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CHINA SEVEN STAR HOLDINGS LIMITED

中國七星控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 245)

**VOLUNTARY ANNOUNCEMENT
FRAMEWORK AGREEMENT FOR COOPERATION ON
DISTRIBUTED PHOTOVOLTAIC POWER PROJECTS**

This announcement is made by the Company on a voluntary basis.

The Board is pleased to announce that on 1 June 2015, Shanghai Seven Star entered into the Framework Agreement pursuant to which the parties agreed to cooperate in the development of distributed photovoltaic power projects.

FRAMEWORK AGREEMENT

Pursuant to the Framework Agreement, the parties agree to cooperate in the development of distributed photovoltaic power projects of not less than 100MW in Zhejiang province, the PRC within the three-year period commencing from the date of the Framework Agreement. As part of the cooperation, Beijing Ecom Zhejiang Branch will provide information in relation to its portfolio of distributed photovoltaic power projects to Shanghai Seven Star, and Shanghai Seven Star will establish the relevant working groups and carry out analysis of those projects. It is expected that a project company will be formed to carry out the development of the selected project, with the shareholding structure of the project company to be decided by Shanghai Seven Star. Upon the execution of the Framework Agreement, Beijing Ecom Zhejiang Branch will provide its portfolio of distributed photovoltaic power projects to Shanghai Seven Star for its sole or joint development, and it shall not enter into cooperation with any other third party.

REASONS FOR THE COOPERATION

Beijing Ecom Energy Technology Co., Ltd.* (北京意科能源技術有限公司) was set up by the State Power Dispatching Centre in 1993, and is one of the earliest high-tech companies in PRC to be involved in the solar energy industry. Beijing Ecom Zhejiang Branch was established in July 2010, and is principally engaged in the exploration and development of the local solar energy off-grid and connected-grid markets. It was awarded with the approved 4.004MWp Golden Sun photovoltaic power generation project for the Zhejiang Shengda Group factory rooftops (《浙江勝達集團廠房屋頂4.004MWp金太陽光伏發電項目》), and it began generating power in August 2013.

Taking into account of the terms of the Framework Agreement and through the cooperation to develop distributed photovoltaic power projects, the Company expects to benefit from the combined strengths and synergy to be generated from the cooperation.

GENERAL

Further definitive agreement(s) for cooperation will be entered into between the parties when agreement on the detailed terms for the cooperation have been agreed. Further announcement(s) in relation to the cooperation will be made by the Company to inform the Shareholders and potential investors of the Company in accordance with the Listing Rules.

Shareholders and potential investors of the Company should note that the cooperation contemplated under the Framework Agreement may or may not materialise. Accordingly, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, the following terms have the following meanings unless the context otherwise requires:

“Beijing Ecom Zhejiang Branch”	北京意科能源技術有限公司浙江分公司 (Beijing Ecom Energy Technology Co., Ltd. Zhejiang Branch*)
“Board”	the board of Directors of the Company
“Company”	China Seven Star Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on of the Stock Exchange
“Directors”	the directors of the Company
“Framework Agreement”	the cooperation framework agreement entered into between Shanghai Seven Star and Beijing Ecom Zhejiang Branch on 1 June 2015
“Group”	the Company and its subsidiaries
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan)
“Shareholder(s)”	holder(s) of the shares of the Company
“Shanghai Seven Star”	上海七星新能源投資有限公司 (Shanghai Seven Star New Energy Investment Company Limited*), an indirectly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
China Seven Star Holdings Limited
Ni Xinguang
Chairman and Executive Director

Hong Kong, 1 June 2015

As at the date of this announcement, the Board comprises (1) Mr. Ni Xinguang and Ms. Chen Xiaoyan as executive Directors; (2) Mr. Tu Baogui as non-executive Director; and (3) Mr. Lu Wei, Mr. Wong Chak Keung and Mr. Ling Yu Zhang as independent non-executive Directors.

* *For identification purposes only*