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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)

**VOLUNTARY ANNOUNCEMENT
MEMORANDUM OF UNDERSTANDING
IN RELATION TO THE PROPOSED COOPERATION**

This is a voluntary announcement made by the Company.

The Board wishes to announce that on 28 December 2017 (after trading hours), the Company and Amber ECar entered into the MOU, pursuant to which the Company intended to cooperate with Amber ECar in respect of the Business.

THE MOU

Date

28 December 2017 (after trading hours)

Parties

- (1) The Company; and
- (2) Amber ECar.

Amber ECar is principally engaged in the Business in the PRC.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Amber ECar and its ultimate beneficial owners are Independent Third Parties.

Subject matter

Pursuant to the MOU, the Company intended to cooperate with Amber ECar in respect of the Business.

The Parties agree that the Company will be entitled to conduct due diligence review on Amber ECar after the entering into of the MOU. Amber ECar agrees to provide the Company and its professional advisers with relevant documents and information for conducting such due diligence review, and to assist the Company and its professional advisers to conduct such due diligence review.

Upon the completion of the due diligence review by the Company, the Parties will negotiate the terms of the Proposed Cooperation subject to the results of the due diligence review.

Validity

The MOU shall take effect from the date of signing of the MOU and shall terminate and be of no legal force and effect (whichever is earlier) (i) on the date of the Cooperation Agreement; or (ii) after the expiry of three months from the date of the MOU or such later date as the Parties may agree.

Non-legally binding effect

The MOU is intended to record the preliminary mutual understanding between the Company and Amber ECar and is not intended to be legally binding.

REASONS FOR THE PROPOSED COOPERATION

The Group is principally engaged in trading and distribution of electronic and accessory products and other merchandise, financial investments and trading and money lending business.

Through the Proposed Cooperation, the Company wishes to diversify its business operations, broaden its income sources and explore investment and/or development opportunities which may increase the return to the Shareholders.

The Company is optimistic about the future prospects of the new energy automobile technology segment and believes that the Proposed Cooperation presents a valuable opportunity to achieve the above objectives.

The Directors are also of the view that the Proposed Cooperation is in the best interests of the Company and the Shareholders as a whole.

GENERAL

In the event that the Proposed Cooperation materialises, further announcement(s) will be made by the Company in accordance with the applicable requirements of the Listing Rules as and when appropriate.

Shareholders and potential investors should note that the Proposed Cooperation may or may not materialise as no formally binding documentation has been entered into and negotiations are still in progress. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, the following definitions shall have the meanings set out below unless the context requires otherwise:

“Amber ECar”	遨珀（上海）新能源汽车有限公司 (Amber (Shanghai) New Energy Car Company Limited*), a company established in Shanghai, PRC with limited liability
“Board”	board of Directors
“Business”	development of technology, consultancy service, transfer and provision of services in the field of new energy automobile technology
“Company”	China Soft Power Technology Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 139)
“Cooperation Agreement”	a cooperation agreement upon such terms and conditions as may be agreed by the Parties to be entered into between the Company and Amber ECar for the purpose of the Proposed Cooperation
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person or company and their respective associate(s) (as defined in the Listing Rules) which, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, are third parties independent of the Company and its connected persons (as defined in the Listing Rules)
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	memorandum of understanding dated 28 December 2017 entered into between the Company and Amber ECar in relation to the Proposed Cooperation
“Parties”	the Company and Amber ECar
“PRC”	People’s Republic of China
“Proposed Cooperation”	proposed cooperation between the Company and Amber ECar under the MOU

“Share(s)”	ordinary shares of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* *For identification purpose only.*

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

Hong Kong, 28 December 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
Ms. Lee Chau Man Ada

Independent non-executive Directors:

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