



# CHINA STAR ENTERTAINMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 326)

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Special General Meeting of China Star Entertainment Limited (the "Company") will be held at Unit 503C, Miramar Tower, 132 Nathan Road, Kowloon, Hong Kong on Wednesday, 5th July, 2006 at 3:00 p.m. for the purpose of consideration and, if thought fit, passing with or without modification the following resolution as an Ordinary Resolution of the Company:

### ORDINARY RESOLUTION

**"THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the New Shares (as defined below),

- (i) the issue by way of placing (the "Placing") of an aggregate of 80,000,000 new shares of the Company ("New Shares") to PMA Asian Opportunities Fund, Diversified Asian Strategies Fund and Asian Diversified Total Return Limited Duration Company be and is hereby approved and the directors of the Company be and are hereby authorised to allot and issue the New Shares pursuant to or in connection with the Placing; and
- (ii) the directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary or expedient in connection with the Placing."

By Order of the Board  
**Wong Shuk Han, Dorothy**  
*Company Secretary*

Hong Kong, 19th June, 2006

*Head office and principal place of business in Hong Kong:*  
Unit 503C, Miramar Tower  
132 Nathan Road  
Tsimshatsui  
Kowloon  
Hong Kong

#### Notes:

1. A form of proxy for use at the meeting is despatched 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 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 46th Floor, Hopewell Centre, 183 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 hereof, the executive directors of the Company are Mr. Heung Wah Keung, Ms. Chen Ming Yin, Tiffany and Ms. Li Yuk Sheung and the independent non-executive directors are Mr. Hung Cho Sing, Mr. Ho Wai Chi, Paul and Mr. Fung Ho Sum.*