



China Essence Group Ltd.  
嵩天集团有限公司

(Incorporated in the Cayman Islands)  
(Registration No. CT-152302)

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## TERMINATION OF NON-BINDING MEMORANDUM OF UNDERSTANDING

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*Where capitalised terms are used in this announcement and not otherwise defined, such capitalised terms shall bear the same meanings as ascribed to them in the announcement of the Company dated 26 February 2015 (the "Announcement").*

The Board of Directors (the "**Board**") of China Essence Group Ltd. (the "**Company**", and together with its subsidiaries, collectively the "**Group**") refer to the Company's announcement on 26 February 2015, in which it announced that the Company had entered into a non-binding Memorandum of Understanding dated 26 February 2015 (the "**MOU**") with Huatian Investment Holdings Limited\* and Hollywood International Hotel Holdings Limited\* (collectively, the "**Vendors**" and together with the Company, the "**Parties**" and each a "**Party**") in relation to the proposed acquisition of the entire equity interest in a target company (the "**Target Company**") by the Company (hereinafter referred to as the "**Proposed Acquisition**").

The Board wishes to announce that the Vendors have terminated the MOU as of today as the Parties were unable to meet certain conditions precedent on the Proposed Acquisition.

By Order of the Board

Zhao Libin  
Executive Chairman and Chief Executive Officer  
5 May 2015

*\*English translation for identification purpose only*