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CHINA STAR ENTERTAINMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 326)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of China Star Entertainment Limited (the “Company”) will 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 Monday, 29 April 2013 at 4:00 p.m. for the following purposes:

ORDINARY RESOLUTION

“**THAT** a special distribution (“Special Distribution”) of HK4 cents for each share of HK\$0.01 (“Share”) in the capital of the Company held by the holders of the Shares (“Shareholders”) whose names appear on the register of members of the Company on 6 May 2013 (“Record Date”) and for each Share which the holders (“Bonus CB Holders”) of the bonus convertible bonds (“Bonus CBs”) issued by the Company on 9 January 2013 pursuant to a deed poll constituting the Bonus CBs executed by the Company on the same date would have become a holder of, had such Bonus CBs been converted on the Record Date, be made out of the contributed surplus account of the Company to Shareholders whose names appear on the register of members of the Company on the Record Date and to the Bonus CB Holders whose names appear on the register of the Bonus CB Holders on the Record Date; and the directors of the Company be and are hereby authorized to do such acts and things and execute such documents which in their opinion may be necessary, desirable, expedient to carry out or to give effect to the Special Distribution and the transactions contemplated under this resolution.”

By Order of the Board
China Star Entertainment Limited
HEUNG WAH KEUNG
Chairman

Hong Kong, 12 April 2013

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*Head office and principal place
of business in Hong Kong:*
Unit 3409
Shun Tak Centre
West Tower
168-200 Connaught Road Central
Hong Kong

Notes:

1. A form of proxy for use at the meeting is enclosed in the circular to the Shareholders dated 12 April 2013.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the 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 above meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or at any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person 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, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

As at the date of this announcement, the executive directors of the Company are Mr. Heung Wah Keung, Ms. Chen Ming Yin, Tiffany and Ms. Li Yuk Sheung; the independent non-executive directors of the Company are Mr. Hung Cho Sing, Mr. Ho Wai Chi, Paul and Mr. Tang Chak Lam, Gilbert.