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China Star Cultural Media Group Limited
中國星文化產業集團有限公司*

(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 the special general meeting of China Star Cultural Media Group Limited (the “Company”) to be held at United Conference Centre, Room 1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 16 March 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions of the Company.

ORDINARY RESOLUTIONS

1. **“THAT**, the authorised share capital of the Company be and is hereby increased from HK\$30,000,000 divided into 3,000,000,000 ordinary shares of HK\$0.01 each (“Ordinary Shares”) to HK\$100,000,000 divided into 8,000,000,000 Ordinary Shares and 2,000,000,000 preferred shares of HK\$0.01 each (“Preferred Shares”) by the creation of an additional 5,000,000,000 Ordinary Shares and the creation of 2,000,000,000 Preferred Shares with the rights, privileges and restrictions set out in the Subscription Agreement (as defined in ordinary resolution no. 2 below) and in the amendments to the bye-laws of the Company to be adopted by the Company as referred to in Appendix III of the circular of the Company dated 18 February 2015 (the “Circular”), all of the existing shares of the Company in issue shall be designated as Ordinary Shares and that the directors of the Company be and are hereby authorised to do all other acts, matters and things and execute all documents as they consider necessary, desirable or appropriate for the implementation of and giving effect to the transactions contemplated under this resolution.”

* *for identification purpose only*

2. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1 and no. 3,
- (a) the subscription agreement dated 24 November 2014 (as amended by the supplemental agreement dated 16 February 2015) (the “Subscription Agreement”) entered into between (i) the Company, and (ii) Jiakuan Group Company Limited (稼軒集團有限公司), Vision Path Limited, First Charm Investments Limited and REORIENT Global Limited (collectively, the “Subscribers”) in relation to the subscription of 1,379,804,865 new Ordinary Shares (the “Ordinary Subscription Shares”) and 1,379,804,862 new Preferred Shares (the “Preferred Subscription Shares”) (collectively, the “Subscription Shares”) at an issue price of HK\$0.20 per Subscription Share (a copy of the Subscription Agreement is tabled at the meeting and marked “A” by the chairman of the meeting for identification purpose) and the transactions, contemplated thereunder be and are hereby confirmed, approved and ratified;
 - (b) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in the Ordinary Subscription Shares and the new ordinary shares of the Company to be issued upon conversion of the Preferred Subscription Shares (the “Conversion Shares”) pursuant to the terms of the Preferred Subscription Shares set out in the Subscription Agreement, the specific mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the Subscription Shares and the Conversion Shares be and is hereby approved;
 - (c) any director of the Company be and is hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated by the Subscription Agreement, the allotment and issue of the Subscription Shares and the Conversion Shares, and subject to approval from the Independent Shareholders (as defined in the Circular) in accordance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for any material variation of the terms of the Subscription Agreement, to approve or agree to any amendment, variation or modification of the terms and conditions of the Subscription Agreement on such terms and conditions as any director(s) of the Company may think fit.”
3. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, the waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to note 1 on dispensations for Rule 26 of the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong waiving any obligation of the Subscribers to make a mandatory general offer to acquire all the issued ordinary shares of the Company and other securities of the Company not already owned or agreed to be acquired by the Subscribers and parties acting in concert with any of them, as a result of the allotment and issue of the Subscription Shares and the Conversion Shares to the Subscribers be and is hereby approved.”

4. “**THAT**, subject to completion of the Subscription (as defined in the Circular), the appointment of Ms. Wu Li as an executive director of the Company be and is hereby approved.”
5. “**THAT**, subject to completion of the Subscription (as defined in the Circular), the appointment of Mr. Zou Xiao Chun as a non-executive director of the Company be and is hereby approved.”
6. “**THAT**, subject to completion of the Subscription (as defined in the Circular), the appointment of Mr. Ng Wai Hung as an independent non-executive director of the Company be and is hereby approved.”
7. “**THAT**, subject to completion of the Subscription (as defined in the Circular), the appointment of Mr. Lam Cheung Shing Richard as an independent non-executive director of the Company be and is hereby approved.”
8. “**THAT** the directors of the Company be authorised to appoint additional directors of the Company up to a maximum number of 20.”

SPECIAL RESOLUTION

9. “**THAT**, subject to and conditional on the passing of ordinary resolution no. 1, the proposed amendments to the bye-laws of the Company as set out in Appendix III to the Circular be and are hereby approved by the Company, such amendments to take effect from the date of this resolution.”

By order of the Board
China Star Cultural Media Group Limited
Leung Wai Man
Executive Director

Hong Kong, 18 February 2015

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

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Business of Hong Kong:*
Unit 3407, 34/F.,
Shun Tak Centre West Tower
168-200 Connaught Road Central
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Notes:

1. A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.

As at the date of this notice, the executive directors of the Company are Mr. Leung Wai Man and Ms. Li Yee Mei; and the independent non-executive directors are Mr. Yip Tai Him, Mr. Law Yiu Sang, Jacky and Mr. Fung Wai Ching.

This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

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 Company's website at www.chinastarcmg.com.hk.