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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) ISSUE OF BONDS
WITH CONDITIONAL CONVERSION RIGHTS UNDER
GENERAL MANDATE
(2) DELAY IN PUBLICATION OF
ANNUAL RESULTS AND EXPECTED DELAY IN
DESPATCH OF ANNUAL REPORT
(3) CONTINUED SUSPENSION OF TRADING**

Financial Adviser to the Company


Optima Capital Limited

INTRODUCTION

Reference is made to the Prior Announcements in relation to, among other things, the trading suspension of the Shares on the Stock Exchange and the delay in publication of the 2018 Annual Results and the possible delay in despatch of the 2018 Annual Report.

As disclosed in the Prior Announcements, the maturity date of the 2015 Convertible Bonds in an aggregate outstanding principal amounted to HK\$305.0 million has been extended to 2 January 2019 and such outstanding principal together with the accrued interest were redeemed and settled by cash and by issuance of the Promissory Notes of approximately HK\$284.0 million to the holders of the 2015 Convertible Bonds. The aggregate outstanding principal amount and interest (bearing interest rates which range from 10% to 15% per annum) accrued under the Promissory Notes amounted to approximately HK\$273.9 million as at the date of this announcement and have not been fully repaid before its due dates in January and March 2019. The deferred settlement of the Promissory Notes indicates an uncertainty which may cast doubt on the Company's ability to continue as a going concern. Before the issue of the Bonds, the Company had yet to resolve the going concern issue with the auditor of the Company and to publish the 2018 Annual Results on or before 31 March 2019 pursuant to Rule 13.49(1) of the Listing Rules. As a result, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 28 March 2019, at the request of the Company. In order to resolve the going concern issue with the auditor of the Company, the Company has been seeking fund raising activities.

(1) ISSUE OF BONDS WITH CONDITIONAL CONVERSION RIGHTS UNDER GENERAL MANDATE

On 26 April 2019, the Company and each of the three Subscribers entered into the Subscription Agreements, pursuant to which each of the Subscribers has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue the Bonds. The aggregate principal amount of the Bonds is HK\$180.0 million.

As at the date of this announcement, the Company has an aggregate of 673,564,799 Shares in issue. Assuming (i) there is no other change in the existing shareholding of the Company; (ii) the conversion rights attaching to the Bonds become unconditional and irrevocable; and (iii) there is a full exercise of the rights of conversion attaching to the Bonds, based on the initial Conversion Price of HK\$2.50 per Conversion Share, a maximum of 72,000,000 Conversion Shares will be issued, representing (i) approximately 10.69% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 9.66% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares.

General Mandate

The Conversion Shares will be allotted and issued pursuant to the General Mandate. Accordingly, the issue of the Bonds and the allotment and issue of the Conversion Shares (upon full exercise of the rights of conversion attaching to the Bonds) are not subject to Shareholders' approval.

General

The Company will make an application to the Listing Committee for the listing of, and permission to deal in, the Conversion Shares on the Stock Exchange. No application will be made by the Company to the Listing Committee for listing of the Bonds on the Stock Exchange or any other stock exchange.

Shareholders and potential investors of the Company should note that the Completion is subject to the fulfillment of the conditions precedent set out in the Subscription Agreements. Each of the Subscriptions may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise caution when dealing in the Shares and other securities of the Company.

(2) DELAY IN PUBLICATION OF ANNUAL RESULTS AND EXPECTED DELAY IN DESPATCH OF ANNUAL REPORT

Pursuant to Rule 13.49(1) of the Listing Rules, the Company is required to publish the announcement for the 2018 Annual Results on a date not later than three months after the end of the financial year of the Company, i.e. on or before 31 March 2019.

Pursuant to Rule 13.46(2) of the Listing Rules, the Company is required to despatch the 2018 Annual Report to the Shareholders not later than four months after the end of the financial year of the Company, i.e. on or before 30 April 2019.

The Board announces there is a further delay in the publish of the 2018 Annual Results and an expected delay in the despatch of the 2018 Annual Report as additional time is required to finalise the 2018 Annual Results as a result of the deferred settlement of the Promissory Notes as mentioned above. As disclosed in the announcement of the Company dated 16 April 2019, the Board announces that a meeting of the Board will be held on 30 April 2019 for the purposes of, among other matters, considering and approving the 2018 Annual Results and its publication. The Company will endeavour to despatch the 2018 Annual Report to the Shareholders as soon as possible after the publication of the 2018 Annual Results.

(3) CONTINUED SUSPENSION OF TRADING

As a result of the delay in publication of the 2018 Annual Results and the requirements of Rule 13.50 of the Listing Rules, the Company has applied for the suspension of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 28 March 2019, pending the publication of the 2018 Annual Results. Trading in the Shares on the Stock Exchange will remain suspended until further notice.

Further announcement(s) in relation to, inter alia, any material developments in connection with the 2018 Annual Results will be made by the Company as and when appropriate.

INTRODUCTION

Reference is made to announcements of the Prior Announcements in relation to, among other things, the trading suspension of the Shares on the Stock Exchange and the delay in publication of the 2018 Annual Results and the possible delay in despatch of the 2018 Annual Report.

As disclosed in the Prior Announcements, the maturity date of the 2015 Convertible Bonds in an aggregate outstanding principal amounted to HK\$305.0 million has been extended to 2 January 2019 and such outstanding principal together with the accrued interest were redeemed and settled by cash and by issuance of the Promissory Notes of approximately HK\$284.0 million to the holders of the 2015 Convertible Bonds. The aggregate outstanding principal amount and interest (bearing interest rates which range from 10% to 15% per annum) accrued under the Promissory Notes amounted to approximately HK\$273.9 million as at the date of this announcement and have not been fully repaid before its due dates in January and March 2019. The deferred settlement of the Promissory Notes indicates an uncertainty which may cast doubt on the Company's ability to continue as a going concern. Before the issue of the Bonds, the Company had yet to resolve the going concern issue with the auditor of the Company and to publish the 2018 Annual Results on or before 31 March 2019, pursuant to Rule 13.49(1) of the Listing Rules. As a result, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 28 March 2019, at the request of the Company. In order to resolve the going concern issue with the auditor of the Company, the Company has been seeking fund raising activities.

(1) ISSUE OF BONDS WITH CONDITIONAL CONVERSION RIGHTS UNDER GENERAL MANDATE

On 26 April 2019, the Company and each of the three Subscribers entered into the Subscription Agreements, pursuant to which each of the Subscribers has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue the Bonds. The aggregate principal amount of the Bonds is HK\$180.0 million. Completion of the Subscriptions is subject to fulfillment of all conditions set out in the paragraph headed “Conditions precedent” below. Details of the terms of the Subscription Agreements and the Bonds are summarised below:

Date : 26 April 2019

Issuer : the Company

Subscribers : Subscriber A, Subscriber B and Subscriber C

Subject to fulfillment of the conditions precedent of the Subscription Agreements set out in the paragraph headed “Conditions precedent” below, Subscriber A, Subscriber B and Subscriber C shall subscribe for, and the Company shall issue the Bonds in the principal amount of HK\$75.0 million, HK\$55.0 million and HK\$50.0 million respectively pursuant to the respective Subscription Agreements. Save for the identity of the Subscribers and the amount of Bonds to be subscribed, the terms of the Subscription Agreements are identical.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, each of the Subscribers are Independent Third Parties and are not connected persons (as defined under the Listing Rules) of the Company.

Subject matter

The aggregate gross proceeds from the issue of the Bonds amounted to HK\$180.0 million and the net proceeds from the issue of the Bonds (after deducting all related expenses) are estimated to be approximately HK\$179.7 million. Based on the net proceeds from the issue of the Bonds and initial Conversion Price of HK\$2.50 per Conversion Share, the net subscription price per Conversion Share is estimated to be approximately HK\$2.496.

Conditions precedent

Completion of the Subscriptions is conditional upon:

- (i) the representations, warranties and undertakings of the Company contained in the Subscription Agreements remaining true, accurate and complete in all material respects and not misleading in any material respect; and
- (ii) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription Agreements and the transactions contemplated hereby having been obtained other than the CB Conditions Precedent.

In the event that the conditions precedent as set out above are not fulfilled on or before the Long Stop Date, the Subscription Agreements (save and except certain clauses therein) shall lapse and become null and void and the parties to the Subscription Agreements shall be released from all obligations thereunder (save and except certain clauses therein), save for, among others, any liability arising out of any antecedent breaches thereof.

None of the Subscription Agreements are inter-conditional on each other.

Completion

Completion shall take place on the date falling on or before the third Business Day (or such other date as may be agreed by the Company and the Subscribers in writing) after the conditions precedent of the Subscriptions are fulfilled and each party to the Subscription Agreements shall perform its respective obligations as set out in the Subscription Agreements.

Termination

Any Subscriber may, by notice to the Company given at any time prior to the Completion, terminate its Subscription Agreement in any of the following circumstances:

- (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Subscription; or
- (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of that Subscription Agreement) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of that Subscriber materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and makes it inexpedient or inadvisable to proceed with the Subscription; or
- (iii) any material breach of any of the representations, warranties or undertakings contained in the Subscription Agreement comes to that knowledge of that Subscriber.

Principal terms of the Bonds

The principal terms of the Bonds are summarised below:

Principal amount	:	HK\$180.0 million in aggregate of which
		(i) HK\$75.0 million to be subscribed by Subscriber A;
		(ii) HK\$55.0 million to be subscribed by Subscriber B; and
		(iii) HK\$50.0 million to be subscribed by Subscriber C.
Issue price	:	100% of the principal amount of the Bonds
Interest	:	The Bonds shall not bear any interest.
Maturity Date	:	The third anniversary of the date of issue of the Bonds
Maturity	:	On the Maturity Date, the Company shall pay to the Bondholders an amount which is equal to the aggregate of (i) the outstanding principal amount of such Bonds; and (ii) a premium equal to 8% per annum, compounded annually, on the outstanding principal amount of such Bonds accrued from the issue date up to (but excluding) the Maturity Date, calculated on the basis of a 360-day year consisting of 12 months of 30 days each, and in the case of an incomplete month, the actual number of days elapsed during that month.

- Conversion rights : The Bondholders shall, subject to and conditional upon the fulfillment of the CB Conditions Precedent set out below, have the right at any time during the conversion period to convert the whole or part of the outstanding principal amount of the Bonds registered in its name into Conversion Shares provided further that any conversion shall be made in amounts of not less than a whole multiple of HK\$5.0 million on each conversion save that if at any time the aggregate outstanding principal amount of the Bonds is less than HK\$5.0 million, the whole (but not part only) of the outstanding principal amount of the Bonds must be converted if such right is exercised.
- CB Conditions Precedent : The conversion rights and all terms and conditions relating to any conversion rights under the Subscription Agreements are subject to and conditional upon the fulfillment of the following conditions precedent:
- (i) the Listing Committee having granted approval for the listing of, and permission to deal in, the Conversion Shares;
 - (ii) if necessary, the Bermuda Monetary Authority granting the consent for the allotment and issue of the Conversion Shares upon conversion of the Bonds; and
 - (iii) if any, all other necessary consents and approvals required to be obtained on the part of the Company in respect of the conversion rights having been obtained.

In the event that any of the CB Conditions Precedent as set out above is not fulfilled on or before the CB Long Stop Date, all terms and conditions relating to the conversion rights under the Subscription Agreements shall automatically become null and void ab initio and be of no force or effect. In the event that all of the CB Conditions Precedent are satisfied on or before the CB Long Stop Date, the conversion rights attaching to the Bonds shall become unconditional and irrevocable, and any failure by the Company to produce evidence to the Subscribers under the terms of the Subscription Agreements shall not affect the conversion rights. Further announcement(s) in relation to the fulfillment of the CB Conditions precedent will be made by the Company as and when appropriate.

Conversion Price : The initial Conversion Price is HK\$2.50 per Conversion Share, which is subject to adjustment provisions as summarised in the sub-paragraph headed “Adjustments to the Conversion Price” below.

Trading in Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 28 March 2019. The initial Conversion Price represents:

- (i) a premium of approximately 48.81% over the closing price of HK\$1.68 per Share as quoted on the Stock Exchange on 27 March 2019, being the last trading day preceding the aforesaid trading suspension (the “**Last Trading Day**”);

- (ii) a premium of approximately 45.35% over the average closing price of approximately HK\$1.72 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days up to and including the Last Trading Day; and
- (iii) a premium of approximately 47.93% over the average closing price of approximately HK\$1.69 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days up to and including the Last Trading Day.

The initial Conversion Price was determined after arm's length negotiations between the Company and the Subscribers, taking into account of, among others, the current market sentiment, the historical trading performance of the Shares, the historical financial performance and the business prospects of the Group. The Directors consider that the Conversion Price and the terms and conditions of the Subscription Agreements and the Bonds are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Adjustments to the Conversion Price : The initial Conversion Price shall be, from time to time, subject to adjustment in accordance with the Subscription Agreements upon occurrence of, any of the following events:

- (i) consolidation or sub-division of Shares;
- (ii) capitalisation of profits or reserves;
- (iii) capital distribution;

- (iv) offer of new Shares for subscription by way of rights or grant of options or warrants to subscribe for new Shares, at a price which is less than 80% of the market price at the date of the announcement of such offer or grant per Share to Shareholders;
- (v) issue wholly for cash being made by the Company of securities convertible into or exchangeable for or carrying rights of subscription for new Shares, if in any case the total effective consideration per new Share receivable is less than 80% of the market price at the date of the announcement of the terms of issue of such securities, or the conversion, exchange or subscription rights of any such issue are altered so that the said total effective consideration receivable per Share initially is less than 80% of the market price at the date of the announcement of the proposal to modify such rights of conversion or exchange or subscription;
- (vi) issue of Shares being made by the Company wholly for cash at a price less than 80% of the market price per Share at the date of the announcement of the terms of such issue; and
- (vii) issue of Shares for the acquisition of asset at a total effective consideration per Share is less than 80% of the market price at the date of the announcement of the terms of such issue.

No adjustment will be made to the Conversion Price to the extent that it will cause the Company to allot and issue Shares in excess of the General Mandate.

- Conversion Shares : Based on the initial Conversion Price of HK\$2.50, a maximum number of 72,000,000 Conversion Shares may fall to be allotted and issued upon exercise of the conversion rights attaching to the Bonds in full, which represent:
- (i) approximately 10.69% of the existing issued share capital of the Company as at the date of this announcement; and
 - (ii) approximately 9.66% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares upon full exercise of the conversion rights attaching to the Bonds in full.
- Ranking of the Conversion Shares : The Conversion Shares will rank pari passu in all respects with the Shares in issue on the date of allotment and issue of the Conversion Shares.
- Conversion period : The Bondholders shall be entitled to exercise the conversion rights attaching to the Bonds during the period commencing from the date on which the conversion rights attaching to the Bonds become unconditional and irrevocable in accordance with the fulfillment of the CB Conditions Precedent up to 4:00 pm (Hong Kong time) immediately prior to and exclusive of the Maturity Date.

- Mandatory conversion : At any time starting from the issue date and prior to the Maturity Date (but excluding the Maturity Date), if the consecutive ten (10) Business Days (excluding any days on which the trading of the Shares is suspended) (“**Trading Days**”) immediately preceding the date of exercise of such right, the volume weighted average of the closing market price of the Shares as published on the Stock Exchange daily quoted sheets for such ten (10) Trading Days exceeded 150% of the Conversion Price in effect, and there is a minimum daily trading value of HK\$8.0 million for each of such ten (10) Trading Days, the Company shall have the right to demand the Bondholders to, by giving the Bondholders not less than five (5) days’ notice, to exercise in full their conversion rights attaching to the Bonds under the outstanding principal amount of the Bonds, at the Conversion Price in effect.
- Transferability : Unless the Bondholders transfer the Bonds to their wholly-owned subsidiaries or a holding company of the Bondholders which owns the entire issued share capital of the Bondholders (provided that the Bonds will be re-transferred to the Bondholders immediately upon the transferee ceasing to be a wholly-owned subsidiary of the Bondholders or a holding company of the Bondholders which owns the entire issued share capital of the Bondholders), the Bondholders may only assign or transfer the Bonds to the transferee (other than a connected person (as defined in the Listing Rules) of the Company who/which could not be a transferee) subject to ten (10) Business Days prior written notice to the Company and the written consent of the Company. The Bonds may be assigned or transferred in whole or in part (in whole multiples of HK\$5.0 million) of its outstanding principal amount and the Company shall facilitate any such assignment or transfer of the Bonds, including making any necessary applications to the Stock Exchange for the said approval (if required).

- Status of the Bonds : The Bonds constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank pari passu and without any preference among themselves. The payment obligations of the Company under the Bonds shall, save for such exceptions as may be provided by applicable legislation, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations.
- Voting rights : The Bondholders shall not be entitled to attend or vote at any meetings of the Company by reason only it being the Bondholders.
- Redemption : The Bonds may not be redeemed prior to the Maturity Date by the Bondholders whatsoever and any amount of the Bonds outstanding as at the Maturity Date shall be redeemed automatically on the Maturity Date at its then outstanding principal amount.

The Company may at any time before the Maturity Date by serving at least five (5) days' prior written notice to the Bondholders with the total amount proposed to be redeemed from the Bondholders specified therein, redeem the Bonds (in whole or in part) at par.

The amount payable on redemption in such case is an amount which is equal to the aggregate of (i) the principal amount of the Bonds to be redeemed; and (ii) a premium equal to 8% per annum, compounded annually, accrued from the issue date up to (but excluding) the date of redemption for such Bonds to be redeemed, calculated on the basis of a 360-day year consisting of 12 months of 30 days each, and in the case of an incomplete month, the actual number of days elapsed during that month.

Listing : No application has been or will be made for the listing of the Bonds on the Stock Exchange or any other stock exchange. An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares on the Stock Exchange.

Effect on shareholding structure of the Company

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the allotment and issue of the Conversion Shares upon full exercise of the rights of conversion attaching to the Bonds at the initial Conversion Price (assuming the conversion rights attaching to the Bonds become unconditional and irrevocable and there being no other changes in the issued share capital of the Company from the date of this announcement up to the Completion Date):

	At the date of this announcement		Immediately after the allotment and issue of the Conversion Shares upon full exercise of the rights of conversion attaching to the Bonds at the initial Conversion Price	
	Number of Shares	Approximate %	Number of Shares	Approximate %
CICFH Investment Management Company Limited (<i>Note 1</i>)	369,313,514	54.83	369,313,514	49.53
<i>Directors</i>				
Mr. Chau Chit (<i>Note 2</i>)	49,693,600	7.38	49,693,600	6.67
Mr. Hung Ching Fung (<i>Note 3</i>)	1,500,000	0.22	1,500,000	0.20
Ms. Chen Hong	200,400	0.03	200,400	0.03
Subscriber A	–	–	30,000,000	4.02
Subscriber B	–	–	22,000,000	2.95
Subscriber C	–	–	20,000,000	2.68
Other public Shareholders	252,857,285	37.54	252,857,285	33.92
Total	673,564,799	100.00	745,564,799	100.00

Notes:

1. CICFH Investment Management Company Limited is wholly owned by Guotou Zhonglian Investment Management (Beijing) Company Limited* (國投中聯投資管理(北京)有限公司), which is owned as to 99.8% by Mr. Xu Peng and 0.2% by Mr. Huang Shandong.
2. These Shares are held by Mega Start Limited, 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.

General Mandate

Under the General Mandate granted to the Directors pursuant to an ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on 29 June 2018, the Company is authorised to allot, issue and deal with new Shares (including the issue of any securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares) up to a maximum of 20% of the issued share capital of the Company as at the date of the aforesaid annual general meeting, which amounts to 134,712,959 new Shares. As disclosed in the announcement of the Company dated 30 November 2018, assuming full exercise of the rights of conversion attaching to the 2015 Convertible Bonds, conversion shares of 61,000,000 would be allotted and issued under the General Mandate. Accordingly, the Company is able to issue not more than 73,712,959 additional Shares under the General Mandate as at the date of this announcement. Upon exercise in full of the conversion rights attaching to the Bonds at the initial Conversion Price, the 72,000,000 Conversion Shares to be allotted and issued shall be under the General Mandate and therefore not subject to the Shareholders' approval.

Equity fund raising activities in the past 12-month period

The Company has not conducted any equity fund raising activities in the past 12 months immediately preceding the date of this announcement.

* For identification purpose only

Public float

The Company will monitor closely and will ensure that it maintains the minimum public float percentage as prescribed under the Listing Rules from time to time. The Company's public float will not fall below the minimum prescribed percentage under the Listing Rules upon exercise of the conversion rights attaching to the Bonds.

General

The Company will make an application to the Listing Committee for the listing of, and permission to deal in, the Conversion Shares on the Stock Exchange. No application will be made by the Company to the Listing Committee for listing of the Bonds on the Stock Exchange or any other stock exchange.

Shareholders and potential investors of the Company should note that the Completion is subject to the fulfillment of the conditions precedent set out in the Subscription Agreements. Each of the Subscriptions may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise caution when dealing in the Shares and other securities of the Company.

REASONS FOR THE ISSUE OF BONDS AND USE OF PROCEEDS

The Group is principally engaged in media and culture business, trading of chemical products, energy conservation and environmental protection products, and entertainment and gaming business.

As mentioned in the section headed "Introduction" above, the Promissory Notes, bearing interest rates which range from 10% to 15% per annum, have become due in January and March 2019. Taking account of the more favourable terms offered by the Bonds as compared to the terms of the Promissory Notes such as a significantly lower interest rate and a longer maturity, the Board is of the view that the issue of the Bonds to repay the Promissory Notes can improve the financial position and cash flow of the Group.

The outstanding principal and the interest accrued of the Promissory Notes overdue amounted to HK\$273.9 million as at the date of this announcement. On 28 April 2019, the Company and two holders of the Promissory Notes agreed to extend the maturity date of the respective Promissory Notes with outstanding principals and interests accrued in an aggregate amount of approximately HK\$37.6 million to the earlier of: (a) the date falling five (5) Business Days after the completion of a fundraising or financing transaction of the Company raising sufficient funds to repay these Promissory Notes; and (b) 28 April 2020. Save for the extension, all other terms and conditions of the respective Promissory Notes remain unchanged. As such, the outstanding principal and the interest accrued of the Promissory Notes overdue reduced to HK\$236.3 million.

The net proceeds from the issue of the Bonds (after deducting all related expenses) are estimated to be approximately HK\$179.7 million. The Board utilised the proceeds, together with other financial resources of the Group, to repay the Promissory Notes. Save as to the Promissory Notes with outstanding principals and interests accrued in an aggregate amount of approximately HK\$37.6 million, the due dates of which have been extended as described in the aforesaid paragraph, the balance of the Promissory Notes were fully settled.

As disclosed in the announcement of the Company dated 9 April 2019, the Company was informed by the Stock Exchange (i) to publish all outstanding financial results required under the Listing Rules and address any audit qualification; and (ii) to inform the market of all material information for Shareholders and investors to appraise its position so as to remedy the issues causing its trading suspension. The trading in the Shares will be allowed to resume after a full compliance of the Listing Rules to the Stock Exchange's satisfaction. Following the extension and repayment of the Promissory Notes, the Board expects there will be no other material information that shall raise the shareholders' and investors' concerns on the Company's financial position and the going concern issue and the related audit qualification shall be resolved accordingly.

The Board considers that the terms and conditions of the Subscription Agreements are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

(2) DELAY IN PUBLICATION OF ANNUAL RESULTS AND EXPECTED DELAY IN DESPATCH OF ANNUAL REPORT

Pursuant to Rule 13.49(1) of the Listing Rules, the Company is required to publish the announcement for the 2018 Annual Results on a date not later than three months after the end of the financial year of the Company, i.e. on or before 31 March 2019.

Pursuant to Rule 13.46(2) of the Listing Rules, the Company is required to despatch the 2018 Annual Report to the Shareholders not later than four months after the end of the financial year of the Company, i.e. on or before 30 April 2019.

The Board announces there is a further delay in the publish of the 2018 Annual Results and an expected delay in the despatch of the 2018 Annual Report as additional time is required to finalise the 2018 Annual Results as a result of the deferred settlement of the Promissory Notes as mentioned above. As disclosed in the announcement of the Company dated 16 April 2019, the Board announces that a meeting of the Board will be held on 30 April 2019 for the purposes of, among other matters, considering and approving the 2018 Annual Results and its publication. The Company will endeavour to despatch the 2018 Annual Report to the Shareholders as soon as possible after the publication of the 2018 Annual Results.

(3) CONTINUED SUSPENSION OF TRADING

As a result of the delay in publication of the 2018 Annual Results and the requirements of Rule 13.50 of the Listing Rules, the Company has applied for the suspension of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 28 March 2019, pending the publication of the 2018 Annual Results. Trading in the Shares on the Stock Exchange will remain suspended until further notice.

Further announcement(s) in relation to, inter alia, any material developments in connection with the status of repayment of the Promissory Notes and the 2018 Annual Results will be made as and when appropriate.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“2015 Convertible Bonds”	the convertible bonds in an aggregate principal amount of HK\$315.0 million issued by the Company on 2 December 2015
“2018 Annual Report”	the annual report of the Company for the year ended 31 December 2018 to be published by the Company
“2018 Annual Results”	the annual results of the Company for the year ended 31 December 2018 to be published by the Company
“Board”	the board of the Directors
“Bonds”	the unsecured redeemable bonds with conditional conversion rights in an aggregate principal amount of HK\$180.0 million to be issued by the Company to the Subscribers in accordance with the terms of the Subscription Agreements
“Bondholder(s)”	the holder(s) of the Bonds and in whose name such Bonds are for the time being registered in the register of bondholder(s) kept by the Company
“Business Day(s)”	any day (other than Saturday or Sunday) on which commercial banks are open for business in Hong Kong. If the day stated is a day which is not a Business Day, then such day shall be extended to the next Business Day
“CB Conditions Precedent”	the conditions precedent relating to the conversion rights as set out in the sub-paragraph headed “CB Conditions Precedent”

“CB Long Stop Date”	the date falling 90 days after the date of the Subscription Agreements, or such other later date as may be agreed between the Company and the Subscribers in writing
“Company”	Starlight Culture Entertainment Group Limited (formerly known as Jimei International Entertainment Group Limited), a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1159)
“Completion”	completion of the Subscriptions pursuant to the terms and conditions of the Subscription Agreements
“Completion Date”	any day falling on or before the third (3rd) Business Day (or such other date as may be agreed by the Company and the Subscribers in writing) after the conditions precedent of the Subscriptions are fulfilled
“connected person(s)”	has the meaning ascribed to this term under the Listing Rules
“Conversion Price”	HK\$2.50, being the initial conversion price per Conversion Share (subject to adjustments)
“Conversion Share(s)”	the Share(s) which may fall to be allotted and issued upon exercise of the conversion rights attaching to the Bonds
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 29 June 2018 to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the total number of issued share capital of the Company
“Group”	the Company together with its subsidiary(ies)

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	a person(s) or company(ies) and their respective ultimate beneficial owner(s) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is not a connected person of the Company or an associate of such connected person
“Listing Committee”	has the same meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	15 June 2019 (or such other later date as may be agreed between the Company and the Subscribers in writing)
“Maturity Date”	the third anniversary of the date of issue of the Bonds
“PRC”	The People’s Republic of China
“Prior Announcements”	announcements of the Company dated 30 November 2018, 28 March 2019, 3 April 2019 and 9 April 2019
“Promissory Notes”	the promissory notes issued by the Company to the holders of the 2015 Convertible Bonds, which are in the outstanding principal amount and accrued interest of approximately HK\$273.9 million as at the date of this announcement
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subscribers”	collectively, Subscriber A, Subscriber B and Subscriber C
“Subscriber A”	Ms. Zhou Yi, an individual subscriber of the Bonds who is an Independent Third Party
“Subscriber B”	Ms. Yang Qin, an individual subscriber of the Bonds who is an Independent Third Party
“Subscriber C”	Mr. Yu Mingyang, an individual subscriber of the Bonds who is an Independent Third Party
“Subscription(s)”	the subscription(s) of the Bonds by the Subscriber(s) pursuant to the terms and conditions of the Subscription Agreements
“Subscription Agreements”	three conditional subscription agreements each dated 26 April 2019 entered into between the Company and each of Subscriber A, Subscriber B and Subscriber C, respectively, in relation to the Subscriptions
“%”	per cent.

By Order of the Board
Starlight Culture Entertainment Group Limited
Mr. Gao Qun
Chairman

Hong Kong, 28 April 2019

As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Gao Qun, 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.