



CHINA STAR INVESTMENT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 764)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of China Star Investment Holdings Limited (the “Company”) will be held at Unit 3408, Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong on 19 December 2008 at 4:00 p.m. for the purpose of consideration and, if thought fit, passing with or without modification the following resolutions:

SPECIAL RESOLUTION

- (1) “**THAT** the authorised share capital of the Company be increased from HK\$6,000,000, divided into 600,000,000 share of HK\$0.01 each (the “**Shares**”), to HK\$20,000,000, divided into 2,000,000,000 Shares by the creation of an additional 1,400,000,000 new Shares and that the directors of the Company be and are hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorised representative of the director or the secretary of the Company and to take such steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the same.”

ORDINARY RESOLUTION

- (2) “**THAT** conditional upon passing of resolution 1 above:
 - (a) the placing for a maximum of 500,000,000 new shares of HK\$0.01 each of the Company (the “**Placing Shares**”) by a maximum of 5 tranches (in which each tranche shall not be less than 100,000,000 Placing Shares, save for the last tranche) (the “**Placing**”) pursuant to the Placing Agreement (as defined and described in the circular of the Company date 21 November 2008 (the “**Circular**”)) be and is hereby approved, ratified and confirmed and the board of directors of the Company (the “**Board**”) be and is hereby granted a specific mandate to allot and issue Placing Shares in connection with the Placing, which specific mandate can be exercised once or more than once;
 - (b) the allotment and issue of the Placing Shares pursuant to and in accordance with the terms and conditions of the Placing Agreement be and is hereby approved; and

- (c) contingent on the Board resolving to issue and allot Placing Shares pursuant to paragraph (2)(a) and (b) above, the Board be and is hereby generally and unconditionally authorised to
- (i) determine and deal with at its discretion and with full authority, matters relating to the Placing (including but not limited to the specific timing of issue, final number of Placing Shares to be issued (in any event not more than 500,000,000 new Shares), offering mechanism, pricing mechanism, issue price (subject to the basis for determining the issue price described on page 6 in the Circular), target subscribers and the number an proportion of Placing Shares to be issued to each subscriber); and
 - (ii) do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorised representative of the director or the secretary of the Company and to take such steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Placing.”

By Order of the Board
China Star Investment Holdings Limited
Heung Wah Keung
Chairman

Hong Kong, 21 November 2008

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:
Unit 3408, Shun Tak Centre
West Tower
168-200 Connaught Road Central
Hong Kong

Notes:

1. A form of proxy for use at the meeting is dispatched to the shareholders of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy needs not be a shareholder of the Company.
4. 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 notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the above meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or at any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

As at the date of this announcement, the Board comprises two executive Directors namely, Mr. Heung Wah Keung and Ms. Chen Ming Yin, Tiffany; and three independent non-executive Directors namely, Mr. Tang Chak Lam, Gilbert, Mr. Ho Wai Chi, Paul and Mr. Lien Wai Hung.