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**CHINA SEVEN STAR SHOPPING LIMITED**

**中國七星購物有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 245)

**PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

In order to bring the articles of association (the “Articles”) of the China Seven Star Shopping Limited (the “Company”) in line with the recent changes brought about by the amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as well as the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules that came into effect on 1 January 2009, our directors of the Company propose that the Articles shall be amended, among other things, as follows:

- (a) to provide that at least 20 clear business days’ notice shall be given in respect of annual general meetings of the Company, and at least 10 clear business days’ notice shall be given in respect of all other general meetings of the Company together with the incidental changes; and
- (b) to provide that voting on all resolutions at general meetings shall be taken by way of poll, together with the incidental changes.

The proposed amendments to the Articles are subject to the approval of the shareholders of the Company (“Shareholders”) by way of a special resolution to be considered at the forthcoming annual general meetings of the Company (the “Annual General Meeting”) to be held on Friday, 5 June 2009 at 10:30 a.m.

A circular containing details of the proposed amendments to the Articles and a notice of the Annual General Meeting has been despatched to the Shareholders on the date of this announcement.

As at the date of this announcement, the board of directors comprises Mr. Ni Xinguang (Chairman) and Mr. Wang Zhiming (Managing Director) as executive directors, and Mr. Chan Wai Sum, Mr. Ho Wai Ip and Mr. Lu Wei as independent non-executive directors.

By order of the Board of  
**China Seven Star Shopping Limited**  
**Chen Man Wai, Molly**  
*Company Secretary*

Hong Kong, 30 April 2009

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### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of China Seven Star Shopping Limited (the “Company”) will be held at the Plaza I-III, Hotel Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 5 June 2009 at 10:30 a.m., to consider and, if thought fit, transact the following ordinary business:

1. to receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2008;
2. each as a separate resolution, to re-elect the retiring directors and to authorise the board of directors to fix the remuneration of directors;
3. to re-appoint Messrs. RSM Nelson Wheeler as the Company’s auditors and to authorise the board of directors to fix their remuneration;

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions and special resolutions (with or without modifications):

### **ORDINARY RESOLUTIONS**

4. **“THAT:**
  - (a) subject to paragraph (c) below and in substitution for all previous authorities, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to option holders of shares in the Company; or
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or
  - (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, rights to subscribe or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or
  - (v) a specified authority granted by the shareholders of the Company in general meeting.

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable laws to be held; or
- (iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the Company on the registers of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong Special Administrative Region of the People’s Republic of China).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited, subject to and in accordance with applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable laws to be held; or

(iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon the ordinary resolutions Nos. 4 and 5 above being passed, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to ordinary resolution No. 4 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution No. 5 provided that such amount of Shares shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said resolution.”

### **SPECIAL RESOLUTIONS**

- 7A. “**THAT** the Articles of Association of the Company be and is hereby amended as follows:

(a) Article 2

- (i) By adding the following new definitions in the existing Article 2 after the definition of “writing” or “printing”:

““business day” shall mean a day on which The Stock Exchange of Hong Kong Limited is generally open for business of dealing in securities in Hong Kong. For the avoidance of doubt, where The Stock Exchange of Hong Kong Limited is closed for business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”

““ordinary resolution” shall mean a resolution passed by a simple majority of votes cast by such members as being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of a member being a corporation, by its duly authorised representative at a general meeting of which notice has been duly given pursuant to Article 73.”

““special resolution” shall mean a resolution passed by a majority of not less than three-fourths of votes cast by such members as being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of a member being a corporation, by its duly authorised representative at a general meeting of which notice, specifying the intention to propose the resolution as a special resolution, has been duly given pursuant to Article 73.”

(b) Article 5

By deleting the existing Article 5 in its entirety and substituting therefor the following:

“5. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 64 of the Ordinance, be varied, modified or abrogated with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:

- (i) the necessary quorum (other than at an adjourned meeting) shall be two persons present in person or by proxy or (in the case of a member being a corporation) its duly authorised representative holding not less than one-third in nominal value of the issued shares of that class, and at any adjourned meeting of such holders, one holder present in person or by proxy or (in the case of a member being a corporation) its duly authorised representative (whatever the number of shares held by him) shall be a quorum; and
- (ii) every holder of shares of the class shall be entitled to one vote for every such share held by him.”

(c) Article 73

By deleting the existing Article 73 in its entirety and substituting therefor the following:

“73. An annual general meeting shall be called by notice in writing of not less than twenty-one clear days or twenty clear business days (whichever is longer) and any meeting of the Company at which the passing of a special resolution is to be considered shall be called by notice in writing of not less than twenty-one clear days or ten clear business days (whichever is longer). A meeting of the Company other than an annual general meeting or a meeting called for the passing of a special resolution shall be called by notice in writing of not less than fourteen clear days or ten clear business days (whichever is longer). The period of notice as aforesaid shall be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Ordinance, if permitted by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, a meeting of the Company may be called by shorter notice if it is so agreed:

- (i) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the issued shares giving that right.”

(d) Article 79

By adding the words “The period of notice as aforesaid shall be exclusive of the day on which it is served or deemed to be served and of the day on which the adjourned meeting is to be held.” after the words “the adjourned meeting.” in the 8th line of the existing Article 79.

(e) Article 80

By deleting the existing Article 80 in its entirety and substituting therefor the following:

“80. At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll subject to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or any other applicable laws of Hong Kong.

If:–

- (i) any objection shall be raised to the qualification of any voter; or
- (ii) any votes have been counted which ought not to have been counted or which might have been rejected; or
- (iii) any votes are not counted which ought to have been counted,

the objection or error shall not vitiate the decision of the meeting on any resolution unless the same is raised or pointed out at the meeting or adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the Chairman and shall only vitiate the decision of the meeting on any resolution if the Chairman decides that the same is of sufficient magnitude to vitiate the resolution or may otherwise have affected the decision of the meeting. The decision of the Chairman on such matters shall be final and conclusive.”

(f) Article 81

By deleting the existing Article 81 in its entirety and substituting therefor the following:

“81. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.”

(g) Article 82

By deleting the existing Article 82 in its entirety and substituting therefor the words “Intentionally left blank.”.



(h) Article 83

By deleting the existing Article 83 in its entirety and substituting therefor the following:

“83. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.”

(i) Article 84

By deleting the existing Article 84 in its entirety and substituting therefor the words “Intentionally left blank.”.

(j) Article 85

By deleting the existing Article 85 in its entirety and substituting therefor the following:

“85. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares or stipulated in the terms of issue of any shares, at any general meeting on a poll every member who (being an individual) is present in person or by proxy or (in the case of a member being a corporation) a representative duly authorised under section 115 of the Companies Ordinance shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up and shall have for every partly-paid share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount paid up or credited as paid up thereon bears to the nominal value of the share (but no amount paid or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid up on the share). On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.”

(k) Article 88

By deleting the words “, whether on a show of hands or on a poll,” after the words “court having jurisdiction in lunacy may vote” in the 2nd line of the existing Article 88.

(l) Article 90

By deleting the second sentence “On a poll votes may be given either personally or by proxy.” in the 3rd line of the existing Article 90.

(m) Article 90A

By deleting the existing Article 90A in its entirety and substituting therefor the words “Intentionally left blank.”.

(n) Article 92

By deleting the words “or poll” after the words “not less than forty-eight hours before the time for holding the meeting or adjourned meeting” in the 6th line of the existing Article 92 and by deleting the words “or on a poll demanded at a meeting or an adjourned meeting” after the words “except at an adjourned meeting” in the 10th line of the existing Article 92.

(o) Article 94

By deleting the words “to demand or join in demanding a poll and” after the words “deemed to confer authority” in the 2nd line of the existing Article 94.”

7B. “**THAT** the amended and restated Articles of Association of the Company, in the form of the printed document marked “A” and produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, which consolidates all of the proposed amendments referred to in Resolution 7A and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings be approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company with immediate effect.”

By order of the Board  
**China Seven Star Shopping Limited**  
**Chen Man Wai, Molly**  
*Company Secretary*

Hong Kong, 30 April 2009

*Registered office*  
Suite 1206, 12/F.  
Great Eagle Centre  
23 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or, if he holds two or more shares, more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's registrar and transfer office, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members.
4. The Register of Members of the Company will be closed from Wednesday, 3 June 2009 to Friday, 5 June 2009, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending the forthcoming annual general meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's registrar and transfer office, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 2 June 2009.

*At the date of this notice, the members of the Board of the Company comprises (1) executive directors: Mr. Ni Xinguang and Mr. Wang Zhiming; and (2) independent non-executive directors: Mr. Chan Wai Sum, Mr. Lu Wei and Mr. Ho Wai Ip.*