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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)

(1) CHANGE OF CHAIRMAN OF THE BOARD, CHIEF EXECUTIVE OFFICER OF THE COMPANY, CHAIRMAN OF NOMINATION COMMITTEE OF THE COMPANY;

AND

(2) CHANGE OF AUTHORISED REPRESENTATIVE AND PROCESS AGENT

The Board hereby announces that with effective from 16 August 2017,

1. Mr. Wang Hao resigned as an Executive Director, a Chairman of the Board and the Chief Executive Officer of the Company and ceased to be the chairman of Nomination Committee of the Company;
2. Mr. Lam Kwan Sing resigned as an Executive Director of the Company and an Authorised Representative and the Process Agent;
3. Mr. Hon Ming Sang resigned as an Executive Director of the Company;
4. Mr. Sun Liang has been appointed as an Executive Director and Chairman of the Board;
5. Mr. Ko Tin Kwok has been appointed as the Chief Executive Officer of the Company, and the chairman of Nomination Committee of the Company;
6. Mr. Zeng Weibing has been appointed as an Executive Director of the Company; and
7. Ms. Zhao Li has been appointed as an Authorised Representative and the Process Agent.

* *For identification purpose only*

The board of directors (the “**Board**”) of China Smarter Energy Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that with effect from 16 August 2017: –

RESIGNATION OF EXECUTIVE DIRECTORS, CHAIRMAN OF THE BOARD, THE CHIEF EXECUTIVE OFFICER OF THE COMPANY AND THE CHAIRMAN OF NOMINATION COMMITTEE OF THE COMPANY

1. Mr. Wang Hao (“**Mr. Wang**”) resigned as an Executive Director, Chairman of the Board and the Chief Executive Officer of the Company as he would like to spend more time to pursue his own business. As a result, Mr. Wang also ceased to be the chairman of Nomination Committee of the Company with effect from the same date.

Mr. Wang has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

RESIGNATION OF EXECUTIVE DIRECTORS OF THE COMPANY

2. Mr. Lam Kwan Sing (“**Mr. Lam**”) resigned as an Executive Director of the Company as he would like to spend more time to pursue his own business. As a result, Mr. Lam also ceased to be an Authorised Representative and the Process Agent with effect from the same date. After his resignation, Mr. Lam will remain as a director of certain subsidiaries within the Group.
3. Mr. Hon Ming Sang (“**Mr. Hon**”) resigned as an Executive Director of the Company as he would like to spend more time to pursue his own business.

Each of Mr. Lam and Mr. Hon has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

APPOINTMENT OF EXECUTIVE DIRECTORS, CHAIRMAN OF THE BOARD, THE CHIEF EXECUTIVE OFFICER OF THE COMPANY AND THE CHAIRMAN OF NOMINATION COMMITTEE OF THE COMPANY

4. Mr. Sun Liang (“**Mr. Sun**”) was appointed as an Executive Director and Chairman of the Board.

Below is the biographical information of Mr. Sun.

Mr. Sun, aged 59, received his Doctorate Degree in Managerial Science and Engineering from Tianjin University in 2007 and his Master of Philosophy Degree in Corporate Management from Beijing Institute of Technology in 2001, and is currently a researcher in engineering technology applications (Professor Level), an Affiliated Member of International Accountants, a certified public accountant in China, a China certified assets manager, a senior accountant, a senior economist and a Doctor of Philosophy in Management. Mr. Sun started his career in December 1975, and became a member of the Communist Party in December 1990. Currently, he is the chairman and Communist Party secretary of Shandong

Hi-Speed Group Co., Ltd. (“Shandong Hi-Speed”), a company interested in approximately 8.86% of the issued shares of the Company through companies controlled by it, as well as the chairman and Communist Party secretary of Shandong Expressway Company Limited, a company listed in the Shanghai Stock Exchange (stock code: 600350) and a subsidiary of Shandong Hi-Speed. Mr. Sun is the representative of the 18th National Congress of the Communist Party of China, winner of the CCTV “China Economic Person of the Year 2013”, the National “May 1st Labour Medal”, National Outstanding Entrepreneur, National Outstanding Venture Capital Entrepreneur, National Best Trustworthy Entrepreneur and winner of the “Prize for the Outstanding Contribution in National Transportation Industry”, Extraordinary Leader of National Transportation Industry Quality Management, Top Ten Influential Entrepreneur in the 30 Years of China Reform and Opening up, Extraordinary Entrepreneur in the 60 Years of New China, and 2009 Top Ten Remarkable Confucian Merchants in China.

5. Mr. Ko Tin Kwok (“**Mr. Ko**”) was appointed as the Chief Executive Officer of the Company and the chairman of Nomination Committee of the Company.

Below is the biographical information of Mr. Ko.

Mr. Ko

Mr. Ko, aged 65, is currently an Executive Director of the Company. Mr. Ko was graduated from Chongqing University of China. He has been engaging in real estate development, financial investment and new energy sectors since 1994, and possesses extensive work experience and management experience. As at the date of this announcement, Mr. Ko indirectly holds the controlling interests in Anxin Trust Co., Ltd. (“安信信托股份有限公司”), a company listed in the Shanghai Stock Exchange (stock code: 600816), and through companies controlled by him holds 4,092,084,312 shares in the Company, representing approximately 43.65% of the issued shares of the Company.

6. Mr. Zeng Weibing (“**Mr. Zeng**”) has been appointed as an Executive Director of the Company.

Below is the biographical information of Mr. Zeng.

Mr. Zeng

Mr. Zeng, aged 48, is a researcher in engineering technology applications, and a Doctor of Philosophy in Managerial Science and Engineering of Tianjin University. From May 2010 to January 2015, Mr. Zeng worked as the Director of Investment and Development Department of Shandong Hi-Speed. He is the General Manager of Shandong Hi-Speed Investment Holdings Co., Ltd since January 2015. Since August 2015, Mr. Zeng is the chairman of Shandong Hi-Speed Investment Fund Management Co., Ltd. (山東高速投資基金管理有限公司), a company owned by Shandong Hi-Speed as to 49% and is interested in approximately 8.86% of the issued shares of the Company through its wholly-owned subsidiary. Mr. Zeng has nearly 10 years of experience in asset management related business, during which he was mainly responsible for projects such as long-term equity investment business, private share placement business and industrial investment business.

APPOINTMENT OF AN AUTHORISED REPRESENTATIVE AND PROCESS AGENT

7. Ms. Zhao Li (“**Ms. Zhao**”), an Executive Director, was appointed as an authorised representative of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Authorised Representative**”) and the authorised representative to accept service of process or notice on behalf of the Company in Hong Kong (the “**Process Agent**”) under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) in place of Mr. Lam.

Mr. Sun and Mr. Zeng are collectively referred to as the “**New Directors**”.

Each of the New Directors has entered into a letter of appointment with the Company on 16 August 2017. Mr. Sun and Mr. Zeng will not receive any director’s fee under their respective letter of appointment. Each of the New Directors is not appointed for a specific term and either party to the appointment letter may terminate the appointment by giving the other party one-month’s prior written notice. Each of the New Directors will hold office until the first general meeting after their appointment and will be subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company.

Mr. Ko entered into a letter of appointment with the Company on 1 November 2016. Under the letter of appointment, Mr. Ko is entitled to receive remuneration of HK\$75,000 per month, which is determined by the Board based on the recommendation of the remuneration committee of the Company and with reference to his qualification, duties and responsibilities with the Company, and the Company’s performance. The appointment of Mr. Ko as the Chief Executive Officer and an Executive Director does not have a specific term but such appointment is terminable by either party giving to the other party one-month’s prior written notice.

Save as disclosed above, none of the New Directors and Mr. Ko (i) has held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) holds any other positions in the Company or any of its subsidiaries; (iii) has any relationship with any director, senior management, substantial shareholder or controlling shareholder (which have the meanings ascribed to them respectively under the Listing Rules) of the Company; or (iv) has any interest 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).

Save as disclosed above, there are no other matters which need to be brought to the attention of the shareholders of the Company regarding the appointments of the New Directors and Mr. Ko or any other information that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

The Board would like to take this opportunity to extend its gratitude to Mr. Wang, Mr. Lam and Mr. Hon for their efforts and valuable contributions to the Company during their tenure of offices in the Company and would like to express its welcome to Mr. Sun and Mr. Zeng for joining the Board.

By order of the Board
China Smarter Energy Group Holdings Limited
Sun Liang
Chairman

Hong Kong, 16 August 2017

As at the date of this announcement, Mr. Sun Liang, Mr. Ko Tin Kwok, Ms. Zhao Li, Mr. Zeng Weibing and Mr. Hu Hanyang are the executive directors of the Company; and Mr. Fok Ho Yin, Thomas, Mr. Li Hui and Mr. Lam Cheung Mau are the independent non-executive directors of the Company.