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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)

**(I) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(II) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(III) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND
(IV) CONTINUED SUSPENSION OF TRADING**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of China Smarter Energy Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from 31 July 2024, Mr. Kwok Shun Sing (“**Mr. Kwok**”) has resigned as an independent non-executive director as Mr. Kwok would like to devote more time to his other business commitment. Mr. Kwok has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude to Mr. Kwok for his valuable contribution to the Company during his tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board hereby announces that, Mr. Choi Pun Lap (“**Mr. Choi**”) has been appointed as an independent non-executive director of the Company, with effect from 1 August 2024.

The biographical details of Mr. Choi are set out as follows:

Mr. Choi, aged 46, is a valuation practitioner of International Association of Certified Valuation Specialists since 2019. He is a fellow member of Hong Kong Institute of Certified Public Accountants, a member of Certified Practising Accountants Australia, a member of Chartered Global Management Accountant and a member of International Chamber of Sustainable Development – Certified ESG Planner CEP®. Mr. Choi graduated from Hong Kong Metropolitan University with a Master of Laws in Chinese Business Law in Hong Kong in 2017. He obtained a Bachelor of Business (Accounting) from Central Queensland University in Australia in 2003 and further studied Postgraduate Diploma of Accounting in Monash University in Australia in 2005.

Mr. Choi has been an executive director of Wuxi Life International Holdings Group Limited (Stock Code: 8148), Zhejiang United Investment Holdings Group Limited (Stock Code: 8366) and Simplicity Holding Limited (Stock Code: 8367) since June 2021, September 2021 and April 2022 respectively. He has been an independent non-executive director of Shanyu Group Holdings Company Limited (Stock Code: 8245) and Sunway International Holdings Limited (Stock Code: 58) since April 2022 and May 2019 respectively. In addition, he was a financial controller of a company which was listed on the GEM of the Stock Exchange in 2019. Mr. Choi was a senior audit manager in the audit department of HLB Hodgson Impey Cheng Limited (“**HLB**”) in Hong Kong. He had worked in HLB for more than ten years from February 2007 to December 2017.

The Company has entered into a letter of appointment with Mr. Choi with effect from 1 August 2024. Mr. Choi is entitled to an annual emolument of HK\$240,000 which was determined by the Board after considering a range of factors including his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee. Mr. Choi will have no fixed term of appointment with the Company for being an independent non-executive Director. Either party to the letter of appointment may terminate the appointment by giving the other party one month’s prior written notice. Mr. Choi will hold office until the next general meeting of the Company after his appointment and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-laws of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Choi (i) has not held any positions with the Company and other members of the Group; (ii) has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (v) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Choi has confirmed to the Company that (i) he has met the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) of the Stock Exchange; (ii) he has no past or present financial or other interests in the business of the Company’s core connected persons (as defined in the Listing Rules); and (iii) there are no other factors which might affect his independence at the time of his appointment.

In addition, save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in connection with the appointment of Mr. Choi as an independent non-executive director that need to be brought to the attention of the shareholders of the Company.

Mr. Choi has obtained legal advice from a firm of solicitors under Rule 3.09D of the Listing Rules and has confirmed that he understood his obligations as a director.

The Board would like to express its welcome to Mr. Choi for joining the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Mr. Kwok has resigned as a member of the audit committee, the remuneration committee and the nomination committee of the Company.

Mr. Choi has been appointed as a member of the audit committee, the remuneration committee and the nomination committee of the Company.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 April 2024 and will remain suspended until further notice.

By Order of the Board
China Smarter Energy Group Holdings Limited
Chen Xiaxuan
Chairman and Executive Director

Hong Kong, 1 August 2024

As at the date of this announcement, Mr. Chen Xiaxuan, 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. Choi Pun Lap are the independent non-executive directors of the Company.

* *For identification purposes only*