

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : _______31/10/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Starlight Culture Entertainment Group Limited (Incorporated in Bermuda with limited liability)
Date Submitted	01/11/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>01159</u> Descrip	otion :	Ordinary	Shares
	No. of ordinary shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>
Balance at close of preceding month	20,000,000,000	0.10	2,000,000,000.00
Increase/(decrease)			
Balance at close of the month	20,000,000,000	0.10	2,000,000,000.00
(2) Stock code : <u>N/A</u> Descrip	otion :	N/A	4
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A	N/A	N/A

2. Preference Shares

Stock code : <u>N/A</u> Descrip	tion :	N/A	<u> </u>	
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>	
Balance at close of preceding month	N/A	N/A N/A		
Increase/(decrease)	N/A	. .	N/A	
Balance at close of the month	N/A	<u>N/A</u>	N/A	

3. Other Classes of Shares

Stock code :	N/A	_Descript	ion :	λ	
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close c	of precedir	ng month	N/A	N/A	N/A
Increase/(decreas	e)	_	N/A		N/A
Balance at close c	of the mon	th _	N/A	N/A	N/A

Total authorised share capital at the end of the month (HK\$):

2,000,000,000.00

II. Movements in Issued Share Capital

	No. of ordir	nary shares	No. of preference	No. of other		
	(1) (2)		shares	classes shares		
Balance at close of preceding month	823,564,799	N/A	<u>N/A</u>	N/A		
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A		
Balance at close of the month	823,564,799	N/A	<u>N/A</u>	N/A		

III. Details of Movements in Issued Share Capital

Share Options (und	ler Share Opt	ion Schemes c	of the Issuer)			
Particulars of share option scheme including EGM	Ν	Movement durir	og the month			No. of new shares of issuer which may be issued pursuant thereto as at close of
approval date	ľ		ig the month		-	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. N/A				•		
(/ /) 						
(Note 1)						
2. N/A						
(/ /)						
shares						
(Note 1)						
3. N/A						
0. 10//						
<u> (/ /)</u>						
shares						
(Note 1)						
		Tota	IA. (Ordina	ry shares)	N/A	
			(Preferenc	ce shares)	N/A	
			Ót	her class)	N/A	
Total funds raised of options (State cu		nth from exerci	•	, N/A		

Warrants to Issue Shares of the	Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
<u>2. N/A</u>						
(/ /) Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
3. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
4. N/A						
(/ /) Stock code (if listed)						
Class of shares						
issuable (Note 1) Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
		Total B	. (Ordina	ary shares)	N/A	
			(Preferen	ce shares)	N/A	-
			(C	other class)	N/A	-

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>						
					<u> </u>	
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
<u>2. N/A</u>						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
<u>3. N/A</u>						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
<u>4. N/A</u>						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
			Total C. (Ordina	ary shares) ce shares)	Nil N/A	_
				ther class)	N/A	_
			, ,	, <u> </u>		—

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Options (other than under Share Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
shares (Note 1)		
2. <u>N/A</u>		
shares (Note 1)		·
3. N/A		
3. <u>N/A</u>		
	-	
shares (Note 1)	1	
		·
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

shares of issuer month of issue during the month of issue the month of issue the month of issue pursuant there is a shares issuable (Nore 1) 1. Rights issue At price : State Currency Class of shares class of shares more issuable (Nore 1) 1. Rights issue At price : State Currency Class of shares class of class of shares class of shar	Ot	her Movements	in Issued Sh	are Capital				No. of new	No of
1. Rights issue At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) (d/mm/yyyy) 2. Open offer At price : State currency Class of shares issuable (Note 1) N/A N/A 2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) (dd/mm/yyyy) 3. Placing At price : State currency Issue and allotment (dd/mm/yyyy) (/ /) (dd/mm/yyyy) 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) (dd/mm/yyyy) 4. Bonus issue Class of class of class of currency Stares class of class of currency		Type of Issue						shares of issuer issued during the month	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue At price : State currency Issue and allotment (dd/mm/yyyy) (/ /) (dd/mm/yyyy) 2. Open offer At price : State currency Class of shares issuable (Note 1)					Class of shares				
1. Rights issue At price : currency date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 2. Open offer At price : State Issue and allotment (/ /) 2. Open offer At price : State Issue and allotment (/ /) 2. Open offer At price : State Issue and allotment (/ /) (dd/mm/yyyy) EGM approval date: (/ /) N/A N/A 3. Placing At price : State Issue and allotment (/ /) (dd/mm/yyyy) (/ /) EGM approval date: (/ /) N/A N/A 3. Placing At price : State Issue and allotment (/ /) N/A N/A 4. Bonus issue Class of shares									
2. Open offer At price : State currency Class of shares	1.	Rights issue	At price :			(/	/)	
2. Open offer At price : State currency Issue and allotment (/ /) date: (dd/mm/yyyy) 2. Open offer At price : State currency Issue and allotment (/ /) date: (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) N/A 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 4. Bonus issue Class of shares issuable (Note 1) N/A N/A 4. Bonus issue Issue and allotment (/ /) date : (dd/mm/yyyy) Issue and allotment (/ /) date : (dd/mm/yyyy)					EGM approval date: (dd/mm/yyyy)	(/	/		N/A
2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) 2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) EGM approval date: (/ /) N/A N/A 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 4. Bonus issue Class of shares issuable (Note 1) N/A N/A 4. Bonus issue Class of shares currency Issue and allotment date : (dd/mm/yyyy) (/ /) 4. Bonus issue Class of shares currency Issue and allotment date : (dd/mm/yyyy) (/ /) 4. Bonus issue Issue and allotment date : (dd/mm/yyyy) (/ /) Issue and allotment date : (/ /)								<u> </u>	
2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) 3. Placing At price : State currency Class of shares issuable (Note 1) 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 4. Bonus issue Class of shares currency N/A N/A 4. Bonus issue Class of shares currency Issue and allotment currency (/ /) 4. Bonus issue Class of shares currency N/A 4. Bonus issue Class of shares currency Issue and allotment currency Class of shares currency Issue and allotment currency (/ /) Class of shares Issue and allotment currency									
Class of shares N/A N/A 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) N/A N/A 4. Bonus issue Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	2.	Open offer	At price :		Issue and allotment	(/	/)	
N/A N/A N/A N/A N/A N/A Class of shares Issuable (Note 1) 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) N/A N/A 4. Bonus issue Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) Issue and allotment date : (dd/mm/yyyy)					EGM approval date:	(/	/		
3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)								<u> </u>	<u>N/A</u>
3. Placing At plice : currency date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /)									
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Class of shares issuable (Note 1) 4. Bonus issue Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)					EGM approval date: (dd/mm/yyyy)	(/	/		
4. Bonus issue General date: (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)								<u> </u>	N/A
4. Bonus issue date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)									
EGM approval date: (/ /) (dd/mm/yyyy)	4.	Bonus issue				(/	/)	
<u> </u>					EGM approval date:	(/	/		
								N/A	N/A

Class of shares issuable (Note 1) 5. Scrip dividend At price : State currency		Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend At price : State currency				Class of shares				
5. Scrip dividend At price : currency — date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)								
Class of shares repurchase of shares 6. Repurchase of shares Class of shares repurchased (Note 1) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) N/A	5.	Scrip dividend At price :						
6. Repurchase of shares Cancellation date : (//) (dd/mm/yyyy) EGM approval date: (//) N/A 7. Redemption of shares Class of shares 7. Redemption of shares Class of shares 8. Consideration At price : issue State Class of shares				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
shares (dd/mm/yyyy) EGM approval date: (//) (dd/mm/yyyy) N/A Redemption of shares Class of shares redeemed (Note 1) Redemption date: (/ /) (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) N/A N/A N/A								
Class of shares	6.				(//)	1		
7. Redemption of shares Redemption date : (/ /) 7. Redemption of shares Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 8. Consideration At price : State currency Issue and allotment (/ /) Issue and allotment (/ /) EGM approval date: (/ /) EGM approval date: (/ /)					(//)	1	N/A	N/A
shares Induction date : (///) issue EGM approval date: (///) N/A N/A								
Image: State state N/A N/A 8. Consideration At price : State state state State state state Image: State state state Issue and allotment (///) Image: State state state Image: State state state Issue and allotment (///) Image: State state state Image: State state state Image: State state state Image: State state state Image: State state state Image: State state Image: State state Image: State state state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state Image: State state	7.	Redemption of shares			(/ /)		
8. Consideration At price : State Issue and allotment (/ /) ssue date : (dd/mm/yyyy) EGM approval date: (/ /) (/ /)				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
issue currency date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)								
EGM approval date: (/ /) (dd/mm/yyyy)	8.				(/ /)		
			,	EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u> </u>	N/A

	Type of Issue							No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9.	Capital reorganisation			Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	(/ /		N/A	N/A
10.	Other (Please specify)	At price :	State currency	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Total E. (Or (Prefe	eren	ary sł ce sł ther	nares	s) N/A	- - -

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by:	Cheung Yiu Kuen
Title:	Company Secretary (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.