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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)

NOTICE OF SGM

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of China Smarter Energy Group Holdings Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai Hong Kong on Friday, 4 August 2017 at 2:30 p.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 30 June 2017.

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 31 March 2017 entered into between (i) Shanghai Gorgeous Smarter Energy Company Limited* (上海國之杰智慧能源有限公司)(the “**Purchaser**”), an indirect wholly-owned subsidiary of the Company, (ii) Shanghai Guxin Asset Management Company Limited* (上海谷欣資產管理有限公司)(the “**Vendor**”), and (iii) Qingdao Guxin Electricity Investment Company Limited* (青島谷欣電力投資有限公司)(the “**Target Company**”), pursuant to which, among other things, the Purchaser conditionally agreed to purchase, and the Vendor conditionally agreed to sell, the entire equity interest in the Target Company, for an aggregate consideration of RMB644,977,000 (approximately HK\$728,824,000) (subject to the adjustment pursuant to the Sale and Purchase Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects; and
- (b) any one of the directors of the Company (the “**Director**”) be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director in his/her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.”

By order of the board of directors of
China Smarter Energy Group Holdings Limited
Wang Hao
Chairman and Chief Executive Officer

Hong Kong, 30 June 2017

* For identification purposes only

Notes:

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote on his/her behalf, subject to the bye-laws of the Company. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. Where there are joint holders of any share, any one of such joint holders may vote at the SGM, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, then the one of such joint holders so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
5. The resolution at the SGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
6. The register of members of the Company will be closed from Tuesday, 1 August 2017 to Friday, 4 August 2017 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration by 4:30 p.m. on Monday, 31 July 2017.

As at the date of this notice, the Board comprises nine Directors, of whom six are executive Directors, namely Mr. Wang Hao, Mr. Ko Tin Kwok, Ms. Zhao Li, Mr. Lam Kwan Sing, Mr. Hon Ming Sang and Mr. Hu Hanyang; and three are independent non-executive Directors, namely Mr. Fok Ho Yin, Thomas, Mr. Li Hui and Mr. Lam Cheung Mau.