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CHINA STAR FILM GROUP LIMITED

中國星電影集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8172)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of China Star Film Group Limited (the “**Company**”) will be held at Unit 3407, 34/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong on Monday, 24 May 2010 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the sale and purchase agreement dated 8 February 2010 entered into between the Company and Keen Modern Limited (the “**Purchaser**”) (as amended by a supplemental agreement dated 22 April 2010) pursuant to which the Company conditionally agreed to sell and the Purchaser conditionally agreed to acquire the entire issued share capital of Mega Shell Services Limited (“**Mega Shell**”) and all the obligations, liabilities and debts owing or incurred by Mega Shell to the Company at a total consideration of RMB119.57 million (the “**Sale and Purchase Agreement**”, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved and the execution of the Sale and Purchase Agreement by a director of the Company (the “**Director**”) be and is hereby approved, confirmed and ratified in all respects; and
- (b) the Directors (or any one of them) be and are hereby authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they/he/she may from time to time consider necessary, desirable or expedient to give effect to such matters and this resolution as they/he/she may deem fit”

2. “**THAT**

- (a) the payment of a special dividend of HK\$0.12 for each ordinary share in the issued share capital of the Company held by the shareholders whose names appear on the register of members of the Company as at 10 May 2010 payable at such time and date as the directors of the Company may, in their absolute discretion determined be and is hereby approved;
- (b) the Directors (or any one of them) be and are hereby authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they/he/she may from time to time consider necessary, desirable or expedient to give effect to such matters and this resolution as they/he/she may deem fit”

By Order of the Board
China Star Film Group Limited
Lai Hok Lim
Chairman

Hong Kong, 5 May 2010

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Unit 3407, 34/F.
Shun Tak Centre, West Tower
168-200 Connaught Road Central
Hong Kong

Notes:

- 1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy can vote on a poll. A proxy need not be a member of the Company.
- 2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the office of the Company’s Hong Kong branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- 3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.

As at the date hereof, the Board comprises two executive directors, namely Mr. Lai Hok Lim and Mr. Wong Chi Chiu; and three independent non-executive directors, namely Mr. Yip Tai Him, Mr. Law Yiu Sang, Jacky and Ms. Chio Chong Meng.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will be published on the GEM website on the “Latest Company Announcement” page for at least 7 days from the date of publication and on the website of the Company at www.golife.com.hk.