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Gorgeous Investment Group Holding Co., Limited **CHINA SMARTER ENERGY GROUP HOLDINGS LIMITED**
國之杰投資控股有限公司 **中國智慧能源集團控股有限公司***
(incorporated in the British Virgin Islands with limited liability) *(Incorporated in Bermuda with limited liability)*
(Stock Code: 1004)

JOINT ANNOUNCEMENT

**(1) COMPLETION OF THE SHARE PURCHASE AGREEMENTS
AND
(2) MANDATORY UNCONDITIONAL CASH OFFERS BY HAITONG
INTERNATIONAL SECURITIES COMPANY LIMITED
FOR AND ON BEHALF OF
GORGEIOUS INVESTMENT GROUP HOLDING CO., LIMITED
TO ACQUIRE ALL OF THE ISSUED SHARES AND
ALL OUTSTANDING CONVERTIBLE BONDS OF
CHINA SMARTER ENERGY GROUP HOLDINGS LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED BY
GORGEIOUS INVESTMENT GROUP HOLDING CO., LIMITED
AND/OR PARTIES ACTING IN CONCERT WITH IT)**

Financial Adviser to Gorgeous Investment Group Holding Co., Limited



Reference is made to the joint announcement of China Smarter Energy Group Holdings Limited (the “**Company**”) and Gorgeous Investment Group Holding Co., Limited (the “**Offeror**”) dated 19 August 2016 (the “**Joint Announcement**”) in relation to, among other things, the Share Purchase Agreements and the Offers. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

* *For identification purpose only*

COMPLETION OF THE SHARE PURCHASE AGREEMENTS

The Company was informed by the Offeror that completion of the Share Purchase Agreements (the “**Completion**”) took place on 25 August 2016.

Following the Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it became interested in 4,041,446,400 Shares, representing approximately 51.72% of the entire issued share capital of the Company. In accordance with Rule 26.1 and Rule 13.1 of the Takeovers Code, Haitong International Securities will, on behalf of the Offeror and in compliance with the Takeovers Code, make the Offers for all the issued Shares and all outstanding Convertible Bonds (other than those Shares already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it) in accordance with the terms to be set out in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Offeror and the Company intend to despatch the Composite Document to the Qualifying Shareholders and Bondholders setting out, among other things, (a) the letter from Haitong International Securities; (b) the letter from the Board; (c) the letter from the Independent Board Committee; and (d) the letter from the independent financial adviser to the Independent Board Committee, containing its recommendation and advice to the Independent Board Committee in respect of the Offers. The Composite Document will be despatched by the Offeror and the Company jointly to the Qualifying Shareholders and the Bondholders within 21 days from the date of the Joint Announcement or such later date as may be approved by the Executive.

By order of the board of
**Gorgeous Investment Group
Holding Co., Limited**
Mr. Ko Tin Kwok

*Director of Shanghai Gorgeous Investment
Development Company Limited**
*(the sole director of Gorgeous Investment Group
Holding Co., Limited)*

By order of the board of
**China Smarter Energy Group
Holdings Limited**
Mr. Wang Hao
Chairman

Hong Kong, 25 August 2016

As at the date of this joint announcement, the sole director of the Offeror is Shanghai Gorgeous and the directors of Shanghai Gorgeous are Mr. Ko Tin Kwok, Mr. Shen Jian Hong, Ms. Zhou Li, Mr. Shao Ming An and Ms. Ma Hui Li. The sole director of the Offeror and the directors of Shanghai Gorgeous jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the Group and director(s) of members of the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.