



**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)

**FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON
16 NOVEMBER 2017 (OR AT ANY ADJOURNMENT THEREOF)**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
shares of HK\$0.10 each in the capital of abovenamed company (the "Company") hereby appoint ^(Note 3) the Chairman of the meeting, or failing him/her
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Special General Meeting ("SGM") of the Company to be held at Jiangsu Club, 2/F, Alliance Building, 133 Connaught Road Central, Hong Kong on 16 November 2017 at 11:00 a.m. (or at any adjournment thereof) in respect of the resolution set out in the notice convening the said meeting as hereunder indicated:

ORDINARY RESOLUTION ^(Note 5)	For ^(Note 4)	Against ^(Note 4)
<p>1.(a) To approve, confirm and ratify the share purchase agreement dated 14 September 2017 (the "Agreement") 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;</p> <p>(b) To approve 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 and to grant a specific mandate to the directors of the Company 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;</p> <p>(c) To approve the issue of the Promissory Note by the Company to the Vendor on the terms and subject to the conditions of the Agreement;</p> <p>(d) To approve the payment of the Agreed Payment by the Company to the Vendor on the terms and subject to the conditions of the Agreement; and</p> <p>(e) To authorise any one director of the Company 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.</p>		

Dated this _____ day of _____ 2017 Signature(s) ^(Note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting (or any adjournment thereof) other than those referred to in the notice convening the meeting.
- The full text of the resolution is set out in the Notice of the SGM.
- In order to be valid, this form of proxy, together with 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 said meeting or any adjourned meeting.
- This form of proxy must be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of the joint holding.
- The proxy needs not to be a member of the Company but must attend the meeting in person to represent you. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the meeting convened and in such events this form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.