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## **CHINA STAR ENTERTAINMENT LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 326)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting 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 Thursday, 29 June 2023 at 4:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the independent auditors of the Company for the year ended 31 December 2022.
2.
  - (a) To re-elect Ho Wai Chi, Paul as independent non-executive director of the Company.
  - (b) To re-elect Mr. Tai Kwok Leung, Alexander as independent non-executive director of the Company.
  - (c) To authorise the Company’s board of directors to fix the directors’ remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as independent auditors of the Company and to authorise the Company’s board of directors to fix the auditors’ remuneration.

As special business, to consider and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

4. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (“**Shares**”) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares in the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) an issue of Shares upon the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares, the issue of which warrants and other securities has previously been approved by shareholders of the Company; or
  - (iii) an issue of Shares upon the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
  - (iv) an issue of Shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (“**Bye-laws**”),

shall not in total exceed 20% of the total number of Shares in the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act (1981) of Bermuda (as amended) or any applicable laws of Bermuda to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company under this resolution.

“Rights Issue” means an offer of Shares or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the directors of the Company to holders of Shares or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or any class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose and, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the total number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) or any applicable laws of Bermuda to be held; and
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company under this resolution.”
6. “**THAT** conditional upon the passing of the resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to the resolution numbered 4 above be and is hereby extended by the addition to the aggregate number of Shares in the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate, an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the resolution numbered 5 above, provided that such amount of Shares so repurchased shall not exceed 10% of the total number of Shares in the share capital of the Company in issue as at the date of passing of this resolution.”

7. **“THAT**, the new share award scheme of the Company (the **“Share Award Scheme”**), as defined and the rules of which are contained in Appendix III to the circular of the Company dated 6 June 2023 (the **“Circular”**):
- (a) be and is hereby approved and adopted by the Company; and
  - (b) the directors of the Company (the **“Directors”**) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Award Scheme, including but without limitation (unless otherwise specified, capitalised terms herein shall have the same meanings in the terms defined in the Circular):
    - (i) administering the Share Award Scheme under which Awards will be granted (whether with or without any conditions, restrictions or limitations as it may think fit) to Eligible Participants under the Share Award Scheme, including but not limited to determining and granting the Awards in accordance with the terms of the Share Award Scheme;
    - (ii) modifying, amending and/or altering the rules of the Share Award Scheme from time to time provided that such modification, amendment and/or alteration is effective in accordance with the provision of the Share Award Scheme relating to modification, amendment and/or alteration and the requirements of the Listing Rules;
    - (iii) granting Awards under the Share Award Scheme and allotting and issuing from time to time such number of Shares as may be required pursuant to the Share Award Scheme, subject to the applicable laws and regulations;
    - (iv) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may from time to time be allotted and issued pursuant to the Awards granted under Share Award Scheme; and
    - (v) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Award Scheme and subject to the applicable laws and regulations.”

8. **“THAT**

- (a) the proposed amendments to the share option scheme (the **“Proposed Amendments to the Share Option Scheme”**) of the Company currently in force (the **“Share Option Scheme”**) as set out in Appendix IV to the Circular be and are hereby approved and adopted, and the Directors be and are hereby authorised to do such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed Amendments to the Share Option Scheme; and
- (b) the amended share option scheme which incorporates all of the Proposed Amendments to the Share Option Scheme (the **“Amended Share Option Scheme”**) be and is hereby approved and adopted in substitution for, and to the exclusion of, the Share Option Scheme with immediate effect after the close of this meeting.”

9. **“THAT:**

- (a) conditional upon the Share Award Scheme and the Amended Share Option Scheme being approved and adopted by way of the ordinary resolutions of the Company numbered 7 and 8 above and within the Scheme Mandate Limit (as defined in the Circular), the limit on the total number of Shares which may be allotted and issued in respect of all options and awards to be granted to the Service Provider (as defined in the Circular) under all the share schemes involving issue of new shares by the Company or its principal subsidiaries (as defined in the Circular) (collectively, the **“share schemes”**), being 1% of the Shares in issue as at the date of passing this resolution (the **“Service Provider Sublimit”**), be and is hereby approved; and
- (b) the Board be and is hereby authorised, subject to compliance with the Listing Rules, to grant share options and awards to the Service Provider under the share schemes up to the Service Provider Sublimit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such share options and awards.”

10. “**THAT** conditional upon the Share Award Scheme being approved and adopted by way of the ordinary resolution of the Company numbered 7 above and within the Scheme Mandate Limit (as defined in the Circular), the grant of 164,000,000 Awarded Shares to Ms. Chen Ming Yin, Tiffany be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 164,000,000 Shares as and when practicable to a trustee to be appointed by the Company to hold on trust for Ms. Chen Ming Yin, Tiffany subject to satisfaction of the relevant vesting conditions.”

As special business, to consider and, if thought fit, to pass with or without modification the following resolutions as special resolution:

### **SPECIAL RESOLUTION**

11. “**THAT:**

- (a) the proposed amendments to the existing bye-laws of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix V to the Circular, be and are hereby approved with effect from the close of this meeting;
- (b) the new bye-laws of the Company (the “**New Bye-laws**”) which incorporated and consolidated the Proposed Amendments and all previous amendments to the bye-laws of the Company adopted and approved by the Company in the past be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing bye-laws of the Company with effect from the close of this meeting; and
- (c) any director, secretary and/or registered office provider of the Company be and is/are hereby authorised to do all such acts as may be necessary or expedient in order to effect and implement the Proposed Amendments and the adoption of the New Bye-laws and to make relevant registrations and filings in accordance with the requirements of the applicable laws of Bermuda and Hong Kong.”

By Order of the Board  
**China Star Entertainment Limited**  
**Wong Shuk Han, Dorothy**  
*Company Secretary*

Hong Kong, 6 June 2023

*Registered office:*  
Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
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 proxy form for use at the meeting is enclosed with the circular to the shareholders of the Company dated 6 June 2023.
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. The register of members of the Company will be closed from Monday, 26 June 2023 to Thursday, 29 June 2023, both days inclusive, during which period no transfer of Shares can be registered. In order to ascertain shareholders' rights for the purpose of attending and voting at the Annual General Meeting, 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, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 23 June 2023.
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 proxy to attend and vote instead of him. 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 Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the Annual General Meeting 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, Tricor Investor Services Limited, at the above address 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 were solely entitled thereto, but if more than one of such joint holders are present at the meeting, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
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](http://www.chinastar.com.hk) and on the website of the Stock Exchange at [www.hkexnews.hk](http://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 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. Tai Kwok Leung, Alexander.*