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**STARLIGHT CULTURE
ENTERTAINMENT**

STARLIGHT CULTURE ENTERTAINMENT GROUP LIMITED

星光文化娛樂集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1159)

ANNOUNCEMENT

(1) CHANGE OF COMPOSITION OF THE NOMINATION COMMITTEE OF THE BOARD; AND

(2) APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD UPON CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY

CHANGE OF COMPOSITION OF THE NOMINATION COMMITTEE OF THE BOARD

On 5 September 2023, the board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of Starlight Culture Entertainment Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) resolved that with effect from 5 September 2023, each of Mr. Chau Chit and Mr. Wong Wai Kwan ceases to be a member of the nomination committee of the Board (the “**Nomination Committee**”). Following the above changes, the Nomination Committee comprises Mr. Tang Liang as the chairman, and Mr. Michael Ngai Ming Tak and Mr. Wu Hongliang as members.

APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTORS UPON CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY

On 5 September 2023, the Board resolved that, with immediate effect upon conclusion of the forthcoming annual general meeting of the Company (the “AGM”), Mr. HU Fanghui (胡方輝) (“**Mr. HU**”) will be appointed as an executive Director, and each of Mr. NIU Zhongjie (牛鍾洁) (“**Mr. NIU**”) and Mr. XU Zhihao (徐志浩) (“**Mr. XU**”) will be appointed as an independent non-executive Director.

The biographical details of Mr. HU, Mr. NIU and Mr. XU are set out below:

Mr. HU Fanghui

Mr. HU, aged 57, joined the Group in October 2021 as a managing director of the Group focusing on the Group’s business development, government relations and capital markets. He is also currently serving as the chairman of the board of China Science IntelliCloud Technology Co., Ltd. (中科智雲科技有限公司) and is responsible for the company’s strategy planning, public relations and investments. From 2010 to 2018, he served as the vice president of Chia Tai Group (正大集團) and the vice chairman and chief executive officer of CP Modern Living Group (正大新生活集團) which he was responsible for real estate development, investments and general management of the group, the Belt and Road Initiative investment cooperation, government relations, and investment cooperation with large Chinese enterprises. From 2015 to 2010, Mr. HU served as the president of 金開利集團 (Jinkaili Group*) and was responsible for real estate development and management, investments, and business operation management.

Mr. HU received his Bachelor’s degree in Management from 北京交通大學 (Beijing Jiaotong University*).

Mr. HU will enter into a service agreement as an executive Director with the Company for a term of three years commencing on the date on which his appointment takes effect unless terminated by one month's written notice or in certain circumstances in accordance with the terms of the service agreement, subject to rotation, removal, vacation or termination of such office and re-election at general meetings in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the bye-laws of the Company. Pursuant to the service agreement, Mr. HU will be entitled to an annual emolument of HK\$120,000 (inclusive of salaries, director fees and other benefits) for acting as an executive Director, subject to review of the remuneration committee of the Board (the "**Remuneration Committee**"). Mr. HU's emolument was determined by the Board with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Group's performance and the prevailing market conditions.

As at the date of this announcement, Mr. HU does not have any interest in any shares of the Company (the "**Shares**"), underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the "**SFO**").

Save as disclosed above, (i) Mr. HU does not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong and overseas in the past three years, nor any other major appointments or professional qualifications; (ii) Mr. HU does not hold any other positions in the Company and other members of the Group; and (iii) Mr. HU is not related to any directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information relating to the appointment of Mr. HU that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter that needs to be brought to the attention of the shareholders of the Company (the "**Shareholders**") or The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Mr. NIU Zhongjie

Mr. NIU, aged 55, holds a Bachelor of Arts in Business Administration awarded by Northeast Missouri State University, Missouri USA in May 1994. He also holds a Degree of Master of Business Administration awarded by The University of Hong Kong in December 1999. Mr. NIU has worked with various financial institutions and has extensive experience in equity capital markets. He is currently the responsible officer for type 4 (advising on securities) and type 9 (asset management) regulated activities of Vision Finance Asset Management Limited. He is also a director of Vision Finance International Company Limited and the responsible officer of the company to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities.

He is currently an independent non-executive director of Nanjing Sample Technology Company Limited (南京三寶科技股份有限公司) (stock code: 1708), Peiport Holdings Limited (彼岸控股有限公司) (stock code: 2885), New Media Lab Limited (新傳企劃有限公司) (stock code: 1284), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. NIU was an executive director of Beijing Sports and Entertainment Industry Group Limited (北京體育文化產業集團有限公司), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1803) between 23 April 2015 to 7 November 2018. He was also an independent non-executive director of Gold-Finance Holdings Limited (金誠控股有限公司) (“**Gold-Finance**”) between 3 February 2016 and 15 May 2019. Gold-Finance was a company listed on the Main Board of the Stock Exchange (stock code: 1462) but the trading of Gold-Finance’s securities on the Stock Exchange was suspended on 5 May 2019 and it was eventually delisted on 16 March 2021. As disclosed in the announcements made by Gold-Finance prior to its delisting, a winding-up petition was filed against Gold-Finance on 3 June 2019 in the High Court of Hong Kong and provisional liquidators were appointed in respect of Gold-Finance on 5 June 2019 as a result of a winding-up petition filed against Gold-Finance’s controlling shareholder in April 2019, which falls within 12 months after Mr. NIU’s ceasing to act as its independent non-executive director. For further details of the said winding-up petition and delisting, please refer to the announcements made by Gold-Finance. Based on public information, Gold-Finance was an investment holding company incorporated in the Cayman Islands as an exempted company with limited liability, and its principal activities were investment and asset management services in the PRC, property investment and development in the PRC and building services in Hong Kong. According to the Cayman Islands Gazette dated 10 May 2021 (Issue No. 10/2021), Gold-Finance was struck off from the Cayman Islands Companies Register on or around 29 May 2020 in accordance with the Companies Law of the Cayman Islands.

Mr. NIU will enter into a letter of appointment as an independent non-executive Director with the Company for a term of three years commencing on the date on which his appointment takes effect unless terminated by one month's written notice or in certain circumstances in accordance with the terms of the letter of appointment, subject to rotation, removal, vacation or termination of such office and re-election at general meetings in accordance with the Listing Rules and the bye-laws of the Company. Pursuant to the letter of appointment, Mr. NIU will be entitled to an annual emolument of HK\$120,000 (inclusive of salaries, director fees and other benefits) for acting as an independent non-executive Director, subject to review of the Remuneration Committee. Mr. NIU's emolument was determined by the Board with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Group's performance and the prevailing market conditions.

As at the date of this announcement, Mr. NIU does not have any interest in any Shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. NIU does not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong and overseas in the past three years, nor any other major appointments or professional qualifications; (ii) Mr. NIU does not hold any other positions in the Company and other members of the Group; and (iii) Mr. NIU is not related to any directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information relating to the appointment of Mr. NIU that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Mr. XU Zhihao

Mr. XU, aged 52, graduated with a Bachelor's degree in Laws from Guangzhou Jinan University in 1994 and obtained a master of Laws from the graduate school of China University of Political Science and Law in 2004.

Mr. XU has been practising law since 1998 and has gained 20 years' experience in the legal industry. He founded Jincheng Tongda & Neal (Shenzhen) (北京金誠同達(深圳)律師事務所) in 2003 and was the senior partner until 2019. He is currently a senior consultant of the firm. Mr. XU specialises in finance, securities and dispute resolution, and provides legal services to various financial institutions and listed companies. He also focuses on the investments in medical and cultural exchange projects in the Greater Bay Area, and serves as a director of Global Medical Group Limited (香港環球醫療服務有限公司) and an independent non-executive director of Net-a-Go Technology Company Limited (網譽科技有限公司) (stock code: 1483), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. XU will enter into a letter of appointment as an independent non-executive Director with the Company for a term of three years commencing on the date on which his appointment takes effect unless terminated by one month's written notice or in certain circumstances in accordance with the terms of the letter of appointment, subject to rotation, removal, vacation or termination of such office and re-election at general meetings in accordance with the Listing Rules and the bye-laws of the Company. Pursuant to the letter of appointment, Mr. XU will be entitled to an annual emolument of HK\$120,000 (inclusive of salaries, director fees and other benefits) for acting as an independent non-executive Director, subject to review of the Remuneration Committee. Mr. XU's emolument was determined by the Board with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Group's performance and the prevailing market conditions.

As at the date of this announcement, Mr. XU does not have any interest in any Shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. XU does not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong and overseas in the past three years, nor any other major appointments or professional qualifications; (ii) Mr. XU does not hold any other positions in the Company and other members of the Group; and (iii) Mr. XU is not related to any directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information relating to the appointment of Mr. XU that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD UPON CONCLUSION OF THE AGM

Following the appointment of Mr. NIU and Mr. XU as independent non-executive Directors upon conclusion of the AGM, each of Mr. NIU and Mr. XU will be appointed as a member of each of the audit committee of the Board (the “**Audit Committee**”), the Nomination Committee and the Remuneration Committee.

By Order of the Board
Starlight Culture Entertainment Group Limited
Mr. Tang Liang
Chairman

Hong Kong, 5 September 2023

As of the date of this announcement, the Board comprises six executive directors, namely Mr. Tang Liang, Mr. Jing Xufeng, Mr. Chau Chit, Mr. Luo Lei, Mr. Sang Kangqiao and Ms. Wu Xiaoli; and three independent non-executive directors, namely Mr. Wong Wai Kwan, Mr. Michael Ngai Ming Tak and Mr. Wu Hongliang.

** for identification purposes only*