

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



**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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 15 SEPTEMBER 2023;
(2) ADOPTION OF THE AMENDED AND
RESTATED BYE-LAWS;
(3) RETIREMENT OF DIRECTOR;
AND
(4) THE APPOINTMENT OF CO-CHAIRMAN,
THE APPOINTMENT OF EXECUTIVE DIRECTOR
AND INDEPENDENT NON-EXECUTIVE DIRECTORS,
AND CHANGE OF COMPOSITION OF COMMITTEES
OF THE BOARD**

Reference is made to the circular (“**AGM Circular**”) and the notice (“**AGM Notice**”) of the annual general meeting (the “**AGM**”) of Starlight Culture Entertainment Group Limited (the “**Company**”) dated 15 August 2023 and the announcement (the “**Announcement**”) of the Company dated 13 September 2023. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the AGM Notice and AGM Circular.

(1) POLL RESULTS OF THE AGM

The Board announces that at the AGM held on Friday, 15 September 2023, all the resolutions as set out in the AGM Notice except for ordinary resolution numbered 2C which was no longer applicable and had not been put forward for consideration and approval by Shareholders were duly passed by the Shareholders by way of poll.

The poll results in respect of the resolutions at the AGM were as follows:

Ordinary Resolutions		Number of votes (%)		Total no. of votes cast
		For	Against	
1.	to receive and consider the audited consolidated financial statements and the reports of the Directors and auditor of the Company for the year ended 31 December 2022.	286,220,184 (100%)	0 (0%)	286,220,184 (100%)
2A.	to re-elect Mr. Tang Liang as an executive director of the Company.	286,220,184 (100%)	0 (0%)	286,220,184 (100%)
2B.	to re-elect Mr. Jing Xufeng as an executive director of the Company.	286,220,184 (100%)	0 (0%)	286,220,184 (100%)
2C.	Not applicable (<i>Note</i>)	Not applicable (<i>Note</i>)	Not applicable (<i>Note</i>)	Not applicable (<i>Note</i>)
2D.	to re-elect Mr. Wu Hongliang as an independent non-executive director of the Company.	286,220,184 (100%)	0 (0%)	286,220,184 (100%)
2E.	to authorise the board of Directors of the Company to fix the remunerations of the directors of the Company.	286,220,184 (100%)	0 (0%)	286,220,184 (100%)
3.	to re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company and authorise the board of directors of the Company to fix its remuneration.	286,220,184 (100%)	0 (0%)	286,220,184 (100%)
4A.	to grant a general mandate to the directors of the Company to allot, issue and deal with the shares.	286,220,184 (100%)	0 (0%)	286,220,184 (100%)

Ordinary Resolutions		Number of votes (%)		Total no. of votes cast
		For	Against	
4B.	to grant a general mandate to the directors of the Company to repurchase the Company's own shares.	286,220,184 (100%)	0 (0%)	286,220,184 (100%)
4C.	to include the nominal amount of the shares repurchased by the Company to the mandate granted to the directors of the Company under resolution no. 4A.	286,220,184 (100%)	0 (0%)	286,220,184 (100%)
Special Resolution		Number of votes (%)		Total no. of votes cast
		For	Against	
5.	To approve the amendments to the bye-laws of the Company and to approve and adopt the amended and restated bye-laws of the Company.	286,220,184 (100%)	0 (0%)	286,220,184 (100%)

Note: As explained in the Announcement, the resolution numbered 2C was withdrawn and was not put forward for Shareholder's approval at the AGM.

For details of the aforesaid resolutions, Shareholders may refer to the AGM Circular and AGM Notice.

There are 823,564,799 shares (the "**Shares**") of HK\$0.1 each in the share capital of the Company in issue, representing the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM. No Shareholder was entitled to attend and abstain from voting in favour of any resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and no Shareholder was required under the Listing Rules to abstain from voting on the resolutions put forward at the AGM. No Shareholder had stated his intention in the AGM Circular to vote against the resolutions or to abstain from voting on the resolutions at the AGM.

The AGM was chaired by Mr. TANG Liang, the chairman and executive Director. Except for the Directors, namely Mr. CHAU Chit, Mr. LUO Lei, Mr. WONG Wai Kwan, Mr. Michael NGAI Ming Tak and Mr. WU Hongliang who did not attend the AGM due to their other business engagements, all the other Directors, namely Mr. TANG Liang, Mr. JING Xufeng, Mr. SANG Kangqiao and Ms. WU Xiaolai have attended the AGM either in person or by electronic means.

Tricor Secretaries Limited, the Company's Hong Kong branch share registrar, acted as the scrutineer for the vote-takings at the AGM.

As more than 50% of the votes were cast in favour of the resolutions numbered 1 to 4C, these resolutions were duly passed as ordinary resolutions of the Company at the AGM. As more than 75% of the votes were casted in favour of the resolution numbered 5, the resolution numbered 5 was duly passed as a special resolution of the Company.

(2) ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS

As the resolution numbered 5 at the AGM was passed as a special resolution of the Company, the Amended and Restated Bye-Laws has been adopted with effect from the conclusion of the AGM. Full text of the Amended and Restated Bye-Laws is available on the websites of the Stock Exchange and the Company.

(3) RETIREMENT OF DIRECTOR

In accordance with bye-laws of the Company, Mr. CHAU Chit (“**Mr. CHAU**”) retired from office of Director by rotation at the AGM due to his other business engagements and did not offer himself for re-election. Mr. CHAU also ceased to be a member of the executive committee of the board of directors of the Company. Mr. CHAU has confirmed that he has no disagreement with the Board and that there is no other matter in respect of his retirement that needs to be brought to the attention of the Shareholders. The Board extends its appreciation to Mr. CHAU for his past contribution to the Company during his tenure of office. For details, please refer to the Announcement.

(4) THE APPOINTMENT OF CO-CHAIRMAN, THE APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTORS, AND CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD

Reference is made to the supplemental announcement of the Company dated 28 March 2023 in relation to the appointment of co-chairman of the Company. As the resolution numbered 5 at the AGM was passed as a special resolution of the Company in the AGM, the Amended and Restated Bye-Laws has been adopted and Mr. JING Xufeng (“**Mr. JING**”)’s appointment as a co-chairman of the Board becomes effective.

Reference is also made to the announcement of the Company dated 5 September 2023 in relation to the appointment of executive Director and independent non-executive Directors and change of composition of committees of the Board upon conclusion of the AGM. Upon the conclusion of the AGM held on 15 September 2023, the appointment of Mr. HU Fanghui (“**Mr. HU**”) as an executive Director and the appointment of each of Mr. NIU Zhongjie (“**Mr. NIU**”) and Mr. XU Zhihao (“**Mr. XU**”) as an independent non-executive Director, a member of the audit committee, the nomination committee and the remuneration committee of the Company become effective. For their biographical details, please refer to the announcement of the Company dated 5 September 2023.

The Board would like to express its warm welcome to Mr. JING, Mr. HU, Mr. NIU and Mr. XU for their appointments.

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

Hong Kong, 15 September 2023

As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Tang Liang, Mr. Jing Xufeng, Mr. Luo Lei, Mr. Sang Kangqiao, Ms. Wu Xiaoli and Mr. Hu Fanghui; and five independent non-executive Directors, namely Mr. Wong Wai Kwan, Mr. Michael Ngai Ming Tak, Mr. Wu Hongliang, Mr. Niu Zhongjie and Mr. Xu Zhihao.