



CHINA STAR FILM GROUP LIMITED

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

(Stock Code: 8172)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting (the "Meeting") of China Star Film Group Limited (the "Company") to be held at Unit 3407, 34/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong at 2:30 p.m. on Friday, 15 January 2010 and at any adjournment thereof.

I/We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) shares of HK\$0.01 each in the Company hereby appoint the Chairman of the Meeting or _____ of _____ to act as my/our proxy ^(note c) at the Meeting to be held at Unit 3407, 34/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong at 2:30 p.m. on Friday, 15 January 2010 and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your vote to be cast by way of poll ^(note d).

	Special resolution	For	Against
1.	To approve the capital reorganisation, comprising, inter alia, (a) the proposed share consolidation (the "Share Consolidation") that every five (5) issued shares of par value of HK\$0.01 each in the issued share capital of the Company be consolidated into one (1) issued share of the Company of par value of HK\$0.05 each (the "Consolidated Share(s)"). (b) the total number of the Consolidated Shares be rounded down to the nearest whole number by cancelling the fractional Consolidated Share in the total number of the issued Consolidated Shares immediately following the Share Consolidation. (c) the capital reduction that the paid-up capital of each Consolidated Share be reduced from HK\$0.05 to HK\$0.01 by cancelling HK\$0.04 so as to form a new share of HK\$0.01.		
	Ordinary resolutions		
2.	(a) To approve, ratify and confirm the conditional placing agreement dated 7 December 2009 (the "Placing Agreement") entered into between the Company and the Kingston Securities Limited (the "Placing Agent") pursuant to which, inter alia, the Company agrees to place, through the Placing Agent, on a best efforts basis, up to 200,000,000 new shares of the Company at a price of HK\$0.30 per share (the "Placing Shares") in tranches; (b) to approve the allotment and issue of the Placing Shares pursuant to and in accordance with the terms and conditions of the Placing Agreement; and (c) to authorise any one director of the Company to exercise all powers to effect the placing and the Placing Agreement.		
3.	To appoint HLB Hodgson Impey Cheng as the auditors of the Company.		

Dated the _____ day of _____ 2009/2010

Shareholder's signature _____ ^(notes e, f, g and h)

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares 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 capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the box(es) marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the box(es) marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited with Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.