

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities mentioned herein.



CHINA TRENDS HOLDINGS LIMITED

中國趨勢控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8171)

**FRAMEWORK AGREEMENT
RELATING TO ACQUISITION OF A LOW-CARBON CLUTURE
OPERATION COMPANY**

The Board is pleased to announce that on 26 April 2013 (after trading hours), the Company and the Vendor entered into a conditional framework agreement. Accordingly, the Company intends to agree to acquire and the Vendor intends to agree to sell the entire issued share capital of THINK DEVICE LIMITED (BVI) (Target Company) which is principally engaged in Low-carbon culture.

The Board announces that the Company entered into the Framework Agreement with conditions with the Vendor in relation to the Possible Acquisition.

THE PRINCIPLE TERMS

Date: 26 April 2013 (after trading hours)

Parties: (1) Purchaser: the Company
(2) Vendor: Mr. SUN TIANQUN

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Vendor is an Independent Third Party.

SALES OF SHARE

The Company agreed to acquire and the Vendor agreed to sell the entire issued share capital of Target Company as at the date of this announcement subject to the terms and conditions of the formal agreement.

CONDITIONS PRECEDENT

- (1) With the approval of the Chinese government, the Target Company was required to set up a subsidiary with registered share capital of not less than RMB 50 million Yuan in Haidian District, Beijing, China.
- (2) The Vendor provide the Beijing Need Education Technology Company Limited's cultural and educational resources to the New Company, the value of the intellectual property rights of the cultural and educational resources should be valued by independent valuer.
- (3) The Vendor obtained the approval, consents, authorizations and licenses (if required) in accordance with the formal agreement requirement.
- (4) The Company obtained the approval, consents, authorizations and licenses (if required) in accordance with the formal agreement requirement.
- (5) The commitment of the Vendor is true and correct in all respects
- (6) The Company satisfied with the information of the assets, liabilities, operations provided by the Target Company.

The Framework Agreement does not constitute legally-binding commitment on the part of the Company in respect of the Possible Acquisition. The Possible Acquisition will be subject to the execution and completion of the Formal Agreement.

CONSIDERATION

- (1) The consideration for the acquisition will be referred to the net asset value of the target company which is valued by independent valuer or auditing institution and agreed to by the Company and the Vendor.
- (2) The total consideration will be settled by Purchaser to Vendor in cash and convertible bonds or convertible bonds only or in other method mutually agreed by both parties.

VENDOR COMMITMENT

After the completion of the acquisition, the Vendor will continue to be responsible for managing the operation of the New Company, and served as the general manager of the New Company. The New Company will perform the following duties under the operation and management of Vendor:

- (1) Personnel training for the Company's existing low-carbon urban solutions;
- (2) Construction and operation of the low-carbon culture segment of low-carbon urban solutions in the energy performance contracting (EPC) mode.
- (3) Introduce the existing cultural and educational resources owned by the Vendor to the low-carbon culture segment of low-carbon urban solutions, such as the Future Pavilion of Quality Education, which will enhance the competitiveness of the existing low-carbon urban solutions of the Company.

COMPLETION

Upon completion, the target company will become a direct wholly-owned subsidiary of the Company.

REASONS FOR THE POSSIBLE ACQUISITION

Reference is made to the announcement of the Company dated 1 September 2011 and 27 February 2012, in view of the Vendor has accepted the Company's restructuring program and agreed to provide the cultural and educational resources to the New Company and agreed to take use of the energy performance contracting (EPC) as the main revenue model of the New Company, the Company agreed to continue to acquiring the entire issued share capital of Target Company. The Company believes that this acquisition will enhance the competitiveness of low-carbon urban solutions and accelerate the promotion in nationwide.

GENERAL INFORMATION

Save as the above Conditions Precedent section, all the terms and conditions of the formal agreement are subject to further negotiations between the parties, or may not lead to the entering into of the formal agreement. According to the GEM Listing Rules, in the event that the transactions contemplated under the formal agreement materialize, the Company will make further announcement in relation to the details of the transactions contemplated under

the formal agreement as and when required by the GEM Listing Rules. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

“Framework Agreement”	the framework agreement dated 26 April 2013 (after trading hours) entered into between the Company and the Vendor in relation to the acquisition
“Board”	the Board of Directors of the Company
“Company” or “Purchaser”	China Trends Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM of the Stock Exchange
“Directors”	the directors of the Company, including the independent non-executive directors
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Vendor”

Mr. SUN TIANQUN, beneficially held 100% share capital of
THINK DEVICE LIMITED(BVI)

By Order of the Board
China Trends Holdings Limited
Wang Yaomin
Chairman

Hong Kong, 26 April 2013

As at the date of this announcement, the executive Directors are Mr. Xiang Xin, Mr. Liang Xiaojin and Mr. Chen Banyan and the non-executive Director is Mr. Wang Yaomin; and the independent non-executive Directors are Mr. Zhang Zhan Liang, Ms. An Jing and Mr. Chen Yicheng; Ms. Kung Ching is alternate director to Mr. Xiang Xin.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting and the Company website at www.8171.com.hk.