

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares in Cineworld Group plc, please forward this document as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

CINEWORLD GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of Cineworld Group plc to be held on 21 May 2009 commencing at 10:30am at The Cineworld Cinema, Southside Shopping Centre, Wandsworth High Street, London SW18 4TF is set out at the end of this document.

A Form of Proxy for use at this meeting accompanies this document. To be valid, the Form of Proxy must be completed in accordance with the instructions printed thereon and returned so as to be received by Capita Registrars Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 48 hours before the time of the relevant meeting. Completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting in person at the Annual General Meeting should they choose to do so.

NOTICE OF ANNUAL GENERAL MEETING

CINEWORLD GROUP PLC

(Registered in England with number 5212407)

Registered Office:
Power Road Studios
114 Power Road
Chiswick
London W4 5PY

Dear Shareholder

ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held on 21 May 2009 at 10:30am at The Cineworld Cinema, Southside Shopping Centre, Wandsworth High Street, London SW18 4TF. I do hope you will be able to attend. If you are unable to attend, I would encourage you to exercise your right to vote by completing and returning the enclosed Form of Proxy. The Notice of Meeting is set out on pages 3 to 6. Details of the items of business to be proposed at the meeting are set out below.

Approval of the Report and Accounts (Resolution 1)

This resolution deals with the receipt and the adoption of the Report of Directors and the Financial Statements for the period ended 25 December 2008.

Declaration of a Final Dividend (Resolution 2)

Subject to the declaration of the dividend at the meeting, a final dividend of 6.3p (net) per share will be paid on 17 June 2009 to shareholders on the register at the close of business on 22 May 2009.

Re-election of Directors (Resolutions 3 to 5)

In accordance with the Company's Articles of Association, one-third of the Board of Directors is retiring by rotation and, being eligible, are offering themselves for re-election. Biographical details of the Directors can be found on pages 12 and 13 of the Annual Report. The Board is satisfied that each Director continues to show the necessary commitment and to be an effective member of the Board due to his skills, expertise and business acumen.

Re-appointment of the Auditors and their Remuneration (Resolutions 6 and 7)

These resolutions deal with the re-appointment of KPMG Audit Plc as auditors until the conclusion of the next Annual General Meeting and authorise the Directors to set their remuneration.

Approval of the Directors' Remuneration Report (Resolution 8)

In accordance with the Directors' Remuneration Report Regulations 2002, shareholders are being invited to approve the Directors' Remuneration Report for the financial period ended 25 December 2008. The report is set out on pages 26 to 31 of the Annual Report.

Increasing the Authorised Share Capital (Resolution 9)

Under resolution 10, the Directors are seeking certain authorities to issue further shares. Currently there are insufficient authorised but unissued shares available should that authority be given and the Directors choose to rely on it to its full extent. Accordingly it is proposed to increase the authorised share capital by £500,000 creating a further 50,000,000 ordinary shares of £0.01 each so that there is sufficient headroom in the authorised share capital. The proposal represents a 25 per cent. increase in the Company's authorised share capital.

Authority of Directors to Allot Shares (Resolutions 10 and 11)

As set out in resolution 10 in the Notice of Meeting, the Directors are seeking authority to allot shares up to an aggregate nominal value of £472,405 and up to an aggregate nominal value of £944,810 where the allotment is in connection with an offer by way of rights issue (such amounts being just less than one-third and two-thirds, respectively, of the issued ordinary share capital of the Company as at 27 March 2009). If approved, the authority will expire at the conclusion of the Annual General Meeting in 2010 or on 20 August 2010, whichever is the earlier. The Company does not at 27 March 2009, being the last practicable date before the issue of this circular, hold any treasury shares. Other than in respect of obligations under the Company's employee share schemes, the Directors have no present intention of issuing any of the authorised but unissued share capital of the Company. However, the Directors may consider issuing unissued shares if they believe it would be appropriate to do so in respect of business opportunities that may arise consistent with the Company's strategic objectives.

Under section 89 (1) of the Companies Act 1985, if the Directors wish to allot unissued shares for cash (other than in connection with an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings (a pre-emption offer). There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emption offer to existing shareholders. This general authority is subject to annual renewal by shareholders and, if approved, the authority will expire at the conclusion of the Annual General Meeting in 2010 or on 20 August 2010, whichever is the earlier. Subject to the passing of resolution 10, resolution 11 (a special resolution) proposes that this authority be renewed (save for in the case of rights issues as described above), limited to the issue of new shares up to a nominal value of £70,860 representing just less than 5 per cent. of the issued ordinary share capital as at 27 March 2009. This authority will also cover the sale of shares held in treasury. In line with best practice guidelines issued by investor bodies, the Board does not intend to issue more than 7.5 per cent. of the issued share capital of the Company on a non pre-emptive basis in any rolling three-year period.

Authority of the Company to Purchase its Own Shares (Resolution 12)

Resolution 12 (a special resolution) is being proposed to give the Directors authority to purchase up to 21,244,054 ordinary shares or, if less, 14.99% of the Company's issued share capital in the market immediately following the passing of the resolution. This authority will only be exercised if, having taken account of the likely impact on the financial position of the Company, the Directors are satisfied that any such purchase will be in the best long-term interest of shareholders.

The authority conferred by this resolution will expire at the conclusion of the Annual General Meeting in 2010 or on 20 August 2010, whichever is the earlier. The shares repurchased by the Company under the authority would either be cancelled or held as treasury shares (shares held by the Company itself). No dividends may be paid on shares which are held as treasury shares and no voting rights are attached to them. Any issue of treasury shares for the purposes of the Company's employee share schemes will be made within the anti-dilution limits set out by the Association of British Insurers.

As at 27 March 2009, being the last practicable date prior to the publication of this notice, there were options and awards outstanding over approximately 1,466,470 ordinary shares in the capital of the Company, which represents approximately 1.03% of the Company's issued ordinary share capital at that date. If the authority to purchase the Company's ordinary shares was exercised in full, these options would represent approximately 1.22% of the Company's issued ordinary share capital (excluding treasury shares).

Amendments to the Articles of Association (Resolution 13)

The Directors are asking shareholders to approve an amendment to the Articles of Association. The provisions in the current Articles of Association dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the Companies Act 2006. In particular, if the amendment is approved, it will be possible for a meeting other than an Annual General Meeting to be convened on 14 clear days' notice whereas previously 21 clear days' notice would be required.

Notice of General Meetings (Resolution 14)

The Shareholder Rights Directive is intended to be implemented in the UK in August 2009. One of the requirements of the directive is that all general meetings must be held on 21 clear days' notice unless shareholders agree to a shorter notice period. Subject to the passing of resolution 13, the Company will be able to call general meetings (other than Annual General Meetings) on 14 clear days' notice. The Directors are proposing this resolution at the Annual General Meeting so that the Company can continue to be able to do so after the directive is implemented. Both resolutions 13 and 14 will be proposed as special resolutions.

ACTION TO BE TAKEN

You will find enclosed a Form of Proxy. If you are unable to attend the Annual General Meeting, please complete and return the Form of Proxy in accordance with the notes printed on the form as soon as possible and in any event so that it is received no later than 48 hours before the time for which the meeting is to be convened. Completion and return of the Form of Proxy will not prevent you from attending the meeting and voting in person should you wish.

RECOMMENDATION

The Board believes that the proposed resolutions to be put to the Annual General Meeting are in the best interests of shareholders and the Company as a whole and, accordingly, recommends that shareholders vote in favour of the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

Yours faithfully,

Anthony Bloom
Chairman
9 April 2009

CINEWORLD GROUP PLC

(Registered in England with number 5212407)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second Annual General Meeting of Cineworld Group plc ("the Company") will be held at The Cineworld Cinema, Southside Shopping Centre, Wandsworth High Street, London SW18 4TF on Thursday, 21 May 2009 at 10:30am for the transaction of the following business. Resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions and resolutions 11 to 14 (inclusive) as special resolutions:

1. To receive and adopt the Report of the Directors and the audited accounts of the Company for the 52 week period ended 25 December 2008.
2. To declare a final dividend of 6.3p per ordinary share of £0.01 each in respect of the 52 week period ended 25 December 2008.
3. To re-elect Anthony Bloom as a Director of the Company.
4. To re-elect Lawrence Guffey as a Director of the Company.
5. To re-elect Richard Jones as a Director of the Company.
6. To re-appoint KPMG Audit Plc as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at which financial statements are laid before the Company.
7. To authorise the Directors to set the remuneration of the auditors.
8. To receive and approve the Directors' Remuneration Report for the 52 week period ended 25 December 2008.
9. THAT the authorised share capital of the Company be and is hereby increased from £2,000,000 to £2,500,000 by the creation of 50,000,000 ordinary shares of £0.01 each.
10. THAT in substitution for any existing power under section 80 of the Companies Act 1985 (as amended) (the "Act") but without prejudice to the exercise of any such power prior to the date hereof, the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in the Act):
 - a. up to an aggregate nominal amount of £472,405; and
 - b. comprising equity securities (as defined in the Act) up to a nominal amount of £944,810 (including within such limit any shares issued under (a) above) in connection with an offer by way of a rights issue:
 - i. to ordinary shareholders in proportion as nearly as may be practicable to their existing holdings; and
 - ii. to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to expire at the conclusion of the next Annual General Meeting of the Company or on 20 August 2010, whichever is the earlier, except that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.
11. THAT in substitution for any existing power under Section 95 of the Act but without prejudice to the exercise of any such power prior to the date hereof, and subject to the passing of Resolution 10 above, the Directors of the Company be and are hereby empowered to allot equity securities (as defined in the Act) for cash pursuant to the authority conferred upon them under Resolution 10 above and/or to sell equity shares (as defined in the Act) held by the Company as treasury shares (within the meaning of section 162A(3) of the Act) as if section 89(1) of the Act did not apply to any such allotment and sales of equity, provided that this power shall be limited:

- a. to the allotment of equity securities in connection with a sale or an offer of equity securities (but in the case of the authority granted under paragraph (b) of resolution 10, by way of a rights issue only):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to the holders of such other equity securities of the Company as the Directors may determine or as required by the rights attached thereto;

and so that the Directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of any, territory or any other matter; and

- b. in the case of the authority granted under paragraph (a) of resolution 10, to the allotment or sale (otherwise than under paragraph (a) of this resolution 11) of equity securities up to an aggregate nominal amount of £70,860;

and shall expire at the conclusion of the next Annual General Meeting of the Company or on 20 August 2010 whichever is the earlier, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted or sold after such expiry and the Directors may allot or sell equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

12. THAT the Company be and is hereby generally and unconditionally authorised in accordance with Section 166 of the Act to make market purchases (within the meaning of Section 163(3) of the Act) of its issued ordinary shares of £0.01 each in the capital of the Company ("ordinary shares") for cancellation or placing into treasury, provided always that:

- (i) the maximum number of ordinary shares hereby authorised to be purchased shall be 21,244,054 (or, if less, 14.99% of the ordinary shares in issue immediately following the passing of this resolution);
- (ii) the minimum price which may be paid for an ordinary share shall be £0.01 per share (exclusive of expenses);
- (iii) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be an amount equal to 105% of the average of the middle market quotations for an ordinary share (calculated by reference to the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which the ordinary share is purchased;
- (iv) unless previously revoked or varied, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 2010 or on 20 August 2010, whichever is the earlier, save that the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares pursuant to any such contract or contracts.

13. THAT with effect on and from 21 May 2009, the Articles of Association of the Company be amended by deleting the existing Article 43(A) and replacing it with the following new Article 43(A):

"43. Length and form of notice

- (A) Save as permitted or provided by the Acts, a general meeting must be called by notice of at least 21 clear days in the case of an Annual General Meeting and of at least 14 clear days in the case of any other general meeting."

14. THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board

Richard Ray
Company Secretary
9 April 2009

Registered Office:
Power Road Studios
114 Power Road
Chiswick
London W4 5PY

NOTES

Note 1

Holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the AGM. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the meeting. A shareholder can appoint the Chairman of the meeting or anyone else to be his/her proxy at the meeting. A proxy need not be a shareholder. More than one proxy can be appointed in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or shares held by that shareholder. To appoint more than one proxy, the Proxy Form should be photocopied and completed for each proxy holder. The proxy holder's name should be written on the Proxy Form together with the number of shares in relation to which the proxy is authorised to act. A failure to specify the number of shares each proxy appointment relates to or specifying an aggregate number of shares in excess of those held by the member will result in the proxy appointment being invalid. The box on the Proxy Form must also be ticked to indicate that the proxy instruction is one of multiple instructions being given. All Proxy Forms must be signed.

The return of a completed Proxy Form, other such instrument or any CREST Proxy Instruction (as described in note 2) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

A Form of Proxy is enclosed with this notice. To be valid, the Form of Proxy, together with the power of attorney or other authority under which it is signed (or a notarially certified copy of such power or authority), must be deposited with the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the meeting or any adjournment thereof. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every ordinary share of which he/she is the holder.

Note 2

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Capita (ID RA10) not later than 48 hours before the time fixed for the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Capita is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Note 3

A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she is nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statements of the rights of members in relation to the appointment of proxies in notes 1 and 2 above do not apply to a Nominated Person. The rights described in those notes can only be exercised by registered members of the Company.

Note 4

Pursuant to regulations 41(1) of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at 6.00pm on 19 May 2009 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If the meeting is adjourned for a longer period then, to be so entitled, a member must be entered on the Company's register of members at the time which is 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

Note 5

As at 27 March 2009, being the latest practicable date prior to the publication of this document, the Company's issued share capital consists of 141,721,509 ordinary shares, carrying one vote each. Therefore the total voting rights in the Company as at 27 March 2009 are 141,721,509.

Note 6

In order to facilitate voting by corporate representatives at the Annual General Meeting, arrangements will be put in place at the meeting so that: (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for the corporate shareholder present at the meeting then, on a poll, those corporate representatives will give voting directions to the Chairman of the meeting and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated from those corporate representatives in attendance on behalf of the corporate shareholder who will vote on a poll and other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in paragraph (i) of this note 6.

Note 7

The following documents will be available for inspection at the registered office of the Company during usual business hours on any weekday (except Saturdays, Sundays and public holidays) until the date of the meeting and at the place of the meeting for a period of 15 minutes prior to and during the meeting:

- a) the letters of appointment of the Non-Executive Directors; and
- b) a copy of the New Articles of Association and a redline of the New Articles of Association against the current Articles of Association.

In addition, a copy of the New Articles of Association and a redline of the New Articles of Association against the current Articles of Association will be available for inspection at the offices of Olswang (7th Floor) 90 High Holborn, London WC1V 6XX.

Note 8

You may not use any electronic address (within meaning of S.333(4) of the Companies Act 2006) provided in this Notice of Meeting (or in any related documents including the Chairman's letter and Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

