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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 (the “**SGM**”) of China Star Entertainment Limited (the “**Company**”) will be held at Golden Restaurant, 1/F, East Wing, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Wednesday, 14 September 2022 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the third deed of variation dated 24 June 2022 (the “**Third Deed of Variation**”) entered into between Ms. Chen Ming Yin, Tiffany (“**Ms. Chen**”) and Best Combo Limited (“**Best Combo**”), a wholly-owned subsidiary of the Company (a copy of which has been produced at the Meeting and marked “A” and initialled by the chairman of the Meeting for the purpose of identification) in respect of the loan agreement dated 29 November 2016 entered into between Ms. Chen as borrower and Best Combo as lender and as supplemented by a deed of variation dated 5 December 2016, and the transactions contemplated under the Third Deed of Variation, be and are hereby approved, confirmed and ratified in all respects; and

- (b) any one director of the Company (“**Director**”) (or any two Directors or one Director and the secretary of the Company, in the case of execution of documents under seal) be and is hereby authorised to sign, execute and deliver all such other documents, instruments, agreements and deeds (including, if required, to affix the common seal of the Company in accordance with the bye-laws of the Company) for and on behalf of the Company and do all such other acts or things which the Director may deem necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with or incidental to the Third Deed of Variation and/or the transactions contemplated thereunder.”

By order of the board of Directors
China Star Entertainment Limited
Heung Wah Keung
Chairman

Hong Kong, 26 August 2022

Registered office:
Victoria Place
5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

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

Notes:

1. A proxy form for use at the meeting is enclosed with the circular to the shareholders of the Company dated 26 August 2022.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her 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. The register of members of the Company will be closed from Thursday, 8 September 2022 to Wednesday, 14 September 2022, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to ascertain shareholders’ rights for the purpose of attending and voting at the SGM, all share transfers, accompanied by the relevant share certificates, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 7 September 2022.

4. 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/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. For the health and safety of shareholders, the Company would like to encourage shareholders to exercise their right to vote at the SGM by appointing the chairman of the SGM as their proxy and to return their proxy forms by the time specified above, instead of attending the SGM in person. In order to be valid, the proxy form, 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 branch share registrar and transfer office of the Company 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 proxy form 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 proxy form 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/it 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.
7. If typhoon signal number 8 or above is hoisted or "extreme conditions" caused by super typhoons, or a "black" rainstorm warning is in effect at any time after 12:00 p.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.chinastar.com.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

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