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**STARLIGHT CULTURE
ENTERTAINMENT**

**STARLIGHT CULTURE ENTERTAINMENT GROUP LIMITED
星光文化娛樂集團有限公司**

(formerly known as Jimei International Entertainment Group Limited 集美國際娛樂集團有限公司)

(Incorporated in Bermuda with limited liability)

(Stock Code: 1159)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the special general meeting (the “**SGM**”) of Starlight Culture Entertainment Group Limited (the “**Company**”) will be held at 11:00 a.m. on 16 November 2017 at Jiangsu Club, 2/F, Alliance Building, 133 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the share purchase agreement dated 14 September 2017 (the “**Agreement**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between Rare Jewels Limited (the “**Vendor**”) as vendor, Yan Xu as vendor guarantor and the Company as purchaser pursuant to which (1) the Company has conditionally agreed to purchase, and the Vendor has conditionally agreed to sell, the entire issued share capital of Starlight Legend Investment Limited as more particularly

described in the circular of the Company dated 26 October 2017 (the “**Circular**”) at a consideration of US\$25,000,000 (equivalent to approximately HK\$195 million), which shall be paid by (i) the allotment and issue of 21,000,000 shares of the Company of HK\$0.10 each (the “**Consideration Shares**” and each a “**Consideration Share**”) by the Company to the Vendor at the issue price of HK\$4.50 per Consideration Share and (ii) the issue of the interest-free promissory note in the principal amount of US\$12,884,615.38 due on the date falling 12 months from the Completion Date (as defined in the Circular) by the Company in favour of the Vendor (the “**Promissory Note**”), and (2) the Vendor shall be entitled to the Agreed Payment (as defined and more particularly described in the Circular) and the transactions contemplated thereunder be approved, confirmed and ratified;

- (b) the allotment and issue of the Consideration Shares by the Company to the Vendor on the terms and subject to the conditions of the Agreement be approved and subject to the Listing Committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in, the Consideration Shares, the directors of the Company be hereby granted the specific mandate (the “**Specific Mandate**”) which shall entitle the directors of the Company to exercise all the powers of the Company to allot and issue the Consideration Shares credited as fully paid, on the terms and subject to the conditions of the Agreement, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the directors of the Company prior to the passing of this resolution;
- (c) the issue of the Promissory Note by the Company to the Vendor on the terms and subject to the conditions of the Agreement be approved;
- (d) the payment of the Agreed Payment by the Company to the Vendor on the terms and subject to the conditions of the Agreement be approved; and

- (e) any one director of the Company be hereby authorised for and on behalf of the Company to do all such acts and things and to sign and execute (under hand, under the common seal of the Company or otherwise as a deed) all such documents which he/she may in his/her sole and absolute discretion consider necessary, desirable or expedient to implement or give effect to any matters arising from, relating to or incidental to the Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares, the issue of the Promissory Note and the payment of the Agreed Payment.”

By order of the Board
Starlight Culture Entertainment Group Limited
Chau Chit
Deputy Chairman and Executive Director

Hong Kong, 26 October 2017

Notes:

1. Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs not be a shareholder of the Company.
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 common seal or under the hand of an officer or attorney or other person duly authorised.
3. In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.

4. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Hong Kong branch share registrar of the Company at Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting.
5. The register of members of the Company will be closed from 13 November 2017 to 16 November 2017 (both dates inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the SGM. No transfer of shares of the Company and/or the conversion of the outstanding convertible bonds will be registered during this period. Shareholders whose name appear on the register of members of the Company on 16 November 2017 shall be entitled to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, unregistered holders of the shares of the Company should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 10 November 2017.
6. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises six executive Directors, namely Mr. Yan Xu, Mr. Chau Chit, Mr. Luo Lei, Ms. Chen Hong, Mr. Hung Ching Fung and Mr. Li Haitian; one non-executive Director, namely Mr. Wang Shoulei; and four independent non-executive Directors, namely Mr. Wong Wai Kwan, Mr. Michael Ngai Ming Tak, Mr. Kong Chi Mo and Mr. Hong Tao.