



# CHINA STAR ENTERTAINMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 326)

(Warrant Code: 1056)

**Form of proxy for use by shareholders at the special general meeting (the “Meeting”) of China Star Entertainment Limited (the “Company”) to 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 on Thursday, 25 October 2012 at 12:00 noon or any adjournment thereof.**

I/We <sup>(note 1)</sup>, \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the share capital of the Company, hereby appoint <sup>(note 3)</sup> the chairman of 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 in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 28 September 2012 unless the context requires otherwise.

Please tick (“✓”) in the appropriate box to indicate how you wish your vote(s) to be cast <sup>(note 4)</sup>.

ORDINARY RESOLUTION		FOR	AGAINST
1.	To approve the Offer and the waiver pursuant to the terms of the Whitewash Waiver and to grant a mandate to the Directors to implement the Possible Bonus Issue, including but not limit to, approving the terms and conditions of the Bonus CBs, in terms as set out in the ordinary resolution in the notice of the Meeting.		
SPECIAL RESOLUTION		FOR	AGAINST
2.	To approve the amendments to the Bye-laws, in terms as set out in the special resolution in the notice of the Meeting.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Signature \_\_\_\_\_ <sup>(notes 5 to 10)</sup>

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of HK\$0.01 each in the share capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete the words “THE CHAIRMAN OF THE MEETING or” and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, 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.
5. This form of proxy 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.
6. To be valid, this 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 adjourned Meeting.
7. 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 person 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.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
10. Completion and deposit of this form of proxy 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 form of proxy, attend the Meeting, this form of proxy will be deemed to have been revoked.