notice, the executive directors of the Company are Ms. Cheng Hung Mui, Mr. Tin Kong, Mr. Zhou Jin, Mr. Chen Dekun, Mr. Tao Fei Hu and Mr. Sheng Siguang; and the independent non-executive directors of the Company are Mr. Wang Jinlin, Mr. Ng Ka Wing and Mr. See Tak Wah.