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If you have sold or transferred all your shares in China Seven Star Shopping Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
ADOPTION OF NEW ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at the Boardroom, Basement 2, the Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on 5 June 2013, Wednesday, at 10:30 a.m. is set out on pages 14 to 21 of this circular.

A form of proxy for use at the annual general meeting is also enclosed. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the meeting to the office of the Company's registrar and transfer office, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof if you so wish.

18 April 2013

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
— Introduction	3
— General mandate to issue Shares	4
— General mandate to repurchase Shares	4
— General extension mandate to issue Shares	5
— Re-election of retiring Directors	5
— Proposed amendments to the Articles and adoption of New Articles	5
— Annual general meeting	6
— Responsibility statement	6
— Recommendations and Documents for Inspection	7
Appendix I — Explanatory Statement on Repurchase Mandate	8
Appendix II — Details of the Directors Proposed to be Re-elected at the Annual General Meeting	12
Notice of Annual General Meeting	14

DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at the Boardroom, Basement 2, the Wharney Guang Dong Hotel Hong Kong, 57–73 Lockhart Road, Wanchai, Hong Kong on 5 June 2013, Wednesday, at 10:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 21 of this circular, or any adjournment thereof
“Articles”	the existing articles of association of the Company
“Board”	the board of Directors
“Company”	China Seven Star Shopping Limited (中國七星購物有限公司) (Stock Code: 245), a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Directors”	directors of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any shares of the Company repurchased under the Repurchase Mandate will be added to the total number of shares of the Company which may be allotted and issued under the Issue Mandate
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution at the AGM
“Latest Practicable Date”	12 April 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“New Articles”	the amended and restated Articles proposed to be adopted by the Company at the AGM
“Repurchase Mandate”	a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to repurchase at any time until the next annual general meeting of the Company or such earlier period as stated in the Share Repurchase Resolution the Shares up to a maximum of 10% of the fully paid-up issued share capital of the Company at the date of the Share Repurchase Resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Share Repurchase Resolution”	the ordinary resolution referred to in number 5 of the notice of the AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Ni Xinguang (*Chairman*)

Wang Zhiming (*Managing Director*)

Independent non-executive Directors:

Ling Yu Zhang

Wong Chak Keung

Lu Wei

Registered and principal office:

Unit A02, 11/F

Bank of East Asia Harbour View Centre

56 Gloucester Road

Wanchai

Hong Kong

18 April 2013

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
ADOPTION OF NEW ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders at the AGM in respect of, among other matters, (i) the Issue Mandate; (ii) the Repurchase Mandate; (iii) the Extension Mandate; (iv) the re-election of retiring Directors; (v) the proposed amendments to the Articles and (vi) the adoption of the new Articles. In compliance with the Listing Rules, this circular contains an explanatory statement which provides all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate and other relevant information.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 8 June 2012, an ordinary resolution was passed by the then Shareholders granting the existing Issue Mandate to the Directors, which is due to expire at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Issue Mandate i.e. a general and unconditional mandate to allot, issue and deal with additional Shares with an aggregate nominal value not exceeding 20% of the aggregate of the total nominal value of the share capital of the Company in issue at the date of the passing of such resolution.

On the basis of a total of 2,198,331,250 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the AGM, the maximum number of Shares which may fall to be issued under this proposed Issue Mandate will be 439,666,250 Shares.

The fresh Issue Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by any applicable laws of Hong Kong or the Articles; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 8 June 2012, an ordinary resolution was passed by the then Shareholders granting the existing Repurchase Mandate to the Directors, which is due to expire at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Repurchase Mandate i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of such resolution. The fresh Repurchase Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by any applicable laws of Hong Kong or the Articles; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Under the Listing Rules, the Company is required to give to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL EXTENSION MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the issued share capital of the Company on the date of passing the resolution approving the Issue Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In relation to the ordinary resolution number 2 set out in the notice of the AGM regarding the re-election of retiring Directors, Mr. Lu Wei and Mr. Wong Chak Keung shall retire as Directors by rotation and, being eligible, offer themselves for re-election at the AGM pursuant to article 116 of the Articles.

Each of Mr. Lu Wei and Mr. Wong Chak Keung, being independent non-executive Directors eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that each of Mr. Lu Wei and Mr. Wong Chak Keung is independent in accordance with the independence guidelines. Also, in view of their integrity, extensive knowledge and experience, the Company recommends all of the above independent non-executive Directors to be re-elected.

Details of the abovementioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE ARTICLES AND ADOPTION OF NEW ARTICLES

The Stock Exchange has amended the Listing Rules relating to, among other things, the Articles or equivalent constitutional documents of listed issuers. Some of the amendments to the Listing Rules would come into effect on 1 January 2012 and 1 April 2012. Accordingly, the Directors propose to seek the approval of the Shareholders for the amendments to the existing Articles and the adoption of the New Articles, so as to bring the constitution of the Company in line with current amendments made to the Listing Rules.

The major effects of the proposed amendments to the existing Articles are summarised as follows:

1. all resolutions at general meetings of the Company shall be decided by poll other than resolution which relates purely to a procedural or administrative matter as may be permitted under the Listing Rules to be voted on by a show of hands;

LETTER FROM THE BOARD

2. no longer permit a Director to disregard 5% interests or less when considering whether the Director has a material interest which would prevent him from forming part of the quorum or voting at board meeting; and
3. to allow notices or documents to be served by the Company to its Shareholders by electronic means.

The Directors propose to seek the approval of the Shareholders by way of a special resolution at the AGM. Details of the amendments to the Articles are set out in the notice of AGM.

The legal adviser to the Company as to Hong Kong laws has confirmed that the proposed amendments comply with the requirements of the Listing Rules and the laws of Hong Kong. The Board confirms that there is nothing unusual about the proposed amendments for a company listed on the Stock Exchange.

Shareholders are advised that the Articles are available only in English and the Chinese translation of the amendments to the Articles provided in the notice of the AGM in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 14 to 21 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors, the re-election of retiring Directors, the amendments to the Articles and the adoption of the new Articles.

A form of proxy for use at the AGM is enclosed herewith. If you are unable to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's registrar and transfer office, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

RECOMMENDATIONS AND DOCUMENTS FOR INSPECTION

The Board considers that the resolutions in relation to the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors, the amendments to the Articles and the adoption of the new Articles to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

Copies of the existing Articles and the proposed New Articles are available for inspection at the registered and principal office of the Company at Unit A02, 11/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong during normal business hours (from 9:30 a.m. to 5:00 p.m.) on any business day (excluding Saturdays, Sundays and public holidays) from the date of this circular up to the including the date of the AGM.

Yours faithfully,
For and on behalf of the Board
China Seven Star Shopping Limited
Ni Xinguang
Chairman

The following is the Explanatory Statement required to be sent to Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate and also constitutes the memorandum required under Section 49BA of the Companies Ordinance.

(1) Share Repurchase Rules

The Share Repurchase Rules permit companies whose primary listing are on the Stock Exchange to repurchase their fully paid-up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Source of Funds

Repurchase must be made out of funds which are legally available for the purpose and in accordance with the company's memorandum and articles of association and the applicable laws of Hong Kong.

(b) Maximum number of Shares to be repurchased

A maximum of 10% of the issued share capital of the company as at the date of passing of the relevant resolution may be repurchased.

(2) Exercise of the Repurchase Mandate

Exercise in full of the Repurchase Mandate, on the basis of 2,198,331,250 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or repurchased prior to the AGM, could accordingly result in up to 219,833,125 Shares being repurchased by the Company during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of Hong Kong or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

(3) Reasons for Repurchase

The Directors believe that the ability to repurchase Shares is in the interests of the Company and its Shareholders. Repurchases may, depending on the circumstances, result in an increase in net assets and/or earnings per share. The Directors are seeking the grant of a general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate. The timing and the number(s), the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

(4) Funding of Repurchase

It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company being funds legally available for such repurchase in accordance with the Articles and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a share repurchase may only be

paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase to such extent allowable under the Companies Ordinance.

There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position at 31 December 2012 disclosed in its most recent published audited financial statements for the year ended 31 December 2012) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(5) Share Prices

The highest and lowest prices at which shares of the Company have traded on the Stock Exchange in each of the previous twelve months immediately preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
April	0.113	0.730
May	0.091	0.064
June	0.073	0.053
July	0.085	0.047
August	0.106	0.051
September	0.093	0.066
October	0.089	0.073
November	0.089	0.072
December	0.082	0.073
2013		
January	0.129	0.071
February	0.125	0.090
March	0.097	0.071
April (up to and including 12 April 2013)	0.082	0.072

(6) Undertaking

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the Laws of Hong Kong.

None of the Directors nor (to the best of their knowledge having made all reasonable enquiries) any of their associates (as defined in the Listing Rules) have a present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares held by them to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of its Shares.

(7) Takeovers Code

If as a result of the repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the substantial shareholders of the Company are:

Name	Number of shares interested in	Approximate percentage of shareholding	If exercised in full the power to repurchase
Group First Limited and its associates (<i>note (a)</i>)	623,172,000	28.35%	31.50%
Hou Chong Yu (<i>note (b)</i>)	254,606,650	11.58%	12.87%
Best Idea International Limited (<i>note (b)</i>)	231,497,650	10.53%	11.70%

Notes:

- (a) Group First Limited, currently holds 566,004,000 Shares in the Company, is a private company beneficially owned by Mr. Ni Xinguang, the Chairman and executive director of the Company, as to 60% and Mr. Wang Zhiming, a director of the Company, as to 40%. Accordingly, the shareholding in the Company held by Group First Limited, Mr. Ni Xinguang and Mr. Wang Zhiming are deemed to be associated with each others. Therefore, the personal interest of Mr. Ni Xinguang and Mr. Wang Zhiming of 28,734,000 Shares and 28,434,000 Shares, respectively in the Company has also been included herein.
- (b) Besides personally holding 6,459,000 shares in the Company, Ms. Hou Chong Yu wholly controls two corporations which hold interests in the Company as follows:

Name of Corporation	Number of shares held
Golden Pioneer Investments Inc	16,650,000
Best Idea International Limited	231,497,650

Were the Repurchase Mandate to be exercised in full, the total interests of the above substantial shareholders would be increased to approximately the respective percentages shown in the last column above. On this basis, Group First Limited and its associates become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent as to result in takeover obligation.

(8) Capital

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

The followings are the details of Mr. Lu Wei and Mr. Wong Chak Keung, who will retire by rotation, and being eligible, offer themselves for re-election at the AGM pursuant to article 116 of the Articles.

Mr. Lu Wei, aged 49, was appointed as an independent non-executive Director on 15 June 2005. Mr. Lu is also the chairman and member of nomination committee and members of audit committee and remuneration committee of the Company. Mr. Lu is currently a professor and vice dean of the Antai College of Economics & Management of Shanghai Jiao Tong University in the PRC. He graduated from the School of Management in Shanghai Fu Dan University with a Ph.D. degree. Mr. Lu is also an independent non-executive director of Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd., Shanghai Guangdian Electric Group Co., Ltd, Luolai Home Textile Co., Ltd. and China Yongda Automobiles Services Holdings Limited (stock code: 3669), all are companies listed on the Shanghai/Shenzhen/Hong Kong Stock Exchange.

Mr. Lu has not entered into any written service contract with the Company and is not appointed for a specific term but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Lu is entitled to an annual remuneration of HK\$180,000 without any bonus payment. The remuneration of Mr. Lu is not covered by any service contract. The remuneration package of Mr. Lu is determined by reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Saved as disclosed above, Mr. Lu is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Lu did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this Circular. Saved as disclosed above, Mr. Lu was not interested or deemed to be interested in any other shares or underlying shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no other matters about Mr. Lu which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.

Mr. Wong Chak Keung, aged 46, was appointed as an independent non-executive Director on 31 January 2011. Mr. Wong is also the Chairman and member of audit committee and members of remuneration committee and nomination committee of the Company. Mr. Wong holds a bachelor degree in business from The University of Southern Queensland in Australia. Mr. Wong is also a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia respectively. Mr. Wong has been in the accounting profession for over 15 years. Before joining the Company, Mr. Wong has the working experience in international accounting firms, listed and other companies involved in investment, accounting, educational business, manufacturing, corporate finance and mergers and acquisitions. Mr. Wong is an executive director of China Investment Development Limited (stock code: 204) which is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock

Exchange”), and an independent non-executive director of Bingo Group Holdings Limited (stock code: 8220) which is listed on the Growth Enterprise Market of the Stock Exchange (the “GEM”) respectively. Mr. Wong was an executive director of China Innovation Investment Limited (stock code: 1217) during the period from November 2007 to June 2011 and an executive director of China Trends Holdings Limited (stock code: 8171) during the period from February 2008 to June 2011 and the two companies are listed on the Main Board of the Stock Exchange and the GEM respectively.

Mr. Wong has not entered into any written service contract with the Company and is not appointed for a specific term but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Wong is entitled to an annual remuneration of HK\$180,000 without any bonus payment. The remuneration of Mr. Wong is not covered by any service contract. The remuneration package of Mr. Wong is determined by reference to his duties, responsibilities as well as the Company’s remuneration policy and the market benchmark.

Save as disclosed above, Mr. Wong is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Wong did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this Circular. Save as disclosed above, Mr. Wong was not interested or deemed to be interested in any other shares or underlying shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no other matters about Mr. Wong which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the annual general meeting (the “AGM”) of China Seven Star Shopping 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 5 June 2013, Wednesday, 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 2012;
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 (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

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.”

NOTICE OF ANNUAL GENERAL MEETING

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

SPECIAL RESOLUTIONS

7. “**THAT** the articles of association of the Company (the “Articles”) be and are hereby amended in the following manner:

(a) Article 4 (A)

By adding the words “provided always that where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the equity capital includes shares with different voting right, the designation of each class of shares (other than those with the most favourable voting rights) must include the words “restricted voting” or “limited voting”” in the sixth sentence of the existing article 4 (A) after the words “determination, as the Directors may determine)”.

(b) Article 6

By adding the words “, and provided further that in the case of purchases of redeemable shares, (i) purchases not made through the stock market or by tender shall be limited to a maximum price, either generally or with regard to specific purchases, and (ii) if purchases are by tender, tenders shall be available to all members alike” in the last sentence of the existing article 6 after the words “Commission from time to time in force”.

(c) Article 80A

By inserting the following new article 80A after the article 80 of the Articles:

“80A. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

- (a) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (b) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (c) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to

NOTICE OF ANNUAL GENERAL MEETING

vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the member.”

(d) Article 85

By deleting the existing article 85 of the Articles in its entirety and replacing it by the following:

“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 show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative duly authorised under the Companies Ordinance or proxy, not being himself a Member shall have one vote, and on a poll every member present in person or by proxy or being a corporation is present by a duly authorised representative or by proxy 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 votes need not use all his votes or cast all the votes he uses in the same way.”

(e) Article 88

By deleting the existing article 88 of the Articles in its entirety and replacing it by the following:

“A member of unsound mind, or who is a patient for the purposes of any legislation relating to mental health, or in respect of whom an order has been made by any court (whether in Hong Kong or elsewhere) having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll by his committee, receiver, curator bonis, or other person in the like nature appointed by such court, who may themselves vote on a poll by proxy. Provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote.”

NOTICE OF ANNUAL GENERAL MEETING

(f) Article 90

By deleting the existing article 90 of the Articles in its entirety and replacing it by the following:

“Any member of the Company entitled to attend and vote at a general meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On any vote by way of a show of hands (where applicable) or on a poll the vote may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion. On a poll votes may be given either personally or by proxy. Notwithstanding anything contained in these Articles, where a member of the Company is a recognised clearing house (or its nominee(s)), a proxy or proxies appointed by such member shall be entitled to separate votes on a show of hands (where applicable).”

(g) Article 96A

By adding the words “including, where applicable, the right to vote individually and separately on a show of hands” in the last sentence of the existing article 96A after the words “if it was an individual shareholder of the Company”.

(h) Article 107 (A)

By deleting the existing article 107(A)(ii)(2) and (3) of the Articles in its entirety and substituting with the following:

“107(A)(ii)

(2) Intentionally left blank.

(3) Where a company in which a Director and/or his associate(s) own(s) one or more share(s) which is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.”

(i) Article 116

By deleting the existing article 116 of the Articles in its entirety and replacing it by the following:

“At each annual general meeting one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest but not less than one-third, shall retire from office by rotation and shall be eligible for re-election, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every

NOTICE OF ANNUAL GENERAL MEETING

three years. The Directors to retire in every year shall be those who have been longest in office since their appointment or last election. A retiring Director shall remain in office until the close of the meeting at which he retires.

The Company at any general meeting at which any Directors retire in manner aforesaid may fill the vacated office by electing a like number of persons to be Directors.”

(j) Article 123

By deleting the existing article 123 of the Articles in its entirety and replacing it by the following:

“The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined in general meeting, two Directors shall be a quorum. For the purposes of this Article an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is an alternate for more than one Director, he shall for quorum purposes count as only one Director. Any member of the Board of Directors or any committee of the Board may participate in and shall be counted in a quorum at a meeting of the Board or such committee by means of a conference telephone or electronic means (including telephonic or video-conferencing) or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other. Meetings of the Board or any committee thereof may be held in Hong Kong or in any other place.”

(k) Article 124

By adding the words “or or by facsimile at the facsimile number, or by electronic mail at the electronic mail address” in the second sentence of the existing article 124 after the words “either in writing or by telephone”.

(l) Article 162

By deleting the existing article 162 of the Articles in its entirety and replacing it by the following:

“Auditors shall be appointed and removed and their duties regulated in accordance with the provisions of the Companies Ordinance, the Listing Rules and any applicable law, rules and regulations.”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT** conditional upon resolution number 7 being passed, the new amended and restated Articles consolidating all the proposed amendments referred to in resolution number 7, and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for identification purposes, be and are hereby approved and adopted with immediate effect in substitution for and to the exclusion of the existing Articles.”

By order of the Board
China Seven Star Shopping Limited
Law Gerald Edwin
Company Secretary

Hong Kong, 18 April 2013

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 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.

As 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. Ling Yu Zhang, Mr. Lu Wei and Mr. Wong Chak Keung.