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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)

**NOTIFICATION OF CONSIDERATION SHARES TO BE ISSUED UPON ISSUANCE
OF AUDITED FINANCIAL STATEMENTS OF TOP PRO GROUP AFTER
COMPLETION OF THE ACQUISITION AGREEMENT**

All the conditions precedent as contained in the Acquisition Agreement were fulfilled or waived and Completion took place on 11 April 2006 in accordance with the Acquisition Agreement.

HK\$5 million was paid as deposit within 3 Business Days upon signing the Acquisition Agreement and; thereafter HK\$20 million, being a remaining balance of the Cash Consideration was paid to the Vendor or his nominees upon Completion. Further, a total of HK\$50 million, being the Deferred Cash Consideration to be paid and 1,471,658,839 being the Consideration Shares to be issued to the Vendor or his nominee within 10 Business Days from 10 August 2007 according to the Acquisition Agreement.

Reference is made to the announcement of the Company dated 9th September 2005 (the "Announcement") in respect of, among other matters, the Acquisition. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those used in the Announcement.

All the conditions precedent as contained in the Acquisition Agreement were fulfilled or waived and Completion of the Acquisition took place on 11 April 2006, being the fifth Business Day after waiver or fulfillment of the conditions precedent in accordance with the Acquisition Agreement.

According to the Acquisition Agreement, the Consideration will be satisfied by the Cash Consideration, the Deferred Cash Consideration and issue of the Consideration Shares. HK\$5 million was paid as deposit within 3 Business Days upon signing the Acquisition Agreement and; thereafter HK\$20 million, being a remaining balance of the Cash Consideration was paid to the Vendor or his nominees upon Completion. According to the Acquisition Agreement, the Deferred Cash Consideration and issue of the Consideration Shares represent the contingent portion of the Consideration which is associated with financial performance of Top Pro Group.

Pursuant to the Acquisition Agreement, the review and audit of Top Pro Group for the first full financial year or the 12 calendar months period immediately after Completion should be completed within 120 days after the end of the first full financial year or the 12 months calendar period, as the case may be, immediately after Completion. The audited financial statements of Top Pro Group for the 12 calendar months period immediately after Completion have been issued on 10 August 2007 and have been reviewed and satisfied by the Company. A total of HK\$50 million, being the Deferred Cash Consideration to be paid and 1,471,658,839 being the Consideration Shares to be issued to the Vendor or his nominees within 10 Business Days from 10 August 2007 according to the Acquisition Agreement.

The shareholding structure of the Company as at the date of this announcement and after the issue of the Consideration Shares is set out below:

Shareholders	As at the date of this announcement		Immediately after issue of the Consideration Shares	
	No. of Shares	Approximate percentage of shareholding (%)	No. of Shares	Approximate percentage of shareholding (%)
Group First and its associates Keywise Capital Management (HK) Ltd.	2,001,240,000	34.86	2,001,240,000	27.75
Keywise Greater China Opportunities Master Fund	496,948,000	8.66	496,948,000	6.89
The Vendor or his nominees	288,570,000	5.03	288,570,000	4.00
Public	0	0	1,471,658,839	20.40
	2,953,874,000	51.45	2,953,874,000	40.96
Total	<u>5,740,632,000</u>	<u>100</u>	<u>7,212,290,839</u>	<u>100</u>

Hong Kong, 13 August 2007

By order of the Board
China Seven Star Shopping Limited
Ni Xinguang
Chairman

As at the date of this announcement, the board of directors comprises executive directors: Messrs. Ni Xinguang and Wang Zhiming; and independent non-executive directors: Messrs. Chan Wai Sum, Lu Wei and Ho Wai Ip.