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**STARLIGHT CULTURE
ENTERTAINMENT**

CICFH INVESTMENT MANAGEMENT COMPANY LIMITED
(Incorporated in the BVI with limited liability)

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)

JOINT ANNOUNCEMENT

**(I) COMPLETION OF THE TRANSFER OF SALE SHARES
TO CICFH INVESTMENT MANAGEMENT
COMPANY LIMITED;**

**(II) MANDATORY UNCONDITIONAL CASH OFFERS BY
OPTIMA CAPITAL LIMITED
FOR AND ON BEHALF OF**

**CICFH INVESTMENT MANAGEMENT COMPANY LIMITED
TO ACQUIRE ALL THE ISSUED SHARES AND OUTSTANDING
CONVERTIBLE BONDS OF**

**STARLIGHT CULTURE ENTERTAINMENT GROUP LIMITED
(OTHER THAN THOSE ALREADY OWNED
OR TO BE ACQUIRED BY**

**CICFH INVESTMENT MANAGEMENT COMPANY LIMITED
AND PARTIES ACTING IN CONCERT WITH IT);**

**(III) APPOINTMENT OF INDEPENDENT
FINANCIAL ADVISER;**

AND

(IV) RESUMPTION OF TRADING

Financial adviser to CICFH Investment Management Company Limited


**OPTIMA
CAPITAL**
Optima Capital Limited

Independent financial adviser to the Company


Alliance Capital Partners Limited
同人融資有限公司

COMPLETION OF THE TRANSFER OF SALE SHARES IN THE COMPANY

The Company was informed by Zhongtai Financial that after the trading hours on 10 September 2018, Zhongtai Financial entered into the Transfer Agreement with the Offeror, pursuant to which Zhongtai Financial agreed to exercise its rights under the CL Finance Documents to effect the Transfer of 369,313,514 Shares (representing approximately 54.83% of the entire issued share capital of the Company as at the date of this joint announcement), which were charged by Cosmic Leader under the CL Security Charge in favour of Zhongtai Financial, from Cosmic Leader to the Offeror at the total consideration of HK\$330,000,000 (equivalent to approximately HK\$0.8936 per Sale Share) subject to and, upon payment of the total consideration for the Sale Shares by the Offeror. The Completion of the Transfer Agreement took place on 11 September 2018.

THE IRREVOCABLE UNDERTAKING

Pursuant to the Irrevocable Undertaking, Mr. Chau Chit and Mega Start have irrevocably undertaken to the Offeror that, from the date of the Irrevocable Undertaking until the close of the offer period of the Share Offer, (i) they will not accept the Share Offer; (ii) they will not sell, give, transfer or otherwise dispose of any Shares and securities convertible into Shares held by any of them or their associates; and (iii) they will (and will procure their associates to) continue to be the sole beneficial owners of their Shares free from encumbrance of any nature whatsoever which may otherwise prevent them or their associates from exercising absolute ownership of their Shares and the rights attached thereto.

MANDATORY UNCONDITIONAL CASH OFFERS

Immediately prior to the Completion, save for the rights of Zhongtai Financial under the CL Finance Documents, the Offeror and parties acting in concert with it (including CICFH International, Zhongtai Financial and Zhongtai Securities) did not hold, own, control or have direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately after the Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it are interested in 369,313,514 Shares, representing approximately 54.83% of the total issued share capital of the Company as at the date of this joint announcement.

The Offeror is therefore required under Rule 26.1 of the Takeovers Code to make mandatory unconditional cash offers for (i) all the issued Shares not already owned or agreed to be acquired by it and parties acting in concert with it; and (ii) all the outstanding Convertible Bonds pursuant to Rule 13.1 of the Takeovers Code.

Optima Capital will make the Offers for and on behalf of the Offeror in compliance with the Takeovers Code, on the following basis:

The Share Offer

For each Offer Share HK\$0.8936 in cash

The Share Offer Price of HK\$0.8936 per Offer Share is determined at a price of approximately equal to but not lower than the price per Sale Share paid by the Offeror.

The Convertible Bonds Offer

For every HK\$100,000 face value
of the Convertible Bonds HK\$17,872.00 in cash

The Convertible Bonds Offer will not apply to any Convertible Bonds which are or have been converted into Shares prior to the close of the Convertible Bonds Offer.

As at the date of this joint announcement, there are outstanding Convertible Bonds in the principal amount of HK\$315,000,000 which carry rights to convert into 63,000,000 new Shares in full based on the existing conversion price of HK\$5.00 per conversion share, and none of the Offeror and parties acting in concert with it has any interest in the Convertible Bonds.

The proposed offer price for the Convertible Bonds is HK\$17,872.00 for every HK\$100,000 face value of the Convertible Bonds, determined in accordance with Rule 13 of and Practice Note 6 to the Takeovers Code as the “see-through” consideration for the Convertible Bonds, being the number of new Shares which the Convertible Bonds could be converted into (i.e. 20,000 new Shares) multiplied by the Share Offer Price of HK\$0.8936 per Offer Share, valuing the total Convertible Bonds Offer at HK\$17,872.00, for every HK\$100,000 face value of the Convertible Bonds.

The Offers are unconditional in all respects when made.

As at the date of this joint announcement, there are 673,564,799 Shares in issue. Save for the Convertible Bonds, the Company does not have any outstanding options, warrants or derivatives or convertible rights affecting the Shares.

The consideration of the Offers

Assuming the Offers are accepted in full on the basis that (i) none of the conversion rights attaching to the Convertible Bonds were exercised prior to the close of the Convertible Bonds Offer; and (ii) there were no change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offers, a total of 304,251,285 issued Shares (representing the Shares not already owned by the Offeror and parties acting in concert with it) would be subject to the Share Offer and the cash consideration payable by the Offeror under the Share Offer would be approximately HK\$271,878,948, whereas the cash consideration payable by the Offeror under the Convertible Bonds Offer would be HK\$56,296,800, aggregating to HK\$328,175,748. Taking into account the 49,693,600 Shares held by Mega Start who has given the Irrevocable Undertaking not to accept the Share Offer as described in the section headed “The Irrevocable Undertaking” above, the maximum aggregate cash consideration payable by the Offeror would be approximately HK\$283,769,547.

Assuming the Offers are accepted in full on the basis that (i) all the conversion rights attaching to the Convertible Bonds were exercised in full prior to the close of the Convertible Bonds Offer and there would be no outstanding Convertible Bonds remaining for acceptance under the Convertible Bonds Offer; and (ii) there were no change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offers, a total of 367,251,285 issued Shares (representing the Shares not already owned by the Offeror and parties acting in concert with it and including 63,000,000 new Shares issued pursuant to the exercise in full of the conversion rights attaching to the Convertible Bonds) would be subject to the Share Offer and the maximum cash consideration payable by the Offeror under the Share Offer would be approximately HK\$328,175,748. Taking into account the 49,693,600 Shares held by Mega Start who has given the Irrevocable Undertaking not to accept the Share Offer as described in the section headed “The Irrevocable Undertaking” above, the maximum cash consideration payable by the Offeror would be approximately HK\$283,769,547.

Confirmation of financial resources available for the Offers

The Offeror intends to finance the entire consideration payable under the Offers through the Margin Facility of HK\$284,000,000 obtained from Zhongtai Securities.

On 10 September 2018, the Offeror entered into the Subscription Agreement with Zhongtai Financial in respect of the issuance of the Notes by the Offeror to Zhongtai Financial and the entire proceeds of HK\$170,000,000 from the issuance of the Notes have been applied for the settlement of part of the consideration of the Sale Shares. On the same date, the Offeror also entered into the Margin Facility Agreement with Zhongtai Securities, pursuant to which the Zhongtai Securities has granted the Margin Facility in the amount of HK\$284,000,000 to the Offeror for the sole purpose of settlement for any acceptance of the Offers. Pursuant to the Subscription Agreement, the Offeror has executed the Share Charge whereby the Offeror shall charge the Sale Shares to Zhongtai Financial as security for the Notes. Pursuant to the Margin Facility Agreement, the Offeror shall charge to Zhongtai Securities the Shares and Convertible Bonds to be acquired by the Offeror under the Offers as security for the Margin Facility.

Optima Capital, being the financial adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror to satisfy the total consideration payable by the Offeror upon full acceptances of the Offers.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Wong Wai Kwan, Mr. Michael Ngai Ming Tak, Mr. Kong Chi Mo and Mr. Hong Tao, has been established by the Board to advise the Independent Shareholders as to whether the terms of the Offers are fair and reasonable and whether the Offers are in the interests of the Independent Shareholders and as to its acceptance.

Mr. Wang Shoulei, a non-executive Director, will not act as a member of the Independent Board Committee by virtue of his positions with Zhongtai Financial and its subsidiary, being the managing director and head of debt capital market and structured finance of Zhongtai Financial, and a director of a subsidiary of Zhongtai Financial.

Alliance Capital, the Independent Financial Adviser, has been appointed with the approval of the Independent Board Committee to advise the Independent Board Committee in respect of the Offers and, in particular, as to whether the Offers are fair and reasonable and as to acceptance.

COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company that the offer document from the Offeror and the offeree board circular from the Company be combined into a Composite Document. In accordance with Rule 8.2 of the Takeovers Code, the Composite Document containing, amongst other things: (i) details of the Offers (including the expected timetable); (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the Offers; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offers, together with the relevant forms of acceptance and transfer, is required to be despatched to the Shareholders and the Convertible Bondholders within 21 days of the date of this joint announcement or such later date as the Executive may approve. It is expected that the Composite Document will be despatched on or before 5 October 2018.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 11 September 2018 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 17 September 2018.

COMPLETION OF THE TRANSFER

The Company was informed by Zhongtai Financial that after trading hours on 10 September 2018, Zhongtai Financial entered into the Transfer Agreement with the Offeror, pursuant to which Zhongtai Financial agreed to exercise its rights under the CL Finance Documents to effect the Transfer of 369,313,514 Shares (representing approximately 54.83% of the entire issued share capital of the Company as at the date of this joint announcement), which were charged by Cosmic Leader under the CL Security Charge in favour of Zhongtai Financial, from Cosmic Leader to the Offeror at the total consideration of HK\$330,000,000 (equivalent to approximately HK\$0.8936 per Sale Share) subject to and, upon payment of the total consideration for the Sale Shares by the Offeror.

The total consideration for the Sale Shares was determined after arm's length negotiations between the Offeror and Zhongtai Financial as the chargee of the Sale Share with reference to (i) the consecutive loss made by the Group for the past four years ended 31 December 2017 and the six months ended 30 June 2018; (ii) the net liabilities of the Group of approximately HK\$140.5 million as at 30 June 2018; and (iii) the fact that the Offeror can obtain a controlling interest in the Company upon the Completion. The consideration has been settled by the Offeror on 11 September 2018. HK\$170,000,000 of the total consideration for the Sale Shares was financed by proceeds from the issuance of the Notes by the Offeror to Zhongtai Financial and the remaining balance was settled by the internal resources of the Offeror.

Zhongtai Financial (as chargee of the Sale Shares) considered the total consideration for the Sale Shares to be appropriate, notwithstanding a substantial discount to the prevailing trading price of the Shares, due to the lack of marketability of the Sale Shares having taken into account that: (a) the Shares have had an extremely thin trading volume, with an average daily trading volume of the Shares of approximately 0.0067% of the total number of issued Shares during the period of one year, and approximately 0.0051% of the total number of issued Shares during the period of six months, immediately preceding the date of the Transfer Agreement, such that a sufficiently active market is unlikely to exist to enable and absorb, and it would not be practicable for, the disposal of the Sale Shares in bulk quantities in a short period of time on the open market; and (b) the Offeror was willing to offer the consideration of HK\$330,000,000 for the Sale Shares (equivalent to approximately HK\$0.8936 per Sale Share) notwithstanding that the Group had net liabilities of approximately HK\$140.5 million as at 30 June 2018.

The Completion took place on 11 September 2018.

Background of the Transfer

Zhongtai Financial is the holder of the HK\$280,000,000 in aggregate principal amount of 10% CL Notes dated 19 June 2017 issued by Cosmic Leader pursuant to the Previous Subscription Agreement and the CL Note Conditions. On 19 December 2017, an agreement was entered into to extend the maturity date under the CL Notes to 19 June 2018 pursuant to the CL Note Conditions.

To secure the payment obligations of Cosmic Leader under the CL Notes, Cosmic Leader agreed to charge 369,313,514 Shares in the capital of the Company, and executed the CL Security Charge in favour of Zhongtai Financial (and its successors in title, permitted assigns and permitted transferees) pursuant to the Previous Subscription Agreement.

Since an event of default on the part of Cosmic Leader occurred under the CL Notes, Zhongtai Financial wished to exercise its rights under the CL Finance Documents to effect the Transfer. On 18 August 2018, Zhongtai Financial entered into the LOI (which is supplemented by the extension letter dated 7 September 2018) with CICFH International, which set out, among other things, the non-binding provisions in respect of the intention of CICFH International to purchase, and Zhongtai Financial (as chargee of the Sale Shares) to exercise its rights under the CL Security Charge and other related documents to effect the Transfer from Cosmic Leader to CICFH International of, the Sale Shares. After the trading hours on 10 September 2018, Zhongtai Financial entered into the legally binding Transfer Agreement with the Offeror, an associated company of CICFH International, pursuant to which Zhongtai Financial effected the Transfer of the Sale Shares from Cosmic Leader to the Offeror on 11 September 2018. The Offeror has repaid CICFH International on 7 September 2018 a sum of HK\$20,000,000, which is the amount of deposit paid by CICFH International to Zhongtai Financial at the time of entering into of the LOI.

Each of the Offeror, its ultimate beneficial owners and parties acting in concert with any of them is a third party independent of the Company.

THE IRREVOCABLE UNDERTAKING

Pursuant to the Irrevocable Undertaking, Mr. Chau Chit and Mega Start have irrevocably undertaken to the Offeror that, from the date of the Irrevocable Undertaking until the close of the offer period of the Share Offer, (i) they will not accept the Share Offer; (ii) they will not sell, give, transfer or otherwise dispose of any Shares and securities convertible into Shares held by any of them or their associates; and (iii) they will (and will procure their associates to) continue to be the sole beneficial owners of their Shares free from encumbrance of any nature whatsoever which may otherwise prevent them or their associates from exercising absolute ownership of their Shares and the rights attached thereto.

MANDATORY UNCONDITIONAL CASH OFFERS

Immediately prior to the Completion, save for the rights of Zhongtai Financial under the CL Finance Documents, the Offeror and parties acting in concert with it (including CICFH International, Zhongtai Financial and Zhongtai Securities) did not hold, own, control or have direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately after the Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it (including CICFH International, Zhongtai Financial and Zhongtai Securities) are interested in 369,313,514 Shares, representing approximately 54.83% of the total issued share capital of the Company as at the date of this joint announcement.

The Offeror is therefore required under Rule 26.1 of the Takeovers Code to make mandatory unconditional cash offers for (i) all the issued Shares not already owned or agreed to be acquired by it and parties acting in concert with it; and (ii) all the outstanding Convertible Bonds pursuant to Rule 13.1 of the Takeovers Code.

Optima Capital will make the Offers for and on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

The Share Offer

For each Offer ShareHK\$0.8936 in cash

The Share Offer Price of HK\$0.8936 per Offer Share is determined at a price of approximately equal to but not lower than the price per Sale Share paid by the Offeror. The Share Offer will be extended to all Offer Shareholders in accordance with the Takeovers Code. The Shares to be acquired under the Share Offer shall be acquired free from all Encumbrances whatsoever and together with all rights accruing or attaching thereto, including, without limitation, the right to receive dividends and distributions declared, made or paid, if any, on or after the date on which the Share Offer is made, i.e. the date of the Composite Document.

The Convertible Bonds Offer

For every HK\$100,000 face value
of the Convertible Bonds HK\$17,872.00 in cash

The Convertible Bonds will be acquired as fully-paid and free from all Encumbrances whatsoever and together with all rights now or hereafter attaching or accruing to them on or after the date on which the Convertible Bonds Offer is made.

The Convertible Bonds Offer will not apply to any Convertible Bonds which are or have been converted into Shares prior to the close of the Convertible Bonds Offer.

As at the date of this joint announcement, there are outstanding Convertible Bonds in the principal amount of HK\$315,000,000 which carry rights to convert into 63,000,000 new Shares in full based on the existing conversion price of HK\$5.00 per conversion share, and none of the Offeror and parties acting in concert with it has any interest in the Convertible Bonds.

The proposed offer price for the Convertible Bonds is HK\$17,872.00 for every HK\$100,000 face value of the Convertible Bonds, determined in accordance with Rule 13 of and Practice Note 6 to the Takeovers Code as the “see-through” consideration for the Convertible Bonds, being the number of new Shares which the Convertible Bonds could be converted into (i.e. 20,000 new Shares) multiplied by the Share Offer Price of HK\$0.8936 per Offer Share, valuing the total Convertible Bonds Offer at HK\$17,872.00, for every HK\$100,000 face value of the Convertible Bonds.

The Offers are unconditional in all respects when made.

As at the date of this joint announcement, there are 673,564,799 Shares in issue. Save for the Convertible Bonds, the Company does not have any outstanding options, warrants or derivatives or convertible rights affecting the Shares.

Comparison of the Share Offer Price

The Share Offer Price of HK\$0.8936 per Offer Share represents:

- (i) a discount of approximately 70.2% to the closing price of HK\$3.00 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 69.3% to the average of the closing prices as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day of approximately HK\$2.91 per Share;
- (iii) a discount of approximately 66.6% to the average of the closing prices as quoted on the Stock Exchange for the ten consecutive trading days up to and including the Last Trading Day of approximately HK\$2.67 per Share; and
- (iv) a discount of approximately 62.5% to the average of the closing prices as quoted on the Stock Exchange for the thirty consecutive trading days up to and including the Last Trading Day of approximately HK\$2.38 per Share.

As the Group recorded net liabilities of approximately HK\$140.5 million as at 30 June 2018 and approximately HK\$110.4 million as at 31 December 2017, comparison of the Share Offer Price with the net liabilities of the Group per Share was not presented.

Highest and lowest Share prices

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the period commencing six months preceding the date of commencement of the offer period (as defined under the Takeovers Code), i.e. 21 February 2018, and up to the Last Trading Day were HK\$3.69 per Share (on 21 February 2018) and HK\$2.00 per Share (on both 23 July 2018 and 30 July 2018), respectively.

Total consideration of the Offers

Assuming the Offers are accepted in full on the basis that (i) none of the conversion rights attaching to the Convertible Bonds were exercised prior to the close of the Convertible Bonds Offer; and (ii) there were no change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offers, a total of 304,251,285 issued Shares (representing the Shares not already owned by the Offeror and parties acting in concert with it) would be subject to the Share Offer and the cash consideration payable by the Offeror under the Share Offer would be approximately HK\$271,878,948, whereas the cash consideration payable by the Offeror under the Convertible Bonds Offer would be HK\$56,296,800, aggregating to HK\$328,175,748. Taking into account the 49,693,600 Shares held by Mega Start who has given the Irrevocable Undertaking not to accept the Share Offer as described in the section headed “The Irrevocable Undertaking” above, the maximum aggregate cash consideration payable by the Offeror would be approximately HK\$283,769,547.

Assuming the Offers are accepted in full on the basis that (i) all the conversion rights attaching to the Convertible Bonds were exercised in full prior to the close of the Convertible Bonds Offer and there would be no outstanding Convertible Bonds remaining for acceptance under the Convertible Bonds Offer; and (ii) there were no change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offers, a total of 367,251,285 issued Shares (representing the Shares not already owned by the Offeror and parties acting in concert with it and including 63,000,000 new Shares issued pursuant to the exercise in full of the conversion rights attaching to the Convertible Bonds) would be subject to the Share Offer and the maximum cash consideration payable by the Offeror under the Share Offer would be approximately HK\$328,175,748. Taking into account the 49,693,600 Shares held by Mega Start who has given the Irrevocable Undertaking not to accept the Share Offer as described in the section headed “The Irrevocable Undertaking” above, the maximum cash consideration payable by the Offeror would be approximately HK\$283,769,547.

Confirmation of financial resources available for the Offers

The Offeror intends to finance the entire consideration payable under the Offers through the Margin Facility of HK\$284,000,000 obtained from Zhongtai Securities.

On 10 September 2018, the Offeror entered into the Subscription Agreement with Zhongtai Financial in respect of the issuance of the Notes by the Offeror to Zhongtai Financial and the entire proceeds of HK\$170,000,000 from the issuance of the Notes have been applied for the settlement of part of the consideration of the Sale Shares. On the same date, the Offeror also entered into the Margin Facility Agreement with Zhongtai Securities, pursuant to which the Zhongtai Securities has granted the Margin Facility in the amount of HK\$284,000,000 to the Offeror for the sole purpose of settlement for any acceptance of the Offers. Pursuant to the Subscription Agreement, the Offeror has executed the Share Charge whereby the Offeror shall charge the Sale Shares to Zhongtai Financial as security for the Notes. Pursuant to the Margin Facility Agreement, the Offeror shall charge to Zhongtai Securities the Shares and Convertible Bonds to be acquired by the Offeror under the Offers as security for the Margin Facility.

Optima Capital, being the financial adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror to satisfy the total consideration payable by the Offeror upon full acceptances of the Offers.

Effect of accepting the Offers

Acceptance of the Share Offer by any Offer Shareholders will be deemed to constitute a warranty by such person that all Shares sold by such person under the Share Offer are free from all Encumbrances whatsoever and together with all rights accruing or attaching thereto, including, without limitation, the right to receive dividends and distributions declared, made or paid, if any, on or after the date on which the Share Offer is made, i.e. the date of the Composite Document.

Acceptance of the Convertible Bonds Offer by any Convertible Bondholders will be deemed to constitute a warranty by such person that all Convertible Bonds sold by such person under the Convertible Bonds Offer are free from all Encumbrances whatsoever and together with all rights now or hereafter attaching or accruing to them on or after the date on which the Convertible Bonds Offer is made.

The Offers will be made in compliance with the Takeovers Code which is administered by the Executive. Acceptance of the Offers would be irrevocable and would not be capable of being withdrawn, subject to the provisions of the Takeovers Code.

Payment

Payment in cash in respect of acceptances of the Offers will be made as soon as possible but within seven (7) Business Days of the date of receipt of a duly completed acceptance. Relevant documents evidencing title must be received by or on behalf of the Offeror to render such acceptance of the Offers complete and valid.

No fractions of a cent will be payable and the amount of the consideration payable to an Offer Shareholder or Convertible Bondholder who accepts the Share Offer or Convertible Bonds Offer (as the case may be) will be rounded up to the nearest cent.

Overseas Offer Shareholders and Overseas Convertible Bondholders

The Offeror intends to make the Offers available to all Offer Shareholders and all Convertible Bondholders, including those who are residents outside Hong Kong.

As the Offers to persons who are not residents in Hong Kong may be affected by the laws of the relevant jurisdiction in which they reside, the Overseas Offer Shareholders and the Overseas Convertible Bondholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the responsibility of the Overseas Offer Shareholders and the Overseas Convertible Bondholders who wish to accept the Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due from such accepting Overseas Offer Shareholders or Overseas Convertible Bondholders in respect of such jurisdictions).

Any acceptance of the Offers by any Overseas Offer Shareholder or Overseas Convertible Bondholder will be deemed to constitute a representation and warranty from such Overseas Offer Shareholder or Overseas Convertible Bondholder to the Offeror that the local laws and requirements have been complied with. The Overseas Offer Shareholders and the Overseas Convertible Bondholders should consult their professional advisers if in doubt.

Stamp duty

The seller's Hong Kong ad valorem stamp duty arising in connection with acceptance of the Share Offer amounting to HK\$1.00 for every HK\$1,000 or part thereof of the amount payable in respect of relevant acceptances by the Offer Shareholders, or (if higher) the value of the Shares as determined by the Collector of Stamp Revenue under the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong), will be deducted from the amount payable to the Offer Shareholders who accept the Share Offer. The Offeror will then pay the stamp duty so deducted to the Stamp Office of Hong Kong. The Offeror will bear buyer's ad valorem stamp duty.

The seller's Hong Kong ad valorem stamp duty (if any) arising in connection with acceptance of the Convertible Bonds Offer amounting to HK\$1.00 for every HK\$1,000 or part thereof of the amount payable in respect of relevant acceptances by the Convertible Bondholders, or (if higher) the value of the Convertible Bonds as determined by the Collector of Stamp Revenue under the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong), will be deducted from the amount payable to the Convertible Bondholders who accept the Convertible Bonds Offer. The Offeror will then pay the stamp duty (if any) so deducted to the Stamp Office of Hong Kong. The Offeror will bear buyer's ad valorem stamp duty (if any).

Taxation advice

The Offer Shareholders and the Convertible Bondholders are recommended to consult their own professional advisers as to the taxation implications of accepting or rejecting the Offers. None of the Offeror and parties acting in concert with it, the Company, Optima Capital and their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offers accepts any responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

INFORMATION ON THE OFFEROR

The Offeror is incorporated in the BVI with limited liabilities, and is an investment holding company wholly and beneficially owned by Guotou Zhonglian. Guotou Zhonglian is a company established in the PRC and is ultimately beneficially owned as to 99.8% by Mr. Xu Peng (徐鵬) and 0.2% by Mr. Huang Shandong (黃山東). Guotou Zhonglian is an investment management company primarily invests in entertainment and media assets, including online music platform and mobile gaming. Mr. Xu Peng graduated from Peking University (北京大學) with double degrees in medicine and economics. While Mr. Xu Peng does not have the expertise that strictly match the existing businesses of the Group, he has experience in corporate and business management. In 2014, he found a private company and developed a mobile application named “麥豆醫生 (Maidouyisheng*)”, which is an internet medical software in the PRC.

DEALING AND INTERESTS IN THE COMPANY’S SECURITIES

Save for the Sale Shares and the rights of Zhongtai Financial under the CL Finance Documents, none of the Offeror and parties acting in concert with it (including CICFH International, Zhongtai Financial and Zhongtai Securities) has dealt in nor own any Share or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the period commencing six months preceding the date of commencement of the offer period up to and including the date of this joint announcement.

As at the date of this joint announcement,

- (i) save for the Sale Shares held by the Offeror and the rights of Zhongtai Financial under the CL Finance Documents, none of the Offeror and parties acting in concert with it (including CICFH International, Zhongtai Financial and Zhongtai Securities) holds, owns or has control or direction over any voting rights or rights over any Shares, convertible securities, warrants, options or derivatives of the Company;
- (ii) there is no outstanding derivative in respect of securities in the Company which is owned, controlled or directed by, or has been entered into by the Offeror, its ultimate beneficial owners and/or any person acting in concert with any of them;
- (iii) none of the Offeror and parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company;

- (iv) save for the LOI, the Margin Facility Agreement and the Share Charge, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares which might be material to the Offers;
- (v) there is no agreement or arrangement to which the Offeror or parties acting in concert with it is a party which relates to circumstances in which it may or may not invoke or seek to invoke a precondition or condition to the Offer;
- (vi) save for the Irrevocable Undertaking, none of the Offeror and parties acting in concert with it has received any irrevocable commitment(s) to accept or reject the Offers;
- (vii) there is no agreement or arrangement which constitutes a special deal under Rule 25 of the Takeovers Code between Cosmic Leader, its ultimate beneficial owners and parties acting in concert with any of them on one hand, and the Offeror and parties acting in concert with it (including CICFH International, Zhongtai Financial and Zhongtai Securities) on the other hand;
- (viii) save for the total consideration for the Sale Shares of HK\$330,000,000, there is no other consideration or benefit in whatever form paid or payable by the Offeror and parties acting in concert with it (including CICFH International, Zhongtai Financial and Zhongtai Securities) to Cosmic Leader, its ultimate beneficial owners and parties acting in concert with any of them;
- (ix) there is no agreement or arrangement which constitutes a special deal under Rule 25 of the Takeovers Code between the Offeror and parties acting in concert with it on one hand, and Zhongtai Financial, Zhongtai Securities and parties acting in concert with any of them on the other hand; and
- (x) save for the Share Charge and securities pledged for the Margin Facility and the administrative fee for arranging the Notes and the Margin Facility, there is no other consideration or benefit in whatever form paid or payable by the Offeror and parties acting in concert with it to Zhongtai Financial, Zhongtai Securities and parties acting in concert with any of them.

INFORMATION ON THE GROUP

The Company is a company incorporated in Bermuda with limited liability, the Shares of which are currently listed on the Stock Exchange (stock code: 1159). The Group is principally engaged in entertainment and gaming business, trading of chemical products, and energy conservation and environmental protection products, and media and culture business.

Shareholding structure of the Company

The following table sets out the shareholding structure of the Company (i) immediately before the Completion; and (ii) immediately upon the Completion and as at the date of this joint announcement:

	Immediately before the Completion		Immediately upon the Completion and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximately %</i>	<i>Number of Shares</i>	<i>Approximately %</i>
The Offeror and parties acting in concert with it	–	–	369,313,514	54.83
Cosmic Leader (<i>Note 1</i>)	369,313,514	54.83	–	–
Rare Jewels Limited (<i>Note 1</i>)	21,000,000	3.12	21,000,000	3.12
<i>Directors</i>				
Mr. Chau Chit (<i>Note 2</i>)	49,693,600	7.38	49,693,600	7.38
Mr. Hung Ching Fung (<i>Note 3</i>)	1,500,000	0.22	1,500,000	0.22
Ms. Chen Hong	200,400	0.03	200,400	0.03
Other public Shareholders	231,857,285	34.42	231,857,285	34.42
Total	<u>673,564,799</u>	<u>100.00</u>	<u>673,564,799</u>	<u>100.00</u>

Notes:

1. Cosmic Leader is owned as to 80% by Mr. Yan Xu and 20% by Ms. Chen Hong, and Rare Jewels Limited is wholly owned by Mr. Yan Xu. Upon the Completion, Mr. Yan Xu will cease to be a substantial Shareholder and become a public Shareholder.
2. These Shares are held by Mega Start, a company wholly owned by Mr. Chau Chit, an executive Director.
3. These Shares are held by New Elect International Limited, a company wholly owned by Mr. Hung Ching Fung, an executive Director.

Financial information of the Group

	Year ended 31 December	
	2016	2017
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
Revenue	195,562	39,958
Gross profit/(loss)	77,072	(3,203)
Loss before taxation	(50,563)	(297,979)
Loss for the year	(50,894)	(297,979)
	As at 31 December	
	2016	2017
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
Consolidated net asset value/(liabilities) attributable to the owners of the Company	108,370	(68,990)

INTENTION OF THE OFFEROR IN RELATION TO THE GROUP

As detailed in the section headed “Information on the Group” above, the Group is principally engaged in entertainment and gaming business, trading of chemical products, and energy conservation and environmental protection products, and media and culture business.

The Offeror intends to continue the existing principal businesses of the Group. After the close of the Offers, the Offeror will conduct a detailed review of the existing principal business operations and financial position of the Group for the purpose of formulating a sustainable business plan or strategy for the Group's future development. Subject to the results of the review, the Offeror may explore other business opportunities and consider whether any asset disposals, asset acquisitions, fund raising, business rationalisation, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Company. Should such corporate actions materialise, further announcement(s) will be made by the Company in accordance with the Listing Rules as and when appropriate.

Notwithstanding the above, as at the date of this joint announcement, no investment or business opportunity has been identified nor has the Offeror entered into any agreement, arrangements, understandings or negotiation in relation to the injection of any assets or business into the Group, and the Offeror has no intention to discontinue the employment of the employees (save for the proposed changes to the Board as described in the section headed "Proposed change of Board composition" below) or to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business.

MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror intends the issued Shares to remain listed on the Stock Exchange upon the close of the Offers.

Pursuant to the Listing Rules, if, at the closing of the Offers, less than 25% of the issued Shares are held by the public or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) there are insufficient Shares in public hands to maintain an orderly market,

then the Stock Exchange will consider exercising its discretion to suspend trading in the Shares until a level of sufficient public float is attained.

The Offeror will undertake to the Stock Exchange to take appropriate steps as soon as possible following the close of the Offers to ensure that sufficient public float exists in the Shares after the close of the Offers.

In this connection, in the event that the public float of the Company falls below 25% upon the close of the Offers, the Offeror will, as soon as practicable, dispose of such number of Shares either directly in the market or through a placing agent to be appointed by the Offeror to ensure that the public float requirement under the Listing Rules can be met. Announcement(s) will be made in this regard as and when appropriate in compliance with the Listing Rules.

PROPOSED CHANGE OF BOARD COMPOSITION

The Board currently comprises five executive Directors, namely 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.

The Offeror intends to nominate directors to the Board for appointment with effect from a date which is no earlier than such date as permitted under Rule 26.4 of the Takeovers Code. As at the date of this joint announcement, the Offeror has not decided on the candidates to be nominated to the Board. Any changes to the Board will be made in compliance with the Takeovers Code and the Listing Rules and further announcement(s) will be made by the Company as and when appropriate.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Wong Wai Kwan, Mr. Michael Ngai Ming Tak, Mr. Kong Chi Mo and Mr. Hong Tao, has been established by the Board to advise the Independent Shareholders as to whether the terms of the Offers are fair and reasonable and whether the Offers are in the interests of the Independent Shareholders and as to their acceptance.

Mr. Wang Shoulei, a non-executive Director, will not act as a member of the Independent Board Committee by virtue of his positions with Zhongtai Financial and its subsidiary, being the managing director and head of debt capital market and structured finance of Zhongtai Financial, and a director of a subsidiary of Zhongtai Financial.

Alliance Capital, the Independent Financial Adviser, has been appointed with the approval of the Independent Board Committee to advise the Independent Board Committee in respect of the Offers and, in particular, as to whether the Offers are fair and reasonable and as to acceptance.

COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company that the offer document from the Offeror and the offeree board circular from the Company be combined into a Composite Document. In accordance with Rule 8.2 of the Takeovers Code, the Composite Document containing, amongst other things: (i) details of the Offers (including the expected timetable); (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the Offers; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offers, together with the relevant forms of acceptance and transfer, is required to be despatched to the Shareholders and the Convertible Bondholders within 21 days of the date of this joint announcement or such later date as the Executive may approve. It is expected that the Composite Document will be despatched on or before 5 October 2018.

The Independent Shareholders are encouraged to read the Composite Document carefully, including the advice of the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offers, before deciding whether or not to accept the Offers.

DEALINGS DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, the associates of the Company and the Offeror (as defined under the Takeovers Code, including persons holding 5% or more of a class of relevant securities issued by the Company or the Offeror) are hereby reminded to disclose their dealings in any securities of the Offeror and the Company pursuant to Rule 22 of the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stock brokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules.

However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNING

The Directors make no recommendation as to the fairness or reasonableness of the Offers or as to the acceptance of the Offers in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offers unless and until they have received and read the Composite Document, including the recommendations of the Independent Board Committee in respect of the Offers and a letter of advice from the Independent Financial Adviser.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 11 September 2018 pending the release of this joint announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 17 September 2018.

DEFINITIONS

In this joint announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“acting in concert”	has the meaning ascribed thereto under the Takeovers Code
“Alliance Capital” or “Independent Financial Adviser”	Alliance Capital Partners Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed by the Company for the purpose of advising the Independent Board Committee in respect of the terms of the Offers and as to their acceptance
“associate(s)”	has the meaning ascribed thereto under the Takeovers Code
“associated company”	has the meaning ascribed thereto under the Takeovers Code
“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for the transaction of business
“BVI”	the British Virgin Islands
“CL Finance Documents”	the CL Notes, the CL Notes Conditions and the CL Security Charge together with the Subscription Agreement and the other documents, including without limitation, the share charge entered into between Mega Start as chargor and Zhongtai Financial as chargee in respect of 49,693,600 Shares, executed pursuant to the Previous Subscription Agreement, the CL Notes, the CL Notes Conditions and the CL Security Charge

“CL Notes”	the notes in the aggregate principal amount of HK\$280,000,000 with interest at the rate of 10 per cent. per annum issued by Cosmic Leader to Zhongtai Financial on 19 June 2017 pursuant to the Previous Subscription Agreement and the CL Note Conditions
“CL Note Conditions”	the terms and conditions of the CL Notes
“CL Security Charge”	a share charge dated 19 June 2017 executed by Cosmic Leader in favour of Zhongtai Financial in respect of the Sale Shares to secure, among other things, Cosmic Leader’s obligation under the CL Notes
“Company”	Starlight Culture Entertainment Group Limited (formerly known as Jimei International Entertainment Group Limited), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1159)
“Completion”	the completion of the Transfer
“Composite Document”	the composite offer and response document to be jointly issued by the Offeror and the Company in accordance with the Takeovers Code containing, among other things, details of the Offers, the recommendation from the Independent Board Committee to the Independent Shareholders and the advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offers

“Convertible Bonds”	the 8% coupon rate unsecured convertible bonds due on 1 December 2018 in the aggregate principal amount of HK\$315,000,000 which are convertible into a total of 63,000,000 Shares at the conversion price of HK\$5.00 per conversion share issued by the Company on 2 December 2015, the entire principal amount of which remains outstanding as at the date of this joint announcement
“Convertible Bondholder(s)”	the holder of the Convertible Bond(s) from time to time
“Convertible Bonds Offer”	the offer to be made by Optima Capital for and on behalf of the Offeror to acquire the Convertible Bonds in accordance with the terms described in this joint announcement
“Cosmic Leader”	Cosmic Leader Holdings Limited, a company incorporated in the Republic of Seychelles as an international business company with limited liability which is ultimately beneficially owned as to 80% by Mr. Yan Xu and 20% by Ms. Chen Hong
“CICFH International”	CICFH International Limited, a company incorporated in Hong Kong with limited liability which is indirectly owned as to 20.7692% by Guotou Zhonglian, and an associated company of the Offeror
“Director(s)”	the director(s) of the Company
“Encumbrances”	any mortgage, pledge, charge, lien, option, restriction, rights to acquire, rights of pre-emption, trust arrangement, third party right or interest, or any other similar encumbrances, priorities, guarantee or restriction of rights, associated rights or obligations, including any agreement, arrangement in relation thereto relating to property, assets or rights of any nature

“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Guotou Zhonglian”	Guotou Zhonglian Investment Management (Beijing) Company Limited* (國投中聯投資管理(北京)有限公司), a company established in the PRC with limited liability, which is beneficially owned as to 99.8% by Mr. Xu Peng (徐鵬) and 0.2% by Mr. Huang Shandong (黃山東)
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong per cent.
“Independent Board Committee”	an independent committee of the Board comprising all independent non-executive Directors established for the purpose of advising the Independent Shareholders in respect of the Offers and in particular as to whether the terms of the Offers are fair and reasonable and in the interests of the Independent Shareholders and as to acceptance of the Offers
“Independent Shareholders”	the Shareholders other than the Offeror and parties acting in concert with it
“Irrevocable Undertaking”	the irrevocable undertaking dated 11 September 2018 given by Mr. Chau Chit and Mega Start to the Offeror in respect of the Shares held by Mega Start or its associates, details of which are set out in the section headed “The Irrevocable Undertaking” in this joint announcement
“Last Trading Day”	10 September 2018, being the last trading day of the Shares on the Stock Exchange prior to the halt of trading in the Shares pending the release of this joint announcement

“LOI”	a letter of intent issued by Zhongtai Financial and acknowledged by the Offeror on 18 August 2018, which is supplemented by an extension letter dated 7 September 2018
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Margin Facility”	a margin facility granted by Zhongtai Securities as lender to the Offeror as borrower in accordance with the terms of the Margin Facility Agreement for financing the Offers
“Margin Facility Agreement”	the margin facility agreement entered into between Zhongtai Securities as lender and the Offeror as borrower dated 10 September 2018 in relation to the Margin Facility
“Mega Start”	Mega Start Limited, a company incorporated in the BVI with limited liability and wholly owned by Mr. Chau Chit, an executive Director
“Notes”	the non-convertible notes in principal amount of HK\$170,000,000 due on 11 March 2019 with interest at the rate of 10 per cent. issued by the Offeror to Zhongtai Financial on 11 September 2018
“Offer Share(s)”	all the issued Shares (other than those already beneficially owned or to be acquired by the Offeror and parties acting in concert with it)
“Offer Shareholder(s)”	holder(s) of Share(s), other than the Offeror and parties acting in concert with it
“Offeror”	CICFH Investment Management Company Limited, a company incorporated in the BVI with limited liabilities which is wholly and beneficially owned by Guotou Zhonglian and ultimately beneficially owned as to 99.8% by Mr. Xu Peng (徐鵬) and 0.2% by Mr. Huang Shandong (黃山東)

“Offers”	the Share Offer and the Convertible Bonds Offer (as the case may be)
“Optima Capital”	Optima Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the financial adviser to the Offeror in respect of the Offers
“Overseas Convertible Bondholder(s)”	Convertible Bondholder(s) whose address(es) as shown on the register of Convertible Bonds of the Company is/are outside Hong Kong
“Overseas Offer Shareholders”	Offer Shareholder(s) whose addresses as shown on the register of members of the Company is/are outside Hong Kong
“Previous Subscription Agreement”	a subscription agreement dated 19 June 2017 entered into by and among Cosmic Leader as issuer, Zhongtai Financial as investor and Zhongtai Capital as arranger in relation to the subscription of the CL Notes
“Sale Share(s)”	the 369,313,514 Shares transferred to the Offeror from Cosmic Leader under the Transfer
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company

“Share Offer”	the mandatory unconditional cash offer to be made by Optima Capital for and on behalf of the Offeror to acquire all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it
“Share Offer Price”	HK\$0.8936 per Offer Share
“Share Charge”	the share charge entered into between Zhongtai Financial as chargee and the Offeror as chargor dated 10 September 2018 whereby the Offeror shall charge the Sale Shares to Zhongtai Financial as security for the Notes
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	a subscription agreement dated 10 September 2018 entered into between the Offeror and Zhongtai Financial
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Transfer”	the transfer of the Sale Shares from Cosmic Leader to the Offeror effected by Zhongtai Financial by exercising its rights under the CL Finance Documents which took place on 11 September 2018
“Transfer Agreement”	the agreement dated 10 September 2018 entered into between the Offeror and Zhongtai Financial in respect of the Transfer
“Zhongtai Capital”	Zhongtai International Capital Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

“Zhongtai Financial”	Zhongtai Financial Investment Limited, a company incorporated in Hong Kong with limited liabilities
“Zhongtai Securities”	Zhongtai International Securities Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO
“%”	per cent.

For and on behalf of
**CICFH Investment Management
Company Limited**
Li Sha
Director

By order of the Board
**Starlight Culture Entertainment
Group Limited**
Luo Lei
*Executive Director and
Chief Executive Officer*

Hong Kong, 14 September 2018

As at the date of this joint announcement, the Board of the Company comprises five executive Directors, namely 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at upon due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Ms. Li Sha.

The sole director of the Offeror and Mr. Xu Peng accept full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Group, Cosmic Leader and parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at upon due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

** For identification purposes only*