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China Soft Power Technology Holdings Limited

中國軟實力科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

**MAJOR AND CONNECTED TRANSACTION:
SUPPLEMENTAL AGREEMENT TO THE
PROPOSED ACQUISITION OF THE SALE SHARE AND THE SALE LOAN**

Reference is made to the following announcements (the “**Announcements**”) of China Soft Power Technology Holdings Limited (the “**Company**”): (i) the announcement dated 28 November 2016 in relation to, among others, the entering into of the Agreement between the Vendor and the Purchaser, pursuant to which the Purchaser has conditionally agreed to acquire from the Vendor the Sale Share and the Sale Loan at the Consideration of HK\$227,000,000; (ii) the announcements dated 19 December 2016, 16 January 2017 and 27 January 2017 respectively in relation to the delay in despatch of the Circular; and (iii) the announcement dated 28 February 2017 in relation to the extension of the Long Stop Date and the further delay in despatch of the Circular. Unless the context otherwise requires, capitalised terms used in this announcement have the same meanings as those defined in the Announcements.

SUPPLEMENTAL AGREEMENT

On 7 March 2017 (after trading hours), the Purchaser and the Vendor entered into a supplemental agreement (the “**Supplemental Agreement**”) to the Agreement, pursuant to which the Purchaser and the Vendor conditionally agreed to amend certain terms and conditions of the Agreement. The material amendment to the Agreement is to change the settlement method of the remaining balance of the Consideration of HK\$205,000,000 from the issue of the Convertible Bonds in the principal amount of HK\$205,000,000 by the Company to the Vendor (or as the Vendor may direct) to payment in cash by the Purchaser to the Vendor upon Completion.

Save as disclosed above, all other material terms and conditions of the Agreement shall remain unchanged and in full force and effect.

CONDITIONS TO THE SUPPLEMENTAL AGREEMENT

The Supplemental Agreement is conditional upon the fulfillment of the following conditions:

1. the passing by the shareholders of Skyway (other than the Company and its associates) (the “**Skyway Independent Shareholders**”) who are entitled to vote and not required to be abstained from voting under the Listing Rules and the Takeovers Code at a general meeting of Skyway to be convened and held of the necessary ordinary resolution(s) to approve the Supplemental Agreement and the transactions contemplated thereunder; and
2. all necessary consents and approvals required to be obtained (including the consent from CMBC International Investment Limited (民銀國際投資有限公司), the Skyway Independent Shareholders’ approval, the Independent Shareholders’ approval and the consent from the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegates for the special deal contemplated under the Supplemental Agreement) on the part of Skyway and the Company in respect of the Supplemental Agreement and the transactions contemplated thereunder having been obtained and remaining in full force and effect.

None of the conditions set out above is capable of being waived. If the conditions set out above have not been satisfied on or before 30 April 2017, or such other date as the Vendor and the Purchaser may agree in writing, the Supplemental Agreement shall cease and terminate and thereafter neither party thereto shall have any obligations and liabilities towards each other thereunder save for any antecedent breaches of the terms thereof. For the avoidance of doubt, in the event that the Supplemental Agreement shall cease and terminate as stated above, the Agreement shall continue to be valid and effective in accordance with its terms and conditions.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares has been halted with effect from 9:12 a.m. on 8 March 2017 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 9 March 2017.

By order of the Board
China Soft Power Technology Holdings Limited
Chen Xiaodong
Chairman

Hong Kong, 8 March 2017

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:

Mr. Chen Xiaodong (*Chairman*)
Mr. Yu Qingrui
Ms. Lam Hay Yin

Independent non-executive Directors:

Mr. Kwok Chi Kwong
Mr. Chen Youchun
Mr. Mai Qijian