

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.



CHINA SMARTER ENERGY GROUP HOLDINGS LIMITED

中國智慧能源集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1004)

VOLUNTARY DISCLOSURE LETTER OF INTENT

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and Inside Information Provisions under Part XIVA of the SFO.

The Board is pleased to announce that on 11 December 2015 (after Stock Exchange securities trading hours), a non-legally binding Letter of Intent was entered into between the Company and the Potential Vendor in relation to the Proposed Acquisition.

The Letter of Intent does not create any legally binding commitment between the parties to proceed with the Proposed Acquisition and is subject to the parties entering into definitive agreements for the Proposed Acquisition. The Proposed Acquisition, if it proceeds, will constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

Shareholders of the Company and potential investors should note that the Proposed Acquisition may or may not materialise and accordingly, they should exercise caution when dealing in the shares of the Company.

This announcement is made by China Smarter Energy Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and inside information provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**SFO**”).

The Board is pleased to announce that on 11 December 2015 (after Stock Exchange securities trading hours), the Letter of Intent was entered into between the Company and 上海谷欣資產管理有限公司 (Shanghai Guxin Asset Management Company Limited)* (“**Guxin**”) (the “**Potential Vendor**”), in relation to the Proposed Acquisition (the “**Proposed Acquisition**”), directly or indirectly, of the entire equity interest in 金昌中新能電力有限公司 (Jinchang Zhong Xin Neng Photovoltaic Company Limited)* (the “**Target Company**”). The Letter of Intent does not create any legally binding commitment between the parties to proceed with the Proposed Acquisition and is subject to the parties entering into definitive agreements for the Proposed Acquisition. The Target Company is principally engaged in the operations of solar power station project with an aggregate production capacity of 100MW which have already connected to the grid and commenced operations in Jinchang, Gansu Province.

* *For identification purpose only*

To the best knowledge, information and belief of the directors of the Company having made all reasonable enquiries, the Guxin is a third party independent of the Company and its connected persons (as defined under the Listing Rules).

Under the Letter of Intent, HK\$200,000,000 is to be paid as earnest monies and the Potential Vendor has agree to give the Company exclusivity in negotiations on the Proposed Acquisition for the period of 3 months (or such longer period as may be agree between the parties) and to facilitate due diligence against the Target Company. The parties agree to work towards signing of the definitive agreements for the Proposed Acquisition within the exclusivity period.

Completion is conditional upon the fulfilment (or waiver, as the case may be) of the following conditions:

- (a) An independent professional valuation by the independent valuer acceptable to the Company which confirms the enterprise value of Target Company is no less than RMB900,000,000 on assumptions acceptable to the Company acting reasonably;
- (b) The total electricity generation of the Target Company for the year end 2016 is no less than 100,000,000 kilowatt hours(s) (“**Kwh**”); and
- (c) No any other total liability except shareholder’s or director’s loan to the Target Company as at the completion date.

The Proposed Acquisition, if it proceeds, will constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

Shareholders of the Company and potential investors should note that the Proposed Acquisition may or may not materialise and accordingly, they should exercise caution when dealing in the shares of the Company.

By order of the Board
China Smarter Energy Group Holdings Limited
Wang Hao
Chairman

Hong Kong, 11 December 2015

As at the date of this announcement, the executive Directors are Mr. Wang Hao, Mr. Lai Leong, Mr. Lam Kwan Sing, Mr. Wong Nga Leung, Mr. Hon Ming Sang and Mr. Zhou Chengrong; and the independent non-executive Directors are Mr. Fok Ho Yin, Thomas, Mr. Tsui Ching Hung and Ms. Cheung Oi Man, Amelia.