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TOJKSODIROTBANK



KAISUN ENERGY GROUP LIMITED

凱順能源集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8203)

CONDITIONAL AGREEMENT WITH OJSC TOJKSODIROTBANK (“TSB”)

IN RESPECT OF PROCURING INVESTMENT OF USD20 MILLION FOR TSB

The Board is pleased to announce that on 29 October, 2015, the Company and OJSC Tojiksodirotbank (“TSB”) have entered into the Conditional Agreement in respect of procuring investment of USD20 million for TSB (“Agreement”).

As at the date of this announcement, the “Conditions of Investment” are for procuring investment of USD20 million for TSB. Subject to fulfilling all conditions of investment, the possible investment may or may not proceed. Further announcement(s) will be made to inform Shareholders of any further developments in relation to the possible investment. Shareholders of the Company and potential investors are advised to exercise caution when making any decision related to dealing in the shares of the Company.

This announcement is made pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”).

The Board is pleased to announce that on 29 October, 2015, the Company and OJSC Tojiksodirotbank (“TSB”) have entered into the Conditional Agreement which sets out and “Conditions of Investment” in respect of procuring investment of USD20 million for TSB (“Agreement”).

Parties: (a) Kaisun Energy Group Limited (“Kaisun Energy”)
(b) OJSC Tojiksodirotbank (“TSB”)

Background of Agreement

Since the launch in 2013, China’s One Belt One Road strategy has moved very fast. It has now become the major trans-continental and multi-national initiative that involve countries more than originally targeted. Chinese President Xi’s state visit to London extends the strategy to the financial centre of Europe and is setting to revive the old glory of the traditional Silk Roads that also include economic development.

Fully supporting the recent development of “One Belt One Road” Strategy and expecting massive funding arising from China’s Silk Road Fund, Asia Infrastructure Investment Bank, etc. to fund large scale infrastructure projects, Tajikistan based OJSC Tojiksodirotbank (“TSB”) needs to find strategic partner to capture opportunities that arise.

Kaisun Energy Group Limited has operating experience in Hong Kong, Shenzhen, and Shandong of China and also Silk Road related regions such as Xinjiang, and Tajikistan. Not only does Kaisun energy have years of operating experience in Tajikistan, it has also taken on consulting roles in other Central Asian projects with their business partners. Management and directors of the Group not only has rich background in energy and mining but also financial and capital markets know-how in Hong Kong as well as other developed and developing nations. Recently, Kaisun has been heavily promoting China's Silk Road Strategy and looking for opportunities that can utilize Kaisun's Central Asian experience and worldwide connections.

Therefore, TSB has invited Kaisun Energy Group Limited ("Kaisun") to procure investment of USD20 million for TSB. The Agreement sets out "Conditions of Investment" as follows:

Conditions of Investment

Subject to due diligence, shareholder's approval and regulatory approval by relevant authorities in Hong Kong and Tajikistan, the possible investment will be in the form of a convertible bond based on Net Asset Value (NAV) of TSB subject to valuation by independent valuer,

Others

This Agreement sets out the "Conditions of Investment" for the parties. Detailed terms of possible investment will be subject to definitive agreements to be entered into by both parties.

As at the date of this announcement, the "Conditions of Investment" are for procuring investment of USD20 million for TSB. Subject to fulfilling all conditions of investment, the possible investment may or may not proceed. Further announcement(s) will be made to inform Shareholders of any further developments in relation to the possible investment. Shareholders of the Company and potential investors are advised to exercise caution when making any decision related to dealing in the shares of the Company.

The English text of this announcement shall prevail over the Chinese text in case of inconsistencies.

DEFINITIONS

Unless the context requires otherwise, capitalized terms used herein shall have the following meanings:

"Board" The Board of Directors

"Company" Kaisun Energy Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM (stock code: 8203)

"Director(s)" the director(s) of the Company

"GEM" the Growth Enterprise Market of the Stock Exchange

"GEM Listing Rules" the Rules Governing the Listing of Securities on the GEM

“Agreement” The Conditional Agreement dated 29 October 2015 between the Company and OJSC Tojiksodirobank

“Stock Exchange” The Stock Exchange of Hong Kong Limited

By order of the Board
Kaisun Energy Group Limited
Chan Nap Kee, Joseph
Chairman

Hong Kong, 29 October, 2015

As of the date of this announcement, the executive Directors are Mr. Chan Nap Kee Joseph, Dr. Chow Pok Yu Augustine, Mr. Yang Yongcheng. The independent non-executive Directors are Mr. Liew Swee Yean, Mr. Siu Siu Ling Robert, Dr. Wong Yun Kuen and Mr. Anderson Brian Ralph.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement in this announcement misleading or deceptive.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the Company's website at www.kaisunenergy.com.

** for identification purpose only*