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CHINA STAR ENTERTAINMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 326)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of China Star Entertainment Limited (the “**Company**”) will be held at Macau Jockey Club, 1/F Function Room, 1st Floor China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, at 4:00 p.m. on Monday, 29 September 2014 for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company to be taken by way of poll:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) subject to the fulfillment or waiver of the conditions as set out therein, the subscription agreement (the “**Share Subscription Agreement**”, a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) dated 8 July 2014 and entered into between the Company as issuer and Long Joy Investments Limited as subscriber, in relation to the subscription (the “**Share Subscription**”) of 1,500,000,000 new shares (the “**Subscription Shares**”) of HK\$0.01 each in the share capital of the Company at the subscription price of HK\$0.09 per Subscription Share and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of the Subscription Shares be and is hereby approved, and any one or more of the directors (each a “**Director**”) of the Company be and is/are hereby authorised to allot and issue the Subscription Shares pursuant to and in accordance with the terms and conditions of the Share Subscription Agreement; and

- (c) any one or more of the Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, for the purpose of, or in connection with, the implementation of and/or giving effect to the Share Subscription Agreement, including but not limited to the allotment and issue of the Subscription Shares, and any other matters ancillary thereto and of administrative nature which he/she/they in his/her/their absolute discretion consider necessary, desirable or expedient.”

By Order of the Board
China Star Entertainment Limited
Heung Wah Keung Mung Kin Keung
Co-Chairman Co-Chairman

Hong Kong, 12 September 2014

Registered Office:
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

*Head Office and principal place of
business in Hong Kong:*
Unit 3409,
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 in the circular to the shareholders of the Company dated 12 September 2014.
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 or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the 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 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, whether in person or by proxy, the most senior shall alone be entitled to vote. 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.