



CHINA STAR ENTERTAINMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 326)

(Warrant Code: 972)

FORM OF PROXY

Form of proxy for use by shareholders at the special general meeting (the “Meeting”) to be convened at Board Room (1st Floor), South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Friday, 6 May 2011 at 4:00 p.m..

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____
ordinary shares of China Star Entertainment Limited (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 Board Room (1st Floor), South Pacific Hotel, 23 Morrison Hill Road, Wanchai on Friday, 6 May 2011 at 4:00 p.m. and to vote on my/our behalf as directed below.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 1 April 2011 unless the context requires otherwise.

Please tick (“✓”) in the appropriate box to indicate how you wish your vote(s) to be cast ^(note d).

Ordinary Resolution	For	Against
To approve the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the issue and creation of the Convertible Bonds and the allotment and issue of the Conversion Shares to be allotted and issue upon exercise of the conversion right attaching to the Convertible Bonds		

Dated this _____ day of _____ 2011

Signature: _____ ^(notes e to i)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**.
- Please insert the number of ordinary shares to which this form of proxy relates in the space provided. If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares registered in your name (whether alone or jointly with others).
- 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 **BLOCK CAPITAL LETTERS** in the space provided. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
- If you wish to vote for the resolution set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against the resolution, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution the proxy will vote or abstain at his discretion in respect of the resolution. 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.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hands of an officer or attorney or other person duly authorised.
- In order to be valid, this form of proxy together with any power of attorney or other authority under which it is signed must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong by not less than 48 hours before the time appointed for holding the Meeting.
- Completion and return of this form of proxy shall not preclude you from attending and voting in person at the Meeting should you so wish.
- In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), 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.
- Any alteration made to this form should be initialled by the person who signs the form.