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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Starlight Culture Entertainment Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

- (1) PROPOSED GENERAL MANDATE TO ISSUE AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED CHANGE OF AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the AGM of the Company to be held at Jiang Su, 2/F, Alliance Building, 130-136 Connaught Road Central, Sheung Wan, Hong Kong, on Friday, 29 June 2018 at 11:00 a.m. at which the above proposals will be considered is set out on pages 18 to 22 of this circular.

Whether or not you are able to attend the AGM, please complete and return the relevant form of proxy as instructed as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting to the branch share registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM and at any adjournment thereof if you so wish.

24 May 2018

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Annual General Meeting”	the annual general meeting of the Company for the year ended 31 December 2017 to be held on 29 June 2018
“Annual Report”	annual report of the Company in respect of the year ended 31 December 2017
“associate”	having the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than Saturday, Sunday and days on which a tropical cyclone warning no.8 or above or black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks are open in Hong Kong for general banking business
“Bye-laws”	the bye-laws of the Company
“Code”	the Code on Corporate Governance Practices, appendix 14 to the Listing Rules
“Company”	Starlight Culture Entertainment Group Limited, a company incorporated in Bermuda with limited liability and its Shares are listed on the Stock Exchange
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	18 May 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the powers of the Company to repurchase Shares in the manner as set out in the notice of the Annual General Meeting and in this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of issued Shares
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with the Shares in the manner as set out in the notice of the Annual General Meeting and in this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Yan Xu
Mr. Chau Chit
Mr. Luo Lei
Ms. Chen Hong
Mr. Hung Ching Fung
Mr. Li Haitian

Principal place of business

in Hong Kong:
Room 1203, 12/F
No. 118 Connaught Road West
Hong Kong

Non-executive Directors:

Mr. Wang Shoulei

Independent Non-executive Directors:

Mr. Wong Wai Kwan
Mr. Michael Ngai Ming Tak
Mr. Kong Chi Mo
Mr. Hong Tao

24 May 2018

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATE TO ISSUE AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED CHANGE OF AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for the proposed (i) granting of the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate, (ii) re-election of the Directors who are due to retire and (iii) change of auditor of the Company. This circular contains the explanatory statement in compliance with the Listing Rules and to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

B. PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the resolution approving the Repurchase Mandate.

An ordinary resolution will also be proposed at the Annual General Meeting to grant the Directors the Share Issue Mandate to allot, issue and deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the resolution approving the Share Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 673,564,799 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 134,712,959 Shares.

If the Repurchase Mandate and the Share Issue Mandate to be granted are approved at the Annual General Meeting, an ordinary resolution will be proposed at the Annual General Meeting to authorise that any Shares repurchased under the Repurchase Mandate will be added to the total number of new Shares which may be allotted and issued under the Share Issue Mandate.

The Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate will, if granted, remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws to be held; or (iii) the date on which the authority given to the Directors by the resolution concerned is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

C. EXPLANATORY STATEMENT

An explanatory statement as required by the Listing Rules to provide all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix to this circular. The information in the explanatory statement is provided to you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

LETTER FROM THE BOARD

D. PROPOSED RE-ELECTION OF DIRECTORS

The Board comprises 11 Directors, namely Mr. Yan Xu, Mr. Chau Chit, Mr. Luo Lei, Ms. Chen Hong, Mr. Hung Ching Fung and Mr. Li Haitian as executive Directors, Mr. Wang Shoulei as non-executive Director and Mr. Wong Wai Kwan, Mr. Michael Ngai Ming Tak, Mr. Kong Chi Mo and Mr. Hong Tao as independent non-executive Directors.

Reference is made to the announcement of the Company dated 25 August 2017 in respect of the appointment of Mr. Wang Shoulei as non-executive Director. In accordance with Bye-law 86(2), the Directors shall have the power from time to time and at any time to appoint any person as a Director as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the shareholders in the general meeting, and any Director so appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Wang Shoulei will retire at the Annual General Meeting and, being eligible, offers himself for re-election.

Furthermore, in accordance with Bye-law 87(1), at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) who are not Directors in respect of whom the provisions of Bye-law 86(2) apply, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three year. Accordingly, four Directors, namely Mr. Chau Chit, Mr. Hung Ching Fung, Mr. Yan Xu and Ms. Chen Hong, will retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

Set out below are the biographical details of Mr. Yan Xu, Mr. Chau Chit, Ms. Chen Hong, Mr. Hung Ching Fung and Mr. Wang Shoulei.

(A) Mr. Yan Xu, an executive Director

Mr. Yan Xu (“Mr. Yan”), aged 49, was appointed as an executive Director on 11 May 2017. Mr. Yan was accredited as an Economist with a specialty in Management by the Personnel Department of Sichuan Province* (四川省人事廳) in 2003. He has 20 years of experience in property development in the PRC and extensive experience in the entertainment business through investment in various companies, and financing films.

Mr. Yan is the legal representative and an executive director of Chengdu Xuhe Property Development Group* (成都旭和房地產開發有限公司), a company established in the PRC. He is also the legal representative and an executive director of Sichuan Xuhe Film Company Limited* (四川旭和影業有限公司), a company established in the PRC.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Yan has not held any other positions with any members of the Company and has not held any other directorships in any public listed companies in the last three years and does not have any other major appointment or professional qualifications.

Save as disclosed above, Mr. Yan does not have any relationships with any directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Cosmic Leader Holdings Limited, a company incorporated in the Republic of Seychelles with limited liability and holding 369,313,514 Shares is owned by Mr. Yan as to 80%, and hence Mr. Yan was deemed to be interested in 369,313,514 Shares held by Cosmic Leader Holdings Limited within the meaning of Part XV of the SFO. In addition, Rare Jewels Limited, a company incorporated in the British Virgin Islands with limited liability and holding 21,000,000 Shares is wholly and beneficially owned by Mr. Yan, and hence Mr. Yan was deemed to be interested in 21,000,000 Shares held by Rare Jewels Limited within the meaning of Part XV of the SFO.

Mr. Yan has entered into a service contract with the Company for a term of 3 years which will be automatically renewed for a further term of 1 year on each subsequent year, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the bye-laws of the Company. Mr. Yan is entitled to an annual remuneration of HK\$1,200,000, and a discretionary bonus payment in such amount and payable at such time as shall be determined by the Board in its absolute discretion for his/her directorship in the Company which is determined by the Board with reference to his respective duties and responsibilities in the Group and the market rate for the position.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

(B) Mr. Chau Chit, an executive Director

Mr. Chau Chit (“Mr. Chau”), aged 53, was appointed as an executive Director on 22 July 2013. Mr. Chau currently serves as the chairman of the Hong Kong Jianguyin Trade Association and the vice president of Federation of HK Jiangsu Community Organisations Limited. He holds a bachelor degree in chemistry from Zhejiang University and an EMBA degree (Executive Master of Business Administration) from Zhejiang University.

LETTER FROM THE BOARD

Mr. Chau was appointed as an executive director and as the Chairman of Vision Fame International Holding Limited (a company listed on the Main Board of the Stock Exchange in Hong Kong (stock code: 1315)) on 22 July 2015 and 23 September 2015 respectively. He was re-designated to Co-Chairman and appointed as the chief executive officer of Vision Fame International Holding Limited on 1 March 2017.

Mr. Chau was appointed an executive director, the managing director, the chairman of the executive committee and a member of the investment committee of HNA International Investment Holdings Limited (Stock Code: 521) in June 2006. Mr. Chau resigned his positions at HNA International Investment Holdings Limited with effect from 24 October 2013.

Save as disclosed above, Mr. Chau has not held any other positions with any members of the Company and has not held any other directorships in any public listed companies in the last three years and does not have any other major appointment or professional qualifications.

Save as disclosed above, Mr. Chau does not have any relationships with any directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chau was the sole shareholder of Mega Start Limited, which held 49,693,600 Shares, and hence Mr. Chau was deemed to be interested in 49,693,600 Shares held by Mega Start Limited within the meaning of Part XV of the SFO.

Mr. Chau has entered into a service contract with the Company commencing on 22 July 2013, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the bye-laws of the Company. Mr. Chau is entitled to a monthly director's fee of HK\$250,000, which is determined by the Board based on the recommendation by the remuneration committee of the Company, with reference to his duties and responsibilities and the market rate for the position.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

(C) Ms. Chen Hong, an executive Director

Ms. Chen Hong (“Ms. Chen”), aged 47, was appointed as an executive Director on 11 May 2017. Ms. Chen obtained a Master’s Degree in Economics from Shanghai University of Finance and Economics in 2004, and is the angel investor of Shanghai Ma Shang Fei Yang Calculation Technology Company Limited* (上海馬上飛揚計算機技術有限公司). Ms. Chen is an experienced investor with investments covering technology and telecommunication sectors and has interest in various PRC-based technology and/or telecommunication related companies, and listed companies in Hong Kong.

Save as disclosed above, Ms. Chen has not held any other positions with any members of the Company and has not held any other directorships in any public listed companies in the last three years and does not have any other major appointment or professional qualifications.

Save as disclosed above, Ms. Chen does not have any relationships with any directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Ms. Chen held 200,400 Shares, and owned 20% interest in Cosmic Leader Holdings Limited, a company incorporated in the Republic of Seychelles with limited liability and holding 369,313,914 Shares.

Ms. Chen has entered into a service contract with the Company for a term of 3 years which will be automatically renewed for a further term of 1 year on each subsequent year, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the bye-laws of the Company. Ms. Chen is entitled to an annual remuneration of HK\$1,200,000, and a discretionary bonus payment in such amount and payable at such time as shall be determined by the Board in its absolute discretion for his/her directorship in the Company which is determined by the Board with reference to his respective duties and responsibilities in the Group and the market rate for the position.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

(D) Mr. Hung Ching Fung, an executive Director

Mr. Hung Ching Fung (“Mr. Hung”), aged 34, was appointed as an executive Director on 27 September 2014. Mr. Hung obtained a Bachelor Degree in Commerce from Macquarie University in Australia in 2007. Mr. Hung worked as an auditor in Deloitte Touche Tohmatsu and Grant Thornton from 2007 to 2010. Mr. Hung is a full member of CPA Australia. Mr. Hung has been the Financial Controller of Jimei Group since 2010 and has been an executive director of Cloud Investment Holdings Limited (previously known as China Bio Cassava Holdings Limited), a company whose shares are listed on the Stock Exchange (stock code: 8129), since August 2013. He was a non-executive director of Asa Resource Group Plc, a company whose shares are listed on the Alternative Investment Market of London Stock Exchange Plc. (AIM code: asa.l) from September 2015 to July 2017.

Save as disclosed above, Mr. Hung has not held any other positions with any members of the Company and has not held any other directorships in any public listed companies in the last three years and does not have any other major appointment or professional qualifications.

Save as disclosed above, Mr. Hung does not have any relationships with any directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Hung was the beneficial owner of New Elect International Limited, which held 1,500,000 Shares, and hence Mr. Hung was deemed to be interested in 1,500,000 Shares held by New Elect International Limited within the meaning of Part XV of the SFO.

Mr. Hung has entered into a service contract with the Company for a term of 3 years and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the bye-laws of the Company. Mr. Hung is entitled to an annual remuneration of HK\$960,000, which is determined by the Board with reference to his respective duties and responsibilities in the Group and the market rate for the position. Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

(E) Mr. Wang Shoulei, a non-executive Director

Mr. Wang, aged 34, was appointed as a non-executive Director on 25 August 2017. Mr. Wang graduated from Shanghai International Studies University with a master's degree in Economics in 2009. He is currently the head of the debt capital market department and structured finance department of Zhongtai International Capital Limited (中泰國際融資有限公司), responsible for monitoring the operation of the debt capital market department and structured finance department. Prior to that, he had acted as the general manager of the greater Shanghai region of Zhongtai Financial International Limited (中泰金融國際有限公司), responsible for the development in the Hong Kong market.

Mr. Wang has also been a non-executive director of Yuhua Energy Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange (stock code: 02728), since April 2017.

Save as disclosed above, Mr. Wang has not held any other directorships in any public companies listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or any other securities market in the last three years and does not have any other major appointments or professional qualifications.

Save as disclosed above, Mr. Wang has not held any other position with the Company or its subsidiaries; and is independent of and not connected with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Wang has entered into a letter of appointment with the Company for a term of 1 year, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the bye-laws of the Company. Mr. Wang is entitled to an annual director's fee of HK\$240,000, which is determined by the Board based on the recommendation by the remuneration committee of the Company, with reference to his duties and responsibilities and the market rate for the position.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

E. PROPOSED CHANGE OF AUDITOR

Reference is made to the Company's announcement dated 18 May 2018 in relation to the proposed change of auditor.

As disclosed in the said announcement, the Board received a letter dated 16 May 2018 (the "**BDO Letter**") from BDO Limited ("**BDO**"), the auditor of the Company, in respect of its decision not to seek re-appointment as auditor of the Company at the forthcoming Annual General Meeting. According to the BDO Letter, in reaching a conclusion on not seeking re-appointment as auditor of the Company, BDO has taken into account many factors, including but not limited to the level of audit fees.

After due consideration, the Board proposes, with the recommendation from the audit committee of the Company, to appoint Ernst & Young ("**EY**") as the new auditor of the Company following the retirement of BDO and to hold office from the conclusion of the Annual General Meeting until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the Annual General Meeting.

As an international audit firm may be able to provide better international support and more ancillary services to the Company to cope with its future business development, the Board considers that the proposed appointment of EY as the new auditor of the Company would be in the best interest of the Company and its Shareholders as a whole.

BDO has confirmed that, except for the above, there are no matters in connection with its retirement that should be brought to the attention of the Shareholders. The Company confirms that there was no disagreement between the Company and BDO (save for the said audit fee), and there are no other matters in respect of the proposed change of auditor of the Company that need to be brought to the attention of the Shareholders.

F. GENERAL INFORMATION

The notice for the Annual General Meeting is set out on pages 18 to 22 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the branch share registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the Annual General Meeting. The return of the proxy form will not preclude you from attending and voting in person if you so wish.

LETTER FROM THE BOARD

G. VOTING BY POLL

Under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the ordinary resolutions proposed at the Annual General Meeting will also be taken by poll. A poll results announcement will be made by the Company after the Annual General Meeting in accordance with Rule 13.39(5) of the Listing Rules.

H. RECOMMENDATIONS

The Directors consider that the granting of the general mandates and the re-election of Directors, are in the interest of the Company. The Directors therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

I. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the board of Directors

Starlight Culture Entertainment Group Limited

Yan Xu

Chairman

This Appendix serves as an explanatory statement given to all the Shareholders, as required by the Listing Rules, to provide requisite information of the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares subject to certain restrictions, the more important of which are summarised below:

(a) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the relevant resolutions granting the Repurchase Mandate. The Company's authority is restricted to purchase in accordance with the Listing Rules. As at the Latest Practicable Date, there were in issue an aggregate of 673,564,799 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the Annual General Meeting, would accordingly result in up to 67,356,479 Shares being repurchased by the Company. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

(b) Reasons for repurchase

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company the flexibility to make such repurchase when appropriate and is beneficial to the Company. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share. As compared with the financial position of the Company as at 31 December 2017 (being the date of its latest audited accounts), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. In the circumstances, the Directors do not propose to exercise the Repurchase Mandate to such an extent that would have a material adverse impact on the working capital or gearing ratio of the Company.

(c) Funding of repurchases

Repurchase of the Shares will be funded out of funds legally available for such purpose in accordance with the Bye-laws of the Company and the applicable laws of Bermuda.

(d) Directors, their associates and connected persons

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

At the Latest Practicable Date, no connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Repurchase Mandate is granted.

(e) Undertaking of the Directors

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

(f) Effect of the Takeovers Code

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 26 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and information available to the Company, the following Shareholders are interested in more than 10% of the Shares in issue:

Name of Shareholder	Number of Shares held		Approximate percentage of the shareholding as at the Latest Practicable Date <i>(note 1)</i>	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Cosmic Leader Holdings Limited ("Cosmic Leader") <i>(note 2)</i>	369,313,514	(L)	54.83%	60.92%
Rare Jewels Limited <i>(note 2)</i> ("Rare Jewels")	21,000,000	(L)	3.12%	3.47%
Yan Xu <i>(note 2)</i>	390,313,514	(L)	57.95%	64.39%
Qilu International Funds SPC (acting for and on behalf of Zhongtai Dingfeng Classified Fund SP) <i>(note 3)</i>	419,007,114	(L)	62.21%	69.12%
Zhongtai International Asset Management Limited <i>(note 4)</i>	419,007,114	(L)	62.21%	69.12%

Notes:

(L) Denotes long position in the Shares.

- The percentages are calculated based on the total number of issued Shares of 673,564,799 Shares as at the Latest Practicable Date.
- The entire issued share capital of Cosmic Leader is beneficially owned as to 80% by Mr. Yan Xu. By virtue of the SFO, Mr. Yan Xu is deemed to be interested in the 369,313,514 Shares in which Cosmic Leader is interested. In addition, the entire issued share capital of Rare Jewels is wholly and beneficially owned by Mr. Yan Xu. By virtue of the SFO, Mr. Yan Xu is deemed to be interested in the 21,000,000 Shares in which Rare Jewels is interested.

3. Based on the information available to the Company, Qilu International Funds SPC is an exempted segregated portfolio company incorporated in the Cayman Islands and is acting for and on behalf of Zhongtai Dingfeng Classified Fund SP.
4. Based on the information available to the Company, Zhongtai International Asset Management Limited is the investment manager of Qilu International Funds SPC.

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for purposes of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of a repurchasing company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which the exercise in full of the Repurchase Mandate would have under the Takeover Code.

2. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

3. SHARE PRICES

During each of the previous 12 months, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
May	7.24	6.45
June	7.13	5.12
July	5.77	4.68
August	5.5	3.61
September	5.13	4.1
October	4.8	4.07
November	4.64	3.8
December	4.12	2.75
2018		
January	3.4	2.86
February	3.88	3
March	3.55	2.8
April	3.39	2.58
May (up to the Latest Practicable Date)	2.9	2.3

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Starlight Culture Entertainment Group Limited (the “Company”) for the financial year ended 31 December 2017 will be held at Jiang Su, 2/F, Alliance Building, 130-136 Connaught Road Central, Sheung Wan, Hong Kong, on Friday, 29 June 2018 at 11:00 a.m., to transact the following businesses:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements and the reports of the Directors and auditor for the year ended 31 December 2017;
2.
 - A. to re-elect Mr. Yan Xu as an executive director of the Company;
 - B. to re-elect Mr. Chau Chit as an executive director of the Company;
 - C. to re-elect Ms. Chen Hong as an executive director of the Company;
 - D. to re-elect Mr. Hung Ching Fung as an executive director of the Company;
 - E. to re-elect Mr. Wang Shoulei as a non-executive director of the Company;
 - F. to authorise the board of directors of the Company (the “Board”) to fix the remunerations of the directors of the Company (the “Directors”);
3. to appoint Ernst & Young as the auditor of the Company and authorise the board of Directors to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. to consider as special businesses and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the bye-laws of the Company, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible participants of shares or rights to acquire shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

B. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable rules, laws and requirements, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of the shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT** conditional upon resolutions 4A and 4B as set out above being passed, the authority of the directors of the Company pursuant to resolution 4A be and is hereby approved to extend to cover such amount representing the aggregate nominal amount of the shares in the capital of the Company repurchased pursuant to the authority granted pursuant to resolution 4B.”

By Order of the Board

Starlight Culture Entertainment Group Limited

Yan Xu

Chairman

Hong Kong, 24 May 2018

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business:

Room 1203, 12/F
No. 118 Connaught Road West
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member 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 meeting, 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 meeting, 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 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 Tuesday, 26 June 2018 to Friday, 29 June 2018 (both days inclusive) to determine the entitlement to attend and vote at the above meeting. During such period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the share registrars of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 25 June 2018 for registration.
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.