

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities mentioned herein.



CHINA TRENDS HOLDINGS LIMITED

中國趨勢控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8171)

**FRAMEWORK AGREEMENT
ACQUIRE THE ENTIRE ISSUED SHARE CAPITAL OF JURASSIC
INTERNATIONAL INVESTMENT GROUP INC. (USA)
AND THE ONLY AUTHORIZED OF JURASSIC THEME IN PRC
AND RELATED INTELLECTUAL PROPERTIES**

The Board is pleased to announce that on 11 September 2012 (after trading hours), the Company and the Vendor entered into a framework agreement. Accordingly, the Company agreed to acquire and the Vendor agreed to sell the entire issued share capital of Jurassic International Investment Group Inc. (USA), the only authorized of Jurassic theme in PRC and related intellectual properties.

Reference is made to the announcement of the Company dated 13 August 2012 in relation to, among others, acquire the entire issued share capital of Jurassic International Investment Group Inc. (BVI). To further acquire the only authorized of Jurassic theme in PRC and related intellectual properties, the Company and the Vendor supplement entered into a framework agreement. Accordingly, the Company agreed to acquire and the Vendor agreed to sell the entire issued share capital of Jurassic International Investment Group Inc. (USA), the only authorized of Jurassic theme in PRC and related intellectual properties.

FRAMEWORK AGREEMENT

Date: 11 September 2012 (after trading hours)

Parties: (1) Purchaser: the Company
(2) Vendor: Mr. Wang Yaomin

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Vendor is an Independent Third Party.

PRINCIPLE TERMS

The Company agreed to acquire and the Vendor agreed to sell the entire issued share capital of Target Company, the only authorized of Jurassic theme in PRC and related intellectual properties as at the date of this announcement subject to the terms and conditions of the formal agreement.

CONSIDERATION

- (1) Both parties should list out the total consideration of sale shares in the formal contract, and total consideration should be consulted and set out by both parties.
- (2) The total consideration will be paid by Purchaser to Vendor. Purchaser could use method of convertible bonds and promissory notes for payment and it should be consulted and set out by both Purchaser and Vendor.

FORMAL CONTRACT

- (1) Vendor and Purchaser consult with related parties sincerely in order to prompt a formal contracting is made as soon as possible and no later than 180 days of this framework agreement or other later date as both Purchaser and Vendor to make.
- (2) Formal Contract is formulated by Purchaser's solicitor and will include the concept of sale shares or other similar transactions in this framework agreement and normally include the statement, guarantee, commitment and compensation given by Vendor and especially include a provision setting out Vendor to Purchaser assurance clearly.
- (3) if formal agreement cannot be entered within 180 days after the date of signing the

framework agreement or a later date the Company agreed, the framework agreement terminates immediately. Signing parties of the framework agreement are not required to bear any responsibility except those previous violation of the terms therein.

CONDITIONS PRECEDENT

- (1) Purchaser will and will prompt the consultant and agency to proceed to an appropriate review on the only authorized of Jurassic theme in PRC and related intellectual properties of Target Company and its subsidiary (if any) immediately after signing the framework agreement. Vendor should provide and prompt Target Company and its subsidiary (if any) and its agency to Purchaser's consultant and agency to provide required assistance and assistance of review in proceed, and prompt related review is completed no later than 180 days of this framework agreement.
- (2) the results of due diligence in above term (1) shall be satisfied by Purchaser;
- (3) the passing by shareholders of the Purchaser at the extraordinary general meeting to be convened and held of an ordinary resolution to approve the formal agreement and the transactions contemplated hereunder, if necessary;
- (4) The Purchaser has obtained a valuation row specified by the Purchaser to the value of the Target Company's valuation report (its content and form satisfy by the Purchaser), if necessary;
- (5) for the formal agreement and the transactions contemplated hereunder, all consents, approvals and authorizations by the Purchaser and Vendor should be obtained; and
- (6) the Listing Committee of the Stock Exchange granting permission to the transactions.

REASONS FOR ENTERING INTO THE FRAMEWORK AGREEMENT

On 13 August 2012, the Company entered into a framework agreement to acquire the entire issued share of Jurassic International Investment Group Inc. (BVI), through the agreement, Jurassic International Investment Group Inc. (BVI) will compose of four topic plates including the construction and development of Fantasy Jurassic, the operation management of Fantasy Jurassic, the tour supporting of Fantasy Jurassic, and the leisure life of Fantasy Jurassic, that could further extend its energy performance contracting (EPC) business to low-carbon tourism, and could enhance the Group's sources of income under the

development of EPC business.

Target Company has the only authorized of Jurassic theme in PRC and related intellectual properties, has been authorized to use in Daqing dream Jurassic project, and will be authorized to use in Sanya, Yangzhou, Chengde and other fantasy Jurassic projects in PRC.

GENERAL INFORMATION

Save as the above Conditions Precedent section, all the terms and conditions of the formal agreement are subject to further negotiations between the parties, or may not lead to the entering into of the formal agreement. According to the GEM Listing Rules, in the event that the transactions contemplated under the formal agreement materialize, the Company will make further announcement in relation to the details of the transactions contemplated under the formal agreement as and when required by the GEM Listing Rules. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

“Board”	the Board of Directors of the Company
“Company” or “Purchaser”	China Trends Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM of the Stock Exchange
“Directors”	the directors of the Company, including the independent non-executive directors
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Jurassic International Investment Group Inc. (BVI)”	a company incorporated in British Virgin Islands. The company’s authorized share capital has 50,000 ordinary shares. The issued shares are 50,000 ordinary shares.
“Jurassic International Investment Group Inc. (USA)” or “Target Company”	a company incorporated in USA. At the date of this Framework Agreement, the company’s authorized share capital has 1,000,000 ordinary shares, of which 1,000,000 issued shares are beneficially owned by the Vendor
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Share (s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Mr. Wang Yaomin, beneficially held 100% share capital of Jurassic International Investment Group Inc. (USA)

By Order of the Board
China Trends Holdings Limited
Xiang Xin
Chairman

Hong Kong, 11 September 2012

As at the date of this announcement, the executive Directors are Mr. Xiang Xin, Mr. Liang Xiaojin and Mr. Chen Banyan; and the independent non-executive Directors are Mr. Zhang Zhan Liang, Ms. An Jing and Mr. Chen Yicheng.

This announcement, for which the directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

This announcement will remain on GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting and the Company website at www.8171.com.hk.