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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of China Smarter Energy Group Holdings Limited.*



**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) CLOSE OF 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)**  
**(2) RESULTS OF THE OFFERS**  
**AND**  
**(3) PUBLIC FLOAT**

**Financial Adviser to**  
**Gorgeous Investment Group Holding Co., Limited**



**Independent Financial Adviser to**  
**the Independent Board Committee**



**Lego Corporate Finance Limited**

\* For identification purposes only

## **CLOSE OF THE OFFERS**

The Offers made by Haitong International Securities for and on behalf of the Offeror, closed at 4:00 p.m. on Friday, 30 September 2016 and were not revised or extended by the Offeror.

## **RESULTS OF THE OFFERS**

As at 4:00 p.m. on Friday, 30 September 2016, being the latest time and date for acceptance of the Offers, the Offeror received valid acceptances in respect of the Share Offer a total of 50,637,912 Shares, representing approximately 0.65% of the issued share capital of the Company as at the date of this joint announcement. The Offeror did not receive any valid acceptance in respect of the CB Offer.

## **SETTLEMENT OF THE OFFERS**

Remittances in respect of the cash consideration (after deducting the sellers' ad valorem stamp duty, if applicable) payable for the Shares tendered under the Share Offer have been posted, or will be posted to the accepting Qualifying Shareholders at his/her/its own risk as soon as possible but in any event within seven (7) Business Days of the date of receipt by the Registrar of all the relevant documents to render the acceptance under the Share Offer complete and valid.

The latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offers on Friday, 30 September 2016 will be Wednesday, 12 October 2016.

## **PUBLIC FLOAT**

Immediately after the close of the Offers, subject to the due registration by the Registrar of the transfer of the Offer Shares (in respect of which valid acceptances have been received), 2,896,308,348 Shares, representing approximately 37.06% of the entire issued share capital of the Company, are held by the public (within the meanings of the Listing Rules). Accordingly, the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules is satisfied.

References are made to the announcement dated 19 August 2016 and the composite offer and response document (the "**Composite Document**") dated 9 September 2016 jointly issued by China Smarter Energy Group Holdings Limited (the "**Company**") and Gorgeous Investment Group Holding Co., Limited (the "**Offeror**") in relation to, among other things, the mandatory unconditional cash offers made by Haitong International Securities for and on behalf of the Offeror to acquire all 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).

Unless stated otherwise, capitalized terms used herein shall have the same meanings as those defined in the Composite Document.

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## **RESULTS OF THE OFFERS**

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## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Immediately before the commencement of the Offer Period, the Offeror and parties acting in concert with it collectively held a total of (i) 2,241,446,400 Shares, representing approximately 28.68% of the issued share capital of the Company and (ii) the HIIF Convertible Bonds in the principal amount of US\$20 million which may be convertible into 142,870,259 Shares at the initial conversion price of HK\$1.0891 per Share. Other than the aforementioned, the Offeror and parties acting in concert with it did not hold any other rights over Shares or securities of the Company immediately before the commencement of the Offer Period.

Upon the close of the Offers and as at the date of this joint announcement, taking into account the (i) 50,637,912 Shares received from valid acceptances under the Share Offer and (ii) the Sale Shares acquired by the Offeror pursuant to the Share Purchase Agreements, the Offeror and parties acting in concert with it were interested in an aggregate of (i) 4,092,084,312 Shares, representing approximately 52.37% of the issued share capital of the Company and (ii) the HIIF Convertible Bonds in the principal amount of US\$20 million which may be convertible into 142,870,259 Shares at the initial conversion price of HK\$1.0891 per Share.

Save for the acquisition of Sale Shares by the Offeror pursuant to the Share Purchase Agreements and the valid acceptances under the Offers as disclosed in this joint announcement, the Offeror and parties acting in concert with it (i) did not acquire or agree to acquire any Shares or any rights over Shares during the Offer Period; and (ii) did not borrow or lend any relevant securities (as defined in Note 4 to Rule 22 of the Code) of the Company during the Offer Period.

The following table sets out the shareholding structure of the Company (i) immediately before the commencement of the Offer Period; (ii) immediately after the completion of the Share Purchase Agreements; and (iii) immediately after the close of the Offers and as at the date of this joint announcement:

Shareholders	Immediately before the commencement of the Offer Period		Immediately after the completion of the Share Purchase Agreements		Immediately after the close of the Offers and as at the date of this joint announcement	
	<i>Number of</i>		<i>Number of</i>		<i>Number of</i>	
	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>
The Offeror and parties acting in concert with it	2,241,446,400	28.68	4,041,446,400	51.72	4,092,084,312	52.37
Linkage Group	1,043,478,260	13.35	3,478,260	0.04	3,478,260	0.04
Ms. Cao	960,000,000	12.29	200,000,000	2.56	200,000,000	2.56
Shanghai Electric Hongkong Co. Limited	825,958,700	10.57	825,958,700	10.57	825,958,700	10.57
Other public Shareholders	2,743,468,000	35.11	2,743,468,000	35.11	2,692,830,088	34.46
<b>Total</b>	<u>7,814,351,360</u>	<u>100.00</u>	<u>7,814,351,360</u>	<u>100.00</u>	<u>7,814,351,360</u>	<u>100.00</u>

## SETTLEMENT OF THE OFFERS

Remittances in respect of the cash consideration (after deducting the sellers' ad valorem stamp duty, if applicable) payable for the Shares tendered under the Share Offer have been posted, or will be posted to the accepting Qualifying Shareholders at his/her/its own risk as soon as possible but in any event within seven (7) Business Days of the date of receipt by the Registrar of all the relevant documents to render the acceptance under the Share Offer complete and valid.

The latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offers on Friday, 30 September 2016 will be Wednesday, 12 October 2016.

## PUBLIC FLOAT

Immediately after the close of the Offers, subject to the due registration by the Registrar of the transfer of the Offer Shares (in respect of which valid acceptances have been received), 2,896,308,348 Shares, representing approximately 37.06% of the entire issued share capital of the Company, are held by the public (within the meanings of the Listing Rules). Accordingly, the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules is satisfied.

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, 30 September 2016

*As at the date of this announcement, the sole director of the Offeror is Shanghai Gorgeous and the directors of Shanghai Gorgeous are Mr. Ko Tin Kwok, Mr. Shen Jianhong, Ms. Zhou Li, Mr. Shao Ming'an and Ms. Ma Huili. 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 announcement (other than that relating to the Group 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 that expressed by the Group 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.*

*As at the date of this 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.*