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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)

**ANNOUNCEMENT
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE
END OF OFFER PERIOD**

This announcement is made by China Smarter Energy Group Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). References are made to the announcements of the Company dated 5 February 2021, 8 March 2021, 8 April 2021, 7 May 2021, 7 June 2021, 2 July 2021, 2 August 2021, 6 September 2021, 6 October 2021, 8 November 2021, 2 December 2021, 4 January 2022, 4 February 2022, 11 March 2022, 7 April 2022, 10 May 2022, 13 June 2022, 6 July 2022, 9 August 2022, 9 September 2022, 7 October 2022, 15 November 2022, 5 December 2022, 6 January 2023, 8 February 2023, 8 March 2023, 4 April 2023 and 3 May 2023 (the “**Announcements**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

Reference is also made to the “Practice Note 24 (PN24) – Receivers, liquidators and when to commence offer period(s)” issued by the Securities and Futures Commission on 18 November 2022 (“**PN24**”).

END OF OFFER PERIOD

After making appropriate enquiries with the Purported Receivers, the Purported Receivers informed the Board on 9 June 2023 that no legally binding agreement has been entered into and an offer is not likely to be imminent. Based on their reply, there is no indication to the Company that they are in discussion with a potential purchaser over the Pledged Shares (the “**Controlling Stake**”) and any previous discussion did not result in any legally binding agreement being entered into. Therefore, an offer is not likely to be imminent. The offer period has spanned for over two years since 5 February 2021, the Company has never been notified by the Purported Receivers of signing of any memorandum of understanding, letter of intent or legally binding agreement with any investor. As such, the Company considers that a bona fide offer is not imminent. In addition, the Company has made enquiries with Gorgeous Investment on 25 May 2023 regarding the status of the appeal against the 7 January Judgment, and has received a reply from Gorgeous Investment confirming that the appeal is still in progress.

* *For identification purposes only*

Based on the above and with reference to PN24, the offer period (“**Offer Period**”) for the shares of the Company arising as a result of the possible sale of the Controlling Stake to potential purchasers under Rule 26.1 of the Takeovers Code is ended on the date of this announcement, being 23 June 2023.

Upon the end of the Offer Period, the Company will cease to publish further monthly announcements which would otherwise be required under Rule 3.7 of the Takeovers Code. If the Purported Receivers subsequently indicate to the Company that: (i) they are actively looking for a potential purchaser for the Controlling Stake; or (ii) they are already in discussion with a potential purchaser over the Controlling Stake, further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

By order of the Board
China Smarter Energy Group Holdings Limited
Chen Xixuan
Chairman and Executive Director

Hong Kong, 23 June 2023

As at the date of this announcement, Mr. Chen Xixuan, Mr. Bo Dateng and Ms. Yue Lu are the executive directors of the Company; and Mr. Pun Hau Man, Mr. Lo Ka Ki and Mr. Kwok Shun Sing are the independent non-executive directors of the Company.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.