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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of China Seven Star Holdings Limited (the “**Company**”) will be held at the Boardroom, Basement 2, the Wharney Guang Dong Hotel Hong Kong, 57–73 Lockhart Road, Wanchai, Hong Kong on Wednesday, 18 November 2015 at 10:30 a.m., for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company as indicated below:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Subscription Agreement (as defined in the circular of the Company dated 26 October 2015) (the “**Circular**”), a copy of which is marked “A” now produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) dated 18 June 2015 entered into between the Company and CMI and Other Investors (being the subscriber referred to in the Circular) (the “**Subscribers**”) in respect of the subscription for 26,316,000,000 new ordinary shares of the Company (the “**Subscription Shares**”), in aggregate, to be subscribed by the Subscribers at the subscription price of HK\$0.19 per Subscription Share (the “**Share Subscription**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (“**Specific Mandate**”) to exercise the powers of the Company to allot and issue the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement, such Subscription Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The Specific Mandate is in addition to, and

shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution;

- (c) any one or more of the Directors be and are hereby authorised, for an on behalf of the Company, to execute all such other documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated under the Subscription Agreement, which in the opinion of any such Director(s) may consider to be appropriate and in the interests of the Company and the Shareholders as a whole.”
2. “**THAT** subject to the Executive (as defined in the Circular (as defined above)) granting the Whitewash Waiver (as defined in the Circular) to CMI (as defined in the Circular) and the satisfaction of any conditions attached to the Whitewash Waiver granted, the waiver pursuant to Note 1 on the Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) waiving any obligation on the part of CMI to make a mandatory general offer for all of the shares of the Company not already owned or agreed to be acquired by the Concert Group (as defined in the Circular) which would, if the Share Subscription proceeds, otherwise arise as a result of the issue of the Subscription Shares to the Concert Group upon Closing (as defined in the Circular), be and is hereby approved and **THAT** any one director of the Company be and is hereby authorised to do all acts and things and execute such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all steps which, in his/her opinion deem necessary, desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Whitewash Waiver.”

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the issue of the certificate of change of name by the Registrar of Companies of Hong Kong, the name of the Company be and is hereby changed from “China Seven Star Holdings Limited 中國七星控股有限公司” to “China Minsheng Financial Holding Corporation Limited 中國民生金融控股有限公司” and the directors (the “**Directors**”) of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

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

Hong Kong, 26 October 2015

Registered office:
Unit A02, 11/F
Bank of East Asia Harbour View Centre
56 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM 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 EGM 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 Level 22, Hopewell Centre, 183 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 EGM 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. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.sevenstar.hk> and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, 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.