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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)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by China Seven Star Holdings Limited (the “**Company**”) pursuant to Rule 3.8 of the Takeovers Code.

Reference is made to the announcements of the Company on the Stock Exchange dated 12th June, 2015 and 26th June, 2015 (the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board wishes to announce that on 7th July, 2015, 43,920,000 new Shares have been allotted and issued pursuant to the exercise of 43,920,000 share options granted under the share option scheme of the Company adopted on 9 December 2013 at the exercise price of HK\$0.17 per Share.

As at the date of this announcement (immediately after the allotment and issuance of the new Shares as described above), the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company comprised (i) 2,457,571,250 Shares in issue; and (ii) 155,148,000 outstanding share options with rights to subscribe for a total of 155,148,000 Shares. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

DEALING DISCLOSURE

Associates (including a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million. This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved. Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.

As the Acquisitions are subject to a number of conditions precedent and may or may not become unconditional or be completed. The completion of the Acquisitions are not conditional upon the closing of the Share Subscription. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company.

Shareholders and potential investors of the Company should also be aware that completion of the Share Subscription is subject to certain conditions precedent, including but not limited to, the completion of the Acquisitions, being satisfied, and consequently the Share Subscription may or may not proceed. Accordingly, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 7th July, 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 a non-executive director; and (3) Mr. Lu Wei, Mr. Wong Chak Keung and Mr. Ling Yu Zhang as independent non-executive directors.

This announcement is made by the order of the Board. The directors of the Board jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.