

**FORMS RELATING TO LISTING**

**FORM F**

**THE GROWTH ENTERPRISE MARKET (GEM)**

**COMPANY INFORMATION SHEET**

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**Company name:** China Star Film Group Limited

**Stock code (ordinary shares):** 8172

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 5 February 2010

**A. General**

Place of incorporation: incorporated in the Cayman Islands and continued in Bermuda

Date of initial listing on GEM: 26 March 2002

Name of Sponsor(s): N/A

Names of directors:  
(*please distinguish the status of the directors — Executive, Non-Executive or Independent Non-Executive*)

Executive directors :

LAI Hok Lim

WONG Chi Chiu

Independent non-executive directors :

YIP Tai Him

LAW Yiu Sang, Jacky

CHIO Chong Meng

Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name of Shareholders	Number of shares interested	Approximate percentage of the Company's issued share capital (%)
	Riche (BVI) Limited ( <i>note 1</i> )	21,184,549	6.32
	China Star Investment Holdings Limited ( <i>note 1</i> )	21,184,549	6.32

*Note:*

1. Riche (BVI) Limited is the beneficial owner of 21,184,549 shares. As Riche (BVI) Limited is wholly-owned by China Star Investment Holdings Limited, a company listed on the Main Board of the Exchange, China Star Investment Holdings Limited is deemed to be interested in 21,184,549 shares.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:	N/A
Financial year end date:	31 December
Registered address:	Clarendon House 2 Church Street Hamilton HM 11 Bermuda
Head office and principal place of business:	Unit 3407, 34/F., Shun Tak Centre, West Tower 168-200 Connaught Road Central Hong Kong
Web-site address (if applicable):	<a href="http://www.golife.com.hk">http://www.golife.com.hk</a>
Share registrar:	Computershare Hong Kong Investors Services Limited 46th Floor, Hopewell Centre 183 Queen's Road East, Hong Kong
Auditors:	HLB Hodgson Impey Cheng

## **B. Business activities**

The principal activities of the Group is property investment, the provision of artists management services, film production and distribution and investment in jointly controlled entity which is principally engaged in distribution of high-end apparel and accessories.

## **C. Ordinary shares**

Number of ordinary shares in issue:	335,266,054 shares
Par value of ordinary shares in issue:	HK\$0.01
Board lot size (in number of shares):	20,000
Name of other stock exchange(s) on which ordinary shares are also listed:	N/A

## **D. Warrants**

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	N/A
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

## **E. Other securities**

### 1. Share Option Scheme

Number of share options granted and outstanding	5,840,000
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### 2. Convertible Bonds

- (a) On 25 September 2008, the Company issued convertible bonds in the principal amount of HK\$35,000,000 with a term of 3 years and zero coupon rate. Details of the transaction was set out in the Company's circular dated 28 July 2008. On 7 September 2009, a resolution was resolved in the special general meeting to modify the terms and conditions of the convertible bonds that (i) the maturity date of the convertible bonds shall be the fifth anniversary of the date of issue, (the "New Maturity Date") and; (ii) the mandatory conversion of any outstanding amount of the convertible bonds into new conversion shares at the New Maturity Date. As at the date hereof, HK\$7,000,000 of the convertible bonds remain outstanding.
- (b) On 29 January 2009, the Company issued convertible bonds in the principal amount of HK\$60,000,000 to China Star Entertainment Limited, of which its issued shares are listed on the Main Board of the Exchange, with a term of 10 years and zero coupon rate. Details of the transaction was set out in the Company's circular dated 23 December 2008. As at the date hereof, HK\$60,000,000 of the convertible bonds remain outstanding.
- (c) On 8 April 2009, the Company issued convertible bonds in the principal amount of HK\$100,000,000 with a term of 10 years and zero coupon rate to Riche (BVI) Limited, a wholly-owned subsidiary of China Star Investment Holdings Limited of which its issued share capital are listed on the Main Board of the Exchange, as part of the consideration for the acquisition of an investment property in the PRC. Details of the transaction was set out in the Company's circular dated 23 January 2009. As at the date hereof, HK\$100,000,000 of the convertible bonds remain outstanding.

## **Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

\_\_\_\_\_  
LAI Hok Lim

\_\_\_\_\_  
WONG Chi Chiu

\_\_\_\_\_  
YIP Tai Him

\_\_\_\_\_  
LAW Yiu Sang, Jacky

\_\_\_\_\_  
CHIO Chong Meng