



CHINA STAR ENTERTAINMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 326)

PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 29 JUNE 2023 AT 4:00 P.M. (OR AT ANY ADJOURNMENT THEREOF)

I/We¹, _____ of _____

being the registered holder(s) of _____ share(s) of HK\$0.01 each in the share capital of China Star Entertainment Limited (the "Company"), HEREBY APPOINT³ THE CHAIRMAN OF THE ANNUAL GENERAL MEETING (the "Meeting"), or _____ of _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Golden Restaurant, 1/F., East Wing, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Thursday, 29 June 2023 at 4:00 p.m., and at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the proposed resolutions as set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and on any other resolution properly put to the Meeting.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the independent auditors of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Ho Wai Chi, Paul as independent non-executive director of the Company.		
	(b) To re-elect Mr. Tai Kwok Leung, Alexander as independent non-executive director of the Company.		
	(c) To authorise the Company's board of directors to fix the directors' remuneration.		
3.	To re-appoint HLB Hodgson Impey Cheng Limited as independent auditors of the Company and to authorise the Company's board of directors to fix the auditors' remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with the Company's shares, in terms as set out in ordinary resolution number 4 in the notice of the Meeting.		
5.	To grant a general mandate to the directors of the Company to repurchase the Company's shares, in terms as set out in ordinary resolution number 5 in the notice of the Meeting.		
6.	To approve the extension of the general mandate to be granted to the directors of the Company to allot, issue and deal with the Company's shares, in terms as set out in ordinary resolution number 6 in the notice of the Meeting.		
7.	To consider and approve the adoption of the share award scheme of the Company and to authorise the directors of the Company to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the share award scheme of the Company, in terms as set out in ordinary resolution number 7 in the notice of the Meeting.		
8.	To consider and approve the proposed amendments to the share option scheme of the Company currently in force and to authorise the directors of the Company to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the proposed amendments to the share option scheme of the Company, in terms as set out in ordinary resolution number 8 in the notice of the Meeting.		
9.	Conditional upon the share award scheme and amended share option scheme of the Company being approved and adopted and within the Scheme Mandate Limit (as defined in the circular of the Company dated 6 June 2023 (the "Circular")) to consider and approve the Service Provider Sublimit (as defined in the Circular), in terms as set out in ordinary resolution number 9 in the notice of the Meeting.		
10.	Conditional upon the share award scheme of the Company being approved and adopted and within the Scheme Mandate Limit (as defined in the Circular), to consider and approve the grant of 164,000,000 Awarded Shares (as defined in the Circular) to Ms. Chen Ming Yin, Tiffany, in terms as set out in ordinary resolution number 10 in the notice of the Meeting.		
SPECIAL RESOLUTION			
11.	To approve the proposed amendments to the existing bye-laws of the Company and adopt the new bye-laws of the Company.		

Dated this _____ day of _____, 2023 Signature(s)⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares in the share capital of the Company registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, delete words "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those referred to in the notice convening the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or other person duly authorised.
- To be valid, this proxy form, 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 branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding of the Meeting or any adjourned Meeting.
- Where there are joint holders of any share of the Company, any one of such persons may vote at the Meeting, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Completion and deposit of this proxy form will not preclude you from attending and voting in person at the Meeting if you so wish. In the event that you, having lodged this proxy form, attend the Meeting, this proxy form will be deemed to have been revoked.