



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)

Form of Proxy for use at the Annual General Meeting (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of ² _____ Shares
of HK\$0.01 each of the Company **HEREBY APPOINT**³ _____
of _____
or failing him, the chairman of the meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or any adjournment thereof) of the Company to be held at Unit 3407, 34/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong on Wednesday, 19 May 2010 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening such meeting and at such meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company and the Company's auditors for the year ended 31 December 2009.		
2.	To re-elect Mr. Lai Hok Lim as executive director of the Company.		
3.	To re-elect Mr. Wong Chi Chiu as executive director of the Company.		
4.	To re-elect Ms. Chio Chong Meng as independent non-executive director of the Company.		
5.	To authorise the board of directors of the Company to fix the directors' remuneration.		
6.	To re-appoint HLB Hodgson Imprey Cheng as the Company's auditors and to authorise the board of directors of the Company to fix their remuneration.		
7.	To grant a general mandate to the directors of the Company to allot, issue and deal with the Company's shares.		
8.	To grant a general mandate to the directors of the Company to repurchase the Company's shares.		
9.	To add the nominal value of the shares repurchased by the Company to the mandate granted to the directors under resolution numbered 7.		
10.	To refresh the Scheme Mandate Limit of the Share Option Scheme (as defined in the circular of the Company dated 19 April 2010).		
Special Resolution			
11.	To approve the Capital Reorganisation (as defined in the circular of the Company dated 19 April 2010).		

Dated this _____ day of _____ 2010

Signature⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares of HK\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. The proxy need not be a member of the Company but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK ("✓") IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the meeting which has been properly put to 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 signed either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In the case of joint holders any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the Annual General 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 holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy, and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority shall be delivered to 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 no less than 48 hours before the time for holding the Annual General Meeting.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so desire and in such event, this proxy form shall be deemed to be revoked.