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## **CHINA STAR INVESTMENT HOLDINGS LIMITED**

*(Incorporated in the Bermuda with limited liability)*

**(Stock Code: 764)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**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 12 February 2009 at 4:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution:

#### **ORDINARY RESOLUTION**

1. “**THAT**

- (a) the agreement (the “**Agreement**”) dated 26 November 2008 and entered into among the Riche (BVI) Limited (“**Riche**”) as vendor, Mega Shell Services Limited as purchaser and Golife Concepts Holdings Limited as guarantor, in relation to the sale and purchase of the entire issued share capital of Shinhan-Golden Faith International Development Limited (“**Shinhan-Golden**”); the entire issued share capital of World East Investments Limited (“**World East**”); all the obligations, liabilities and debts owing or incurred by Shinhan-Golden to Riche; and all the obligations, liabilities and debts owing or incurred by World East to Riche at an initial consideration of HK\$211,466,310 (subject to adjustment as provided in the Agreement) (copy of the Agreement has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the subscription of the 117,691,940 Consideration Shares (as defined in the Agreement) at an issue price of HK\$0.05 per Consideration Share by Riche be and is hereby approved, confirmed and ratified;
- (c) the subscription of the Convertible Bond (as defined in the Agreement) for a principal sum of HK\$100,000,000 by Riche be and is hereby approved, confirmed and ratified;
- (d) the subscription of the Settlement Convertible Bond (as defined in the Agreement) for a maximum principal sum of HK\$374,677,812 by Riche be and is hereby approved, confirmed and ratified;

- (e) the provision of the Hang Seng Guarantee (as defined in the Agreement) to the JV Company (as defined in the Agreement) by the Company be and is hereby approved, confirmed and ratified;
- (f) the provision of financial assistance to the CJV Partner (as defined in the Agreement) by Riche in the amount of HK\$374,677,812 be and is hereby approved, confirmed and ratified; and
- (g) any one or more of the Directors be and is/are hereby authorised to do all other acts and things and execute all documents, instruments and agreements which he/they consider(s) necessary or expedient for the implementation of and giving effect to the Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 23 January 2009

*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 enclosed with the circular despatched to the shareholders of the Company on 23 January 2009.
2. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the memorandum and bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company but must be present in person at the 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.
3. In order to be valid, a form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the office of 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 the Meeting or any adjournment thereof.
4. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above Meeting or any adjournment thereof, should he so wish, in such event, the form of proxy will be deemed to be revoked.
5. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof, whether in person or in proxy.

*As at the date of this notice, the executive directors of the Company are Mr. Heung Wah Keung and Ms. Chen Ming Yin, Tiffany; and the independent non-executive directors of the Company are Mr. Tang Chak Lam, Gilbert, Mr. Ho Wai Chi, Paul and Mr. Lien Wai Hung.*