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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 a special general meeting (the “**SGM**”) of China Star Entertainment Limited (the “**Company**”) will held at Macau Jockey Club, 3/F, East Wing, Shun Tak Centre, 200 Connaught Road Central, Hong Kong, on Monday, 11 December 2017 at 4:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “THAT

- (a) the conditional sale and purchase agreement dated 10 October 2017 (the “**SP Agreement**”) (a copy of which has been produced to the SGM and marked “A” and initialled by the Chairman of the meeting for the purpose of identification) entered into between China Star Entertainment (BVI) Limited (the “**Seller**”, a direct wholly-owned subsidiary of the Company) and Mr. Chan Meng Kam (the “**Buyer**”) in relation to the disposal (the “**Disposal**”) of (i) the entire issued share capital in each of Charming Era Investment Limited, Exceptional Gain Profits Limited, Most Famous Enterprises Limited (collectively, the “**Target Companies**”) and their respective subsidiaries, namely, Best Joyful Limited, Charm Faith Holdings Limited, Classic Management & Services Company Limited, Hotel Lan Kwai Fong (Macau) Limited, Merit Noble Company Limited and Noble Million Limited and (ii) the loans outstanding and owing to the Seller as at completion of the Disposal by each of the Target Companies with an aggregate amount of approximately HK\$340.2 million as at the date of the SP Agreement at a sale price of HK\$2,000 million (subject to adjustment) be and

are hereby approved, confirmed and ratified in all respects and that the all transactions contemplated under the SP Agreement be and are hereby approved; and

- (b) any director of the Company be and is hereby authorised for and on behalf of the Company to sign and execute all such other documents, instruments and agreements and to do all such acts or things and to take all such steps as the director in his/her sole opinion and absolute discretion may consider necessary, appropriate, desirable or expedient to give effect to the Disposal, SP Agreement and the transactions contemplated thereunder.”

By Order of the Board
**China Star Entertainment
Limited**
Heung Wah Keung
Chairman

Hong Kong, 21 November 2017

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM 12
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 form of proxy for use at the SGM is enclosed with the circular to shareholders of the Company dated 21 November 2017.
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. All registered shareholders of the Company recorded at 4:30 p.m. on Tuesday, 5 December 2017 shall be entitled to attend and vote in person at the SGM or any adjournment thereof. In order to qualify for attending and voting at the SGM or any adjournment thereof, all share transfers, accompanied by the relevant share certificates, must be lodged with 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 for registration not later than 4:30 p.m. on Tuesday, 5 December 2017.

4. Any shareholder of the Company entitled to attend and vote at the SGM 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. 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 the above address not less than 48 hours before the time appointed for holding of the SGM 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 SGM 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 SGM, 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 are Mr. Heung Wah Keung, Ms. Chen Ming Yin, Tiffany and Ms. Li Yuk Sheung; and the independent non-executive Directors are Mr. Hung Cho Sing, Mr. Ho Wai Chi, Paul and Mr. Tang Chak Lam, Gilbert.