



**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)

**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 Monday, 26 May 2008 at 10:00 a.m., for the purpose of considering and, if though fit, passing, with or without modifications, the following resolutions as ordinary resolutions and special resolution as indicated:

**ORDINARY RESOLUTIONS**

1. To receive and adopt the audited financial statements and reports of the directors and auditors for the year ended 31 December 2007.
2. (a) To re-elect the following directors:
  - (A) Ni Xinguang
  - (B) Lu Wei.
- (b) To authorise the board of directors of the Company (the “Board”) to fix the directors’ remuneration.
3. To re-appoint Messrs. RSM Nelson Wheeler as Auditors of the Company to hold office until the conclusion of next annual general meeting and authorise the directors to fix their remuneration.

As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions and special resolution:

**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 RESOLUTION**

7. “**THAT** the Articles of Association the Company be and is hereby amended as follows:
- (a) By deleting the last sentence “Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.” in **Article 99** and substituting thereof with the following:  
  
“Any Director so appointed shall hold office:
    - (i) in the case of filling a casual vacancy, only until the next following general meeting of the Company, and
    - (ii) in the case of an addition to the Board, only until the next following annual general meeting of the Company.”
  - (b) By deleting the word “No Director” in line 1 of **Article 107(A)(i)** and substitution therefor the words “Subject to Article 107(A)(ii) of these Articles, no Director”.

- (c) By deleting the words “Save as otherwise provided by these Articles, a Director” in line 1 of **Article 107(A)(ii)** and substituting therefor the word “A Director”.
- (d) By adding the words “or his associate(s)” after the word “Director” in line 2 of **Article 107(A)(ii)(1)(a)**.
- (e) By deleting **Article 107(A)(ii)(1)(e)** and substituting thereof with the following:
  - “(e) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights.”
- (f) By deleting **Article 107(A)(ii)(1)(f)** and substituting thereof with the following:
  - “(f) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of any employees’ share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit, or any pension fund or retirement, death or disability benefits scheme which relates both to the Directors, their associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates”.
- (g) By deleting **Article 107(A)(ii)(1)(g)** and **Article 107(A)(ii)(1)(h)** in its entirety.
- (h) By deleting the word “hoIds” in line 2 of **Article 107(A)(ii)(3)** and substituting therefor the word “owns”.
- (i) By amending **Article 107(A)(iii)** in the following manner:
  - (1) adding the words “(nor be counted in the quorum)” after the word “vote” in line 14 thereof;

- (2) deleting the words “which is a subsidiary of the Company” in lines 17 and 18 thereof;
- (3) adding the words “(nor be counted in the quorum)” after the word “vote” in line 18 thereof;
- (4) deleting the words “which is a subsidiary of the Company” in lines 20 and 21 thereof;
- (5) deleting the words “but he shall be counted in the quorum present at the meeting at which such contract or arrangement is considered.” in lines 25 and 26 thereof and substituting therefor the words “subject to Article 107(A)(ii) of these Articles.

- (j) By deleting the last paragraph “Every director, including those appointed for specific term, shall retire from office no later than the third annual general meeting of the Company after he was last elected or re-elected.” in **Article 116** and substituting thereof with the following:

“Every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.”

- (k) By deleting **Article 117** in its entirety and substituting thereof with the following:

“117. Any Director who is appointed by the Board and ceases to hold office at a general meeting pursuant to Article 99 shall then be eligible for re-election at such meeting but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.”

- (l) By deleting **Article 120** in its entirety and substituting thereof with the following:

“120. No person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as a Director and notice in writing signed by such person of his willingness to be elected shall have been given to the Company (by lodging at the registered office of the Company) for not less than 7 days commencing no earlier than the

day after the despatch of the notice of the meeting appointed for such election and ending no later than 7 days prior to the date appointed for the meeting.”

By order of the Board  
**Chen Man Wai, Molly**  
*Company Secretary*

Hong Kong, 30 April 2008

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

*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.*

*Notes:*

1. A member entitled to attend and vote at the AGM by the above notice is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the office of the Company's share registrars, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. Where there are joint holders of any share, any one of such persons may vote at the AGM either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.