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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Kaisun Energy Group Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.



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)

PROPOSED SHARE CONSOLIDATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 5 to 10 of this circular. A notice convening the extraordinary general meeting of Kaisun Energy Group Limited to be held at Unit A, 23/F Two Chinachem Plaza, 68 Connaught Road Central, Central, Hong Kong on Wednesday, 15 February 2017 at 10:30 a.m. is set out on pages 11 to 13 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

This circular will remain on the GEM website at http://www.hkgem.com on the "Latest Company Announcements" page for at least seven days from the day of its posting.

* For identification purposes only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

Page

DEFINITIONS	1
EXPECTED TIMETABLE	3
LETTER FROM THE BOARD	5
NOTICE OF EGM	11

DEFINITIONS

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

"Board"	the board of Directors or a duly authorised executive committee thereof
"Business Day"	a day (other than a Saturday and Sunday) on which licensed banks are generally open for business more than five hours in Hong Kong
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC with limited liability, the Shares of which are listed on GEM
"Company"	Kaisun Energy Group Limited (凱順能源集團有限公司*), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
"Consolidated Shares"	ordinary share(s) of HK\$0.10 each in the share capital of the Company upon completion of the Share Consolidation
"Director(s)"	director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be held to consider and, if thought fit, to approve the Share Consolidation
"Existing Share Certificate(s)"	the form of certificate(s) of the Shares
0	the form of certificate(s) of the Shares the Growth Enterprise Market of the Stock Exchange
Certificate(s)"	
Certificate(s)" "GEM"	the Growth Enterprise Market of the Stock Exchange
Certificate(s)" "GEM" "GEM Listing Rules"	the Growth Enterprise Market of the Stock Exchange the Rules Governing the Listing of Securities on GEM
Certificate(s)" "GEM" "GEM Listing Rules" "Group"	the Growth Enterprise Market of the Stock Exchange the Rules Governing the Listing of Securities on GEM the Company and its subsidiaries
Certificate(s)" "GEM" "GEM Listing Rules" "Group" "HKSCC" "Hong Kong branch share registrar and	 the Growth Enterprise Market of the Stock Exchange the Rules Governing the Listing of Securities on GEM the Company and its subsidiaries Hong Kong Securities Clearing Company Limited Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch Share registrar located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's

DEFINITIONS

"New Share Certificate(s)"	the form of certificate(s) of the Consolidated Shares
"Share Consolidation"	the proposed consolidation of every ten (10) Shares of HK\$0.01 each in the issued and unissued share capital of the Company into one (1) Consolidated Share of HK\$0.10 each in the issued and unissued share capital of the Company
"Shareholders"	holders of the Shares
"Shares"	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK\$"	Hong Kong dollar(s), the lawful currency of Hong Kong

* For identification purpose only

This circular has been printed in English and Chinese. In the event of any inconsistency, the English text of this circular shall prevail over its Chinese text.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation is as follows:

2017

Latest time for lodging transfers of shares to qualify for
attending the EGM
Closure of register of members for the purpose of determining members who are entitled to attend the
EGM (both dates inclusive) Friday, 10 February to Wednesday, 15 February
Latest time for lodging proxy form for EGM
Date and time of EGM
Announcement of poll results of EGM Wednesday, 15 February
Effective date of Share Consolidation
First day of free exchange of Existing Share Certificates for New Share Certificates for Consolidated Shares Thursday, 16 February
Dealing in Consolidated Shares commences
Original counter for trading in existing Shares (in the board lots of 10,000 Shares in the form of Existing Share Certificates) temporarily closes
Thursday, 16 February
Temporary counter for trading in Consolidated Shares (in board lots of 1,000 Consolidated Shares in the form of Existing Share Certificates) opens
Thursday, 16 February
Original counter for trading in Consolidated Shares (in board lots of 10,000 in the form of New Share Certificates for Consolidated Shares) re-opens Thursday, 2 March
Parallel trading (in the form of both Existing Share Certificates in board lots of 1,000 Consolidated Shares and New Share Certificates in board lots of 10,000 Consolidated Shares) commences Thursday, 2 March

EXPECTED TIMETABLE

Operation of odd lot arrangement commences
Parallel trading (in the form of both Existing Share Certificates in board lots of 1,000 Consolidated Shares and New Share Certificates in board lots of 10,000 Consolidated Shares) ends Friday, 24 March
Operation of odd lot arrangement ends Friday, 24 March
Temporary counter for trading Consolidated Shares (in board lots of 1,000 in the form of Existing Share Certificates) closes
Last day for free exchange of Existing Share Certificates for New Share Certificates

Note: All times and dates specified in this circular refer to Hong Kong local times and dates. Dates stated in this circular for events mentioned in the timetable are indicative only and is subject to the satisfaction of all the conditions of the Share Consolidation, including but without limitation to, the approval of the Share Consolidation by Shareholders at the EGM.

In the event that any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any extension or adjustment to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.



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)

Executive Directors: Mr. CHAN Nap Kee, Joseph (Chairman and Chief Executive Officer) Mr. YANG Yongcheng

Independent non-executive Directors: Mr. LIEW Swee Yean Mr. SIU Siu Ling, Robert Dr. WONG Yun Kuen Mr. ANDERSON Brian Ralph Registered office: Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands

Head office and principal place of business in Hong Kong: Unit A, 23rd Floor Two Chinachem Plaza 68 Connaught Road Central Central Hong Kong

24 January 2017

To the Shareholders

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 1 December 2016 in relation to, among others, the Share Consolidation.

The purpose of this circular is to provide you with details of the Share Consolidation, and to give you notice of the EGM.

* For identification purposes only

PROPOSED SHARE CONSOLIDATION

The Share Consolidation is proposed in compliance with Rule 17.76 of the GEM Listing Rules whereby every ten (10) existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of HK\$0.10 each and where applicable, the total number of consolidated shares in the issued capital of the company immediately following the share consolidation will be rounded down to a whole number.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions being satisfied:

- (i) the passing of the ordinary resolution to approve the Share Consolidation by the Shareholders at the EGM;
- (ii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands to effect the Share Consolidation; and
- (iii) the listing committee of the Stock Exchange granting approval to the listing of and permission to deal in the Consolidated Shares to be issued.

Assuming all the above conditions are fulfilled, the Share Consolidation will become effective on the Business Day following the passing of the ordinary resolution at the EGM.

Effect of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$500,000,000 divided into 50,000,000 Shares of HK\$0.01 each, of which 5,652,608,550 Shares had been issued and were fully paid or credited as fully paid. Assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the EGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will remain HK\$500,000,000 yet divided into 5,000,000,000 Consolidation Shares of HK\$0.10 each instead, of which 565,260,855 Consolidated Shares of HK\$0.10 each will be in issue which are fully paid or credited as fully paid following the Share Consolidation becoming effective.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other. The Share Consolidation will not result in any change in the rights of the Shareholders. Other than the expenses to be incurred in relation to the Share Consolidation (including without limitation professional fees and printing fees), the implementation thereof will not, of itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the holders of shares of the same class, save for any fractional Consolidated Ordinary Shares which may arise.

Listing application

An application has been made by the Company to the listing committee of the Stock Exchange for the listing of and the permission to deal in the Consolidated Shares. All necessary arrangements will be made for the Consolidated Shares to be admitted into the CCASS. The Share Consolidation will be conducted in accordance with the articles of association of the Company.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on Stock Exchange, upon the Share Consolidation being effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

Fractional Consolidated Shares and odd lot trading arrangement

Fractional Consolidated Shares will be disregarded and will not be issued to Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Consolidated Shares regardless of the number of share certificates held by such holder.

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Computershare Hong Kong Investor Services Limited, as an agent to provide matching service for the sale and purchase of odd lots of the Consolidated Shares at the relevant market price per Consolidated Share for Shareholders, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares, during the period from Thursday, 2 March 2017 to Friday, 24 March 2017 (both days inclusive). Shareholders who wish to use this matching service should contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or at the telephone number (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of such period.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares are not guaranteed. If any Shareholder is in doubt about the odd lot trading arrangement, such Shareholder should consult his/her/its own professional advisers.

Board lot size

Currently, the Shares are traded on the Stock Exchange in board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 10,000 Consolidated Shares.

Based on the closing price of HK\$0.048 per Existing Share (equivalent to the theoretical closing price of HK\$0.48 per Consolidated Share) as at the Latest Practicable Date, the value of each board lot of the Existing Shares is HK\$480 and the theoretical market value of each board lot of the Consolidated Shares, assuming the Share Consolidation had become effective, would be HK\$4,800.

Free exchange of share certificates and trading arrangement

Subject to the Share Consolidation becoming effective, which is expected to be on Thursday, 16 February 2017, Shareholders may, during the period from Thursday, 16 February 2017 to Wednesday, 29 March 2017 (both days inclusive) between 9:00 a.m. and 4:00 p.m. on any Business Day, submit the Existing Share Certificates to the Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, to exchange, at the expense of the Company, for the New Share Certificates of the Consolidated Shares.

Thereafter, each Existing Share Certificate will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each New Share Certificate issued or each Existing Share Certificate submitted for cancellation, whichever the number of certificates issued or cancelled is higher. Nevertheless, the Existing Share Certificates will continue to be good evidence of legal title and may be exchanged for the New Share Certificates for the Consolidated Shares at any time after Wednesday, 29 March 2017 but are not accepted for trading, settlement and registration upon completion of the Share Consolidation. The new share certificates of the consolidated shares will be issued in purple colour in order to distinguish them from the existing yellow colour of the share certificate for the shares.

Adjustment to the outstanding options, warrants or other securities

As at the Latest Practicable Date, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any existing Shares or Consolidated Shares, as the case may be.

REASON FOR THE SHARE CONSOLIDATION

The Stock Exchange has drawn to the Company's attention to the requirement in Rule 17.76 of the GEM Listing Rule pursuant to which the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.0.

In view of the recent trading prices of the Shares, the Share Consolidation is proposed in compliance with Rule 17.76 of the GEM Listing Rules and the trading requirements whereby every ten (10) existing issued and unissued Shares of HK0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of HK0.10each. The Share Consolidation will become effective upon fulfillment of the conditions set out in the paragraph headed "Letter from the Board — Conditions of the Share Consolidation" in this circular.

Upon the proposed Share Consolidation becoming effective, the value of each Share will increase and the total number of Shares in issue will decrease. The Share Consolidation will result in an upward adjustment to the trading price of the shares of the Company. Based on the closing price of HK\$0.048 per Share as quoted on the Stock Exchange as at the Latest Practicable Date, the market value per board lot of 10,000 Shares is HK\$480. The estimated market price per Consolidated Share will theoretically be HK\$0.48 and the estimated market value per board lot of 10,000 Consolidated Shares will theoretically be increased to HK\$4,800 immediately upon the Share Consolidation becoming effective. The Board considers that the Share Consolidation would enable the Company to comply with the trading requirements under the GEM Listing Rules. The Board also considers that the Share Consolidation will maintain the trading amount for each board lot at a reasonable level and attract more investors and broaden the shareholder base of the Company. In view of the above, the Board considers that the Share Consolidation is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

EQUITY FUND RAISING PLAN OF THE COMPANY

As at the Latest Practicable Date, the Company has no concrete plans or proposals, has not entered into any written agreements, and does not have any negotiations in progress to conduct any fund raising activity or any potential acquisition that may be material to the business of the Group or any potential acquisition that may be material to the business of the Group. Nevertheless, the Company does not obviate the possibility of conducting equity fund raising activities in the future to finance its business development and expansion as and when necessary.

EGM

The EGM will be convened and held at Unit A, 23/F Two Chinachem Plaza, 68 Connaught Road Central, Central, Hong Kong, at 10:30 a.m. on Wednesday, 15 February 2017 for the purpose of considering and, if thought fit, approving the Share Consolidation.

As at the Latest Practicable Date and to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, no Shareholder has any material interest in the Share Consolidation and is required to abstain from voting on the resolution to approve the Share Consolidation to be proposed at the EGM.

ACTION TO BE TAKEN

A notice convening the EGM is set out on pages 11 to 13 of this circular. A proxy form for use at the EGM is enclosed herein. Whether or not you intend to attend the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting at the EGM, or any adjourned meeting, should they so wish.

VOTE BY POLL

The resolution proposed at the EGM will be taken by way of poll. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the ordinary resolution to be proposed at the EGM is in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolution at the EGM.

RESPONSIBILITY STATEMENT

This circular, 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 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.

Yours faithfully, By order of the Board Kaisun Energy Group Limited CHAN Nap Kee, Joseph Chairman



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Kaisun Energy Group Limited (the "**Company**") will be held at Unit A, 23/F Two Chinachem Plaza, 68 Connaught Road Central, Central, at 10:30 a.m. on Wednesday, 15 February 2017 to consider and, if thought fit, transact the following ordinary businesses:

- 1. **"THAT** subject to and conditional upon the granting of approval by The Stock Exchange of Hong Kong Limited for the listing of, and permission to deal in the ordinary shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the "**Share Consolidation**"):
 - (a) with effect from the first business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is the later), every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of HK\$0.10 (each a "Consolidated Share"), such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company; and
 - (b) the board of directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation."

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

Hong Kong, 24 January 2017

^{*} For identification purposes only

NOTICE OF EGM

Head office and principal place of business in Hong Kong: Unit A, 23rd Floor Two Chinachem Plaza 68 Connaught Road Central Central Hong Kong

Notes:

- A member of the Company entitled to attend and vote at the meeting (the "Meeting") above is entitled to appoint in written form one or, if he is the holder of two or more shares (the "Shares") of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- 2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
- 3. In order to be valid, the form of proxy must 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 seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (the "Hong Kong Share Registrar") of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting or any adjournment thereof.
- 4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 5. As at the date of this notice, the board of directors of the Company comprises two executive directors, namely, Mr. CHAN Nap Kee Joseph and Mr. YANG Yongcheng and four independent non-executive directors, namely, Mr. LIEW Swee Yean, Mr. SIU Siu Ling Robert, Dr. WONG Yun Kuen and Mr. ANDERSON Brian Ralph.

NOTICE OF EGM

- 6. This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this notice 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 notice misleading or deceptive.
- 7. This notice 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.