

*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 appears for information purposes only and does not constitute an invitation or offer to acquire, purchase, or subscribe for the securities of the Company.*



## **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)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 18 NOVEMBER 2015 AND GRANT OF THE WHITEWASH WAIVER**

#### **POLL RESULTS OF THE EGM**

The Board announces that all resolutions set out in the notice of EGM were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll at the EGM held on 18 November 2015.

#### **GRANT OF THE WHITEWASH WAIVER**

The Executive has granted the Whitewash Waiver on 13 November 2015, subject to fulfilment of certain conditions set out therein and the compliance by the Concert Group with the Takeovers Code. Upon fulfilment of such conditions, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by CMI for the Shares as a result of the Share Subscription by the Concert Group pursuant to the Subscription Agreement.

**Shareholders and potential investors of the Company should also be aware that completion of the Share Subscription is subject to certain conditions precedent being satisfied or waived, 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.**

Reference is made to the circular of China Seven Star Holdings Limited (the “**Company**”) dated 26 October 2015 (the “**Circular**”) and the notice of the EGM on the same date (the “**Notice**”). Unless otherwise defined herein, capitalised terms and expressions in this announcement shall have the same meanings as those used in the Circular.

## **POLL RESULTS OF THE EGM**

The Board announces that the ordinary resolutions and the special resolution as set out in the Notice were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of a poll at the EGM held on 18 November 2015 in accordance with the requirements of the Listing Rules and the Takeovers Code.

The poll results for the resolutions proposed at the EGM were as follows:

<b>Ordinary resolutions</b>	<b>For</b>	<b>Against</b>	<b>Total number of votes cast</b>
	<b>Votes (%)</b>	<b>Votes (%)</b>	
1. To approve the Subscription Agreement, the Specific Mandate in relation to the Share Subscription and the transaction contemplated thereunder	481,121,350 (95.64%)	21,910,000 (4.36%)	503,031,350
2. To approve the Whitewash Waiver	481,121,350 (95.64%)	21,910,000 (4.36%)	503,031,350
<b>Special resolution</b>	<b>For</b>	<b>Against</b>	<b>Total number of votes cast</b>
	<b>Votes (%)</b>	<b>Votes (%)</b>	
3. To approve change of name of the Company	481,121,350 (95.64%)	21,910,000 (4.36%)	503,031,350

As more than 50% of votes were casted in favour of the resolutions number 1 and 2 and more than 75% of votes were casted in favour of the resolution number 3, resolutions number 1 and 2 were duly passed as ordinary resolutions and resolution number 3 was duly passed as a special resolution accordingly.

The Company’s share registrar, Tricor Tengis Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

At the date of the EGM:

- (1) the Company had 2,589,331,250 Shares in issue;
- (2) the Concert Group did not hold any Shares and, accordingly, was not entitled to vote on any of the resolutions at the EGM;

- (3) Group First Limited (which is wholly owned by Mr. Ni Xinguang, an executive Director, who was involved in the negotiation of the Share Subscription for and on behalf of the Company) and Mr. Ni Xinguang, together holding 462,072,000 Shares representing approximately 17.85% of the issued Shares, were required to abstain and had abstained from voting on the relevant ordinary resolutions number 1 and 2 in relation to the Share Subscription and the Whitewash Waiver; and
- (4) save as disclosed above, there was no Share entitling any Shareholder to attend and abstain from voting in favour of any resolution at the EGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required to abstain from voting at the EGM under the Listing Rules and the Takeovers Code.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

	Existing number of issued Shares	Existing shareholding (%)	Number of new Subscription Shares	As a percentage of existing issued number of Shares	Enlarged issued number of Shares on completion	As a percentage of enlarged issued number of Shares
<b>Existing Shareholders</b>						
Ni Xinguang ( <i>Note</i> )	462,072,000	17.85%	—	0.00%	462,072,000	1.60%
Ye Zhu Ying	231,497,650	8.94%	—	0.00%	231,497,650	0.80%
Other public Shareholders	1,895,761,600	73.21%	—	0.00%	1,895,761,600	6.56%
Subtotal — existing Shareholders	2,589,331,250	100.00%	—	0.00%	2,589,331,250	8.96%
<b>Subscribers</b>						
<i>The Concert Group</i>						
— CMI	—	0.00%	20,418,000,000	788.54%	20,418,000,000	70.64%
— Union Sky	—	0.00%	1,390,000,000	53.68%	1,390,000,000	4.81%
Subtotal — the Concert Group	—	0.00%	21,808,000,000	842.22%	21,808,000,000	75.45%
<i>Other subscribers</i>						
— D.E. Shaw Composite	—	0.00%	1,720,000,000	66.43%	1,720,000,000	5.95%
— WIC LP	—	0.00%	1,788,000,000	69.05%	1,788,000,000	6.18%
— Mr. Xu	—	0.00%	1,000,000,000	38.62%	1,000,000,000	3.46%
Subtotal — other subscribers	—	0.00%	4,508,000,000	174.10%	4,508,000,000	15.59%
<b>Total</b>	<b>2,589,331,250</b>	<b>100.00%</b>	<b>26,316,000,000</b>	<b>1016.32%</b>	<b>28,905,331,250</b>	<b>100.00%</b>

### Notes:

- Mr. Ni Xinguang has personal interest of 46,068,000 Shares and owns 416,004,000 Shares through Group First Limited, his wholly owned company.
- Ms. Ye Zhu Ying and other public Shareholders are Independent Shareholders.

## CONDITIONS PRECEDENT IN RESPECT OF THE SHARE SUBSCRIPTION

As at the date of this announcement, conditions precedent (7), (14), (17) and (18) in respect of the Share Subscription as set out under the paragraph headed “Conditions precedent in respect of the Share Subscription” in the Circular have been fulfilled and the other conditions precedent remain outstanding. Further announcement(s) will be made by the Company upon Closing.

## GRANT OF THE WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 13 November 2015, subject to (i) the issue of the Subscription Shares being approved by a vote of the Independent Shareholders at the EGM, to be taken on a poll, and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Concert Group between the announcement of the proposed issue of the Subscription Shares and the completion of the Share Subscription, and the compliance by the Concert Group with the Takeovers Code. Upon fulfilment of such conditions, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by CMI for the Shares as a result of the Share Subscription by the Concert Group pursuant to the Subscription Agreement.

**Shareholders and potential investors of the Company should also be aware that completion of the Share Subscription is subject to certain conditions precedent being satisfied or waived, 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, 18 November 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. Lyu 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 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.*