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**STARLIGHT CULTURE
ENTERTAINMENT**

STARLIGHT CULTURE ENTERTAINMENT GROUP LIMITED

星光文化娛樂集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1159)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Starlight Culture Entertainment Group Limited (the “**Company**”) will be held at Room 01, 12/F, 1111 King’s Road, Taikoo Shing, Hong Kong at 11:00 a.m. on Friday, 19 July 2024 for the purpose of considering and, if thought fit, passing the following resolution which will be proposed with or without amendments, as resolution of the Company:

SPECIAL RESOLUTION

“**THAT**, subject to and conditional upon (i) the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below); and (ii) compliance with relevant procedures and requirements under the Companies Act 1981 of Bermuda and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) to effect the Capital Reorganisation (as defined below); (iii) the compliance with the relevant procedures and requirements under the bye-laws of the Company (the “**Bye-laws**”) and the Listing Rules to effect the Capital Reorganisation; (iv) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation with effect from the second business day immediately after the date on which this resolution is passed by the shareholders of the Company (the “**Shareholders**”) or the above conditions are fulfilled (whichever is later):

- (a) every ten (10) issued existing shares in the issued share capital of the Company of par value of HK\$0.10 each be consolidated into one (1) consolidated share (the “**Consolidated Share(s)**”) of par value of HK\$1.00 (the “**Share Consolidation**”);
- (b) immediately following the Share Consolidation becoming effective, the Capital Reduction involving a reduction of the par value of each issued Consolidated Share from HK\$1.00 to HK\$0.10 by (i) eliminating any fraction of a Consolidated Share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of the Consolidated Shares to a whole number; and (ii) cancelling the paid-up share capital to the extent of HK\$0.90 per issued Consolidated (a) Share by way of a reduction of capital, the Company’s existing issued share capital of HK\$98,556,479.90 will be reduced by HK\$88,700,832.00 to HK\$9,855,647.90, and all the Shares in issue will be new shares (the “**New Shares**”) with par value of HK\$0.10 each (the “**Capital Reduction**”, together with the Share Consolidation are referred to as the “**Capital Reorganisation**”);
- (c) the New Shares shall rank pari passu in all respects with each other and have such rights and be subject to such restrictions as set out in the memorandum of association and bye-laws of the Company (the “**Bye-laws**”);
- (d) all fractional New Shares shall be disregarded and not be issued to the Shareholders and any fractions of the New Shares be aggregated and, if possible, sold by an agent appointed by the Company for that purpose and the net proceeds retained for the benefits of the Company;
- (e) the directors of the Company (the “**Director(s)**”) be and are hereby authorised to credit the amount arising from the Capital Reduction to the contributed surplus account of the Company within the meaning of the Companies Act and the Directors may use such amount for such purposes as may be permitted by the applicable laws and the Bye-laws as the Directors consider appropriate; and

- (f) any two Directors or any one Director and the company secretary of the Company (the “**Company Secretary**”) be and is or are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under the common seal of the Company where applicable, and take any and all steps, and to do and/or procure to be done any and all acts and things as he or she or they may consider necessary, desirable or expedient to give effect to the Capital Reorganisation.”

By order of the Board
Starlight Culture Entertainment Group Limited
Tang Liang
Co-Chairman

Hong Kong, 3 July 2024

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in

Hong Kong:
Room 01, 12/F
1111 King’s Road
Taikoo Shing, Hong Kong

Notes:

1. A form of proxy for use at the Meeting is enclosed herewith.
2. Any Shareholder entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his/her proxy to attend and vote instead of him or her. A Shareholder who is the holder of two or more shares of the Company (the “**Share(s)**”) may appoint more than one proxy to represent him or her and on his or her behalf at the Meeting. A proxy need not be a Shareholder. In addition, a proxy or proxies representing either a Shareholder who is an individual or a Shareholder which is a corporation shall be entitled to exercise the same power on behalf of the Shareholder which he or she or they represent(s) as such Shareholder could exercise.
3. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he or she was solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company (the “**Register of Members**”) in respect of such Share shall alone be entitled to vote in respect thereof.

4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer, attorney or other person duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than forty-eight (48) hours before the time for holding the Meeting or any adjourned meeting thereof (as the case may be) at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
6. For determining the entitlement to attend and vote at the Meeting, the Register of Members will be closed from Friday, 12 July 2024 to Friday, 19 July 2024 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the Meeting, all transfers forms of the Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 11 July 2024, for registration.
7. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
8. All resolutions set out in this notice will be taken by poll at the Meeting.

As at the date of this notice, the Board comprises Mr. Tang Liang, Mr. Jing Xufeng, Mr. Luo Lei, Mr. Sang Kangqiao, Ms. Wu Xiaoli and Mr. Hu Fanghui as executive Directors, and Mr. Wu Hongliang, Mr. Niu Zhongjie, and Mr. Xu Zhihao as independent non-executive Directors.

In case of any inconsistency, the English version of this notice shall prevail over the Chinese version.