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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)**

**ANNOUNCEMENT PURSUANT TO RULE 13.09 OF THE  
LISTING RULES, RULE 3.7 OF THE TAKEOVERS CODE  
AND INSIDE INFORMATION PROVISIONS UNDER  
THE SECURITIES AND FUTURES ORDINANCE AND  
RESUMPTION OF TRADING**

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules, Rule 3.7 of Takeovers Code and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

## **LETTER OF INTENT**

The Company was informed by ZFIL that on 18 August 2018, ZFIL entered into the Letter of Intent with the Potential Purchaser, which set out, among other things, the non-binding provisions in respect of the intention of the Potential Purchaser (as purchaser) to purchase, and ZFIL (as chargee of the Subject Shares) to exercise its rights under the Share Charge and other related documents to effect the transfer from Cosmic Leader to the Potential Purchaser of, the Subject Shares.

The Subject Shares represent approximately 54.8% of the entire issued share capital of the Company as at the date of this announcement. Accordingly, if the Transfer materializes, it will lead to a change in control of the Company and a mandatory general offer under the Takeovers Code for all the issued Shares (other than those already owned by or agreed to be acquired by the Potential Purchaser and parties acting in concert with it).

There is a binding provision under the Letter of Intent that on or before 20 August 2018, the Potential Purchaser shall deposit a sum of HK\$20,000,000 to ZFIL as earnest money which shall be applied upon completion of the Transfer towards the satisfaction of the consideration of the Transfer. In the event that completion of the Transfer does not take place on or before 7 September 2018, ZFIL shall refund HK\$20,000,000 (without interest) to the Potential Purchaser within 3 business days after 7 September 2018.

No formal and legally binding agreement has been entered into in respect of the Transfer as at the date of this announcement. The discussions are still in progress and the Transfer may or may not proceed.

Cosmic Leader holds 369,313,514 Shares as at the date of this announcement, representing approximately 54.8% of the issued Shares.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

## **PROFIT ALERT**

Shareholders and potential investors of the Company should be fully aware that a profit alert announcement dated 3 August 2018 was issued by the Company, and the Profit Alert constitutes a profit forecast under Rule 10 of the Takeovers Code and would need to be reported on by the Company's financial adviser and auditors or accountants in accordance with Rule 10 of the Takeovers Code.

The 2018 Interim Results Announcement is expected to be published on or before 31 August 2018. If the 2018 Interim Results Announcement is published prior to the next document to be sent to the shareholders of the Company, the Profit Alert will no longer need to be reported on. Otherwise the Profit Alert will be reported on in accordance with Rule 10 of the Takeovers Code and the relevant reports will be included in the next document to be sent to the shareholders of the Company.

### ***Warning:***

***Shareholders and potential investors of the Company should note that the Profit Alert has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on the Profit Alert in assessing the merits and demerits of the Transfer. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.***

## **DEALING DISCLOSURE**

In compliance with Rule 3.8 of the Takeovers Code, as at the date of this announcement, the Company has 673,564,799 total Shares in issue and 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. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

For the purpose of the Takeovers Code, the offer period commences on the date of this announcement, being 21 August 2018.

The associates of the Company (including persons having interests of 5% or more in the relevant securities of the Company) are hereby reminded to disclose their dealings in any relevant securities of the Company under Rule 22 of the Takeovers Code.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, 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 \$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.”*

*“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.*

### **Warning:**

***There is no assurance that any transaction mentioned in this announcement will materialize or eventually be consummated and the discussions may or may not lead to a general offer. Shareholders of the Company and public investors are urged to exercise extreme caution when dealing in the Shares and/or other securities of the Company.***

## RESUMPTION OF TRADING

Trading in the Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on Monday, 20 August 2018. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on Wednesday, 22 August 2018.

## DEFINITIONS

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

|                                     |   |
|-------------------------------------|---|
| “2018 Interim Results Announcement” | the interim results announcement of the Group for the 6 months ended 30 June 2018   |
| “Board”                             | the board of Directors  |
| “Company”                           | Starlight Culture Entertainment Group Limited (formerly known as Jimei International Entertainment Group Limited), a company incorporated in Bermuda with limited liability, and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1159)  |
| “Cosmic Leader”                     | Cosmic Leader Holdings Limited, a company incorporated in the Republic of Seychelles with limited liability, which is ultimately beneficially owned as to 80% by Mr. Yan Xu and 20% by Ms. Chen Hong, being the controlling Shareholder beneficially interested in approximately 54.8% of the issued share capital of the Company as at the date of this announcement |
| “Director(s)”                       | the director(s) of the Company  |
| “Letter of Intent”                  | a letter of intent dated 18 August 2018 entered into between ZFIL and the Potential Purchaser in respect of the Subject Shares  |

|                       |  |
|-----------------------|--|
| “Listing Rules”       | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Potential Purchaser” | a party independent from and not connected with the Company and its connected parties based on the available information and to the best knowledge and belief of the Directors |
| “Profit Alert”        | the profit alert contained in the profit alert announcement of the Company dated 3 August 2018   |
| “Share(s)”            | share(s) of the Company of HK\$0.10 each   |
| “Share Charge”        | a share charge over the Subject Shares dated 19 June 2017 executed by Cosmic Leader in favour of ZFIL  |
| “Stock Exchange”      | The Stock Exchange of Hong Kong Limited  |
| “Subject Shares”      | 369,313,514 Shares charged by Cosmic Leader in favour of ZFIL under the Share Charge   |
| “Takeovers Code”      | The Hong Kong Code on Takeovers and Mergers of Hong Kong   |

“Transfer” the possible transfer of the Subject Shares from Cosmic Leader to the Potential Purchaser by ZFIL exercising its rights under the Share Charge

“ZFIL” Zhongtai Financial Investment Limited, the chargee of the Subject Shares under the Share Charge

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

Hong Kong, 21 August 2018

*As at the date of this 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 announcement and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*