

13 March 2019

Photonstar LED Group PLC

("Photonstar" or the "Company")

Posting of Circular and Notice of General Meeting

Further to its announcements of 30 January and 6 March 2019 Photonstar LED Group plc (AIM: PSL) confirms that it has posted, or otherwise made available, a circular to shareholders (containing a notice convening a General Meeting) in connection with the proposed close down of the Company's operating business (the "Circular").

The General Meeting of Photonstar LED Group Plc (the "Company") will be held at Peterhouse Capital Limited, 3rd Floor, New Liverpool House, 15 Eldon Street, London, EC2M 7LA, at 12:00 midday on 5th April 2019 for the purpose of considering and, if thought fit, passing the following resolutions of the Company

as set out below:

ORDINARY RESOLUTIONS

By order of the Board of Directors

1. THAT the directors of the Company be generally and unconditionally authorised, under and in accordance with section 551 of the Companies Act 2006 ('the Act') to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ('relevant securities') up to an aggregate amount of 5,332,221,134 shares, provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of 5th April 2020 or the conclusion of the Company's Annual General Meeting in 2020, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities under such offer or agreement as if the authority conferred by this resolution had not expired and provided further that this authority shall be in substitution for, and to the exclusion of, any existing authority conferred upon the directors.
2. THAT the orderly wind down by the Company of its operating business be approved with the result that the Company shall become an AIM Rule 15 cash shell.

SPECIAL RESOLUTIONS

3. THAT the name of the Company be changed to Bould Opportunities plc.
4. THAT, subject to and conditional upon the passing of Resolution one above, the directors of the Company be empowered under section 570 of the Companies Act 2006 ('the Act') to allot equity securities (within the meaning of section 560 of the Act) for cash and/or to sell or transfer shares held by the Company in treasury (as the directors shall deem appropriate) under the authority conferred on them under

section 551 of the Act by Resolution 2 above as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with any rights issue or other pro-rata offer in favour of the holders of ordinary shares in the Company where the equity securities respectively attributable to the interests of all such holders of shares are proportionate (as nearly as may be) to the respective numbers of shares held by them, provided that the directors of the Company may make such arrangements in respect of overseas holders of shares and/or to deal with fractional entitlements as they consider necessary or convenient; and
- (b) the allotment (otherwise than under sub-paragraph (i) above) of equity securities and/or the sale or transfer of shares held by the Company in treasury (as the directors shall deem appropriate) up to an aggregate amount of 5,332,221,134 shares

and this authority shall expire on the earlier of 5th April 2020 or the conclusion of the Company's Annual General Meeting in 2020 provided that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities under such offers or agreements as if the power conferred by this resolution had not expired and provided further that this authority shall be in substitution for, and to the exclusion of, any existing authority conferred on the directors.

A copy of the Circular for use in connection with the General Meeting will be made available on the Company's website shortly.

<http://www.photonstarled.com>

The key dates are expected to be as follows:

EXPECTED TIMETABLE OF EVENTS

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| Publication and posting to Shareholders of this document | 13 March 2019 |
| Latest time & date for receipt of Forms of | 12.00 midday on 3 April 2019 |
| Proxy for the General Meeting | |
| Date and time of General Meeting | 12.00 midday on 5 April 2019 |

Notes:

1. References to times in this document are to London time (unless otherwise stated).
2. The dates set out in the timetable above may be subject to change.

If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to a regulatory information service

Enquiries:

PhotonStar LED Group Plc (www.photonstarled.com)

+44 (0)20 3198 2554

Martin Lampshire, Non-executive Director

Allenby Capital Limited (Nominated adviser)

+44 (0)20 3328 5656

John Depasquale / Nick Naylor

Peterhouse Capital Limited (Broker)

+44 (0)20 7469 0930

Lucy Williams / Duncan Vasey

APPENDIX

The following information is extracted without material adjustment from the Circular being sent to Shareholders. Capitalised terms used in the summary below are defined at the end of this announcement.

1. Introduction

The General Meeting is being convened for the purpose of asking Shareholders to consider and, if thought fit, to pass the Resolutions. The Notice can be found in Part II of this document.

Full details of the Resolutions are provided within this document, being the orderly wind down of the Company's existing operations to become an AIM Rule 15 cash shell, a change of the Company's name, authority to allot shares and dis-application of pre-emption rights.

2. Background to the Proposals

As announced on 31 January 2019 the Company currently has one trading subsidiary, PhotonStar Technology Ltd ("PhotonStar Technology") which is focused on retrofitting existing buildings with lighting, environmental monitoring and cloud-based building management services.

The Board has reviewed PhotonStar Technology's current trading and believe it is appropriate for this subsidiary to cease trading and for the business to be closed down.

For the year ended 31 December 2017 Photonstar Technology had revenue of £297,000. Loss before tax of £1,562,000 and gross assets of £953,000.

Should the Proposals be voted down, the Directors will be forced to consider the viability of the Company's future.

3. New strategy

The Company's proposed strategy, following the closing down of PhotonStar Technology, will be to acquire a substantial business that is seeking an AIM quoted platform. The Directors will be agnostic in relation to sector but will focus on an acquisition that can create significant value for shareholders in the form of capital growth and/or dividends. The Company has already met with a number of promising potential acquisition targets and whilst no guarantee can ever be made to the execution of a successful reverse takeover, it is the Board's intent to identify and execute a reverse takeover in prudent haste.

Following Completion, the Company will be classified as an AIM Rule 15 cash shell and as such will be required to make an acquisition or acquisitions which constitutes a reverse takeover under AIM Rule 14 (including seeking re-admission as an investing company (as defined under the AIM Rules)) on or before the date falling six months from completion of the Disposal or be re-admitted to trading on AIM as an investing company under the AIM Rules (which requires the raising of at least £6 million of new equity funding) failing which, the Company's New Ordinary Shares would then be suspended from trading on AIM pursuant to AIM Rule 40. Admission to trading on AIM of the Company's shares would be cancelled six months from the date of suspension should the reason for the suspension not have been rectified.

4. Current trading

The Company has received some expressions of interest in purchasing PhotonStar Technology Limited's brand and associated intellectual property, but these are of complicated structure and for a minimal amount. It is the Board's estimation that, whilst there may be some value in PhotonStar Technology Limited's offering, given the businesses' ongoing cash consumptive status and the lengthy client decision making processes that the Company has encountered between initial trial and commercial order, it would take a larger amount of investment to deliver a turnaround than is currently feasible to raise at the Company's current size. Consequently, the Board believes an orderly closing down of PhotonStar Technology Limited's business and an attempt to source a reverse takeover as a Rule 15 Cash Shell is in the best interests of shareholders.

The Board has undertaken a cost cutting strategy in anticipation of an orderly wind down. Current operational costs have been reduced to a modest amount. The Company's current cash position is £215,000 following the placing announced on 6 March 2019.

5. Change of name

To reflect this new strategy, the Company proposes to change its name to Bould Opportunities plc. Subject to the passing of the resolution to change the Company's name, the Company's corporate website address will be changed and Shareholders will be informed of the new website and TIDM in due course.

6. Broker warrants

Additionally, conditional on the Proposals being approved by Shareholders at the General Meeting, the Company has agreed to issue Peterhouse warrants to subscribe for new Ordinary Shares equal to 3 per cent. of the Enlarged Share Capital of the Company from time to time, exercisable at £0.0001 for up to 3 years. This issue of warrants is in consideration of fees owed relating to advisory and fund-raising services rendered to the Company during the last quarter of 2018 and the first quarter of 2019 and which have been largely not paid for in an effort to conserve the cash available to the Company.

7. Increase in authorised share capital

Reflective of the matters set out above, the directors believe that more flexibility to issue shares would be beneficial. The Directors are therefore seeking authority to allot Ordinary Shares for cash free of pre-emption rights, such authorities being limited to the allotment of 5,332,221,134 Ordinary Shares (being 100 per cent. of the Company's current issued share capital).

8. Dis-application of pre-emption rights and authority to allot shares

In order to enable the Company to implement its intended strategy with minimal limitations, it is necessary for the Directors to seek authority from Shareholders at the General Meeting pursuant to the Companies Act to, *inter alia*, issue the Subscription Shares and to issue further shares for cash. The Directors may seek

further funding for the Company following the General Meeting, subject to any necessary resolutions being approved by Shareholders.

Full details of the authorities the Directors are seeking at the General Meeting are set out in the attached notice of General Meeting.

9. Action to be taken

The Form of Proxy for use in connection with the General Meeting is enclosed with this document. Whether or not you intend to be present at the General Meeting and/or adjourned AGM, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon to the Company's Registrars, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham BR3 4ZF, as soon as possible and, in any event, not later than 12.00 midday on 3 April 2019, being 48 hours before the time of the General Meeting. The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person should you subsequently wish to do so.

10. Recommendation

The Directors consider that the Proposals are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the GM.

The Board intend to vote in favour of the Resolutions. This represents a total 73,659,661 Ordinary Shares, equivalent to 1.38 per cent. of the issued Ordinary Shares.

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

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| "Act" | the Companies Act 2006; |
| "AGM Form of Proxy" | the form of proxy for use by the Shareholders in connection with the AGM which accompanies this document; |
| "AGM Notice" | the notice of the AGM, which is set out at Part II of this document; |
| "AIM" | AIM, a market operated by the London Stock Exchange; |
| "AIM Rules" | together, the rules published by the London Stock Exchange governing the admission to, and the operation of, AIM, consisting of the AIM Rules for Companies (including the guidance notes thereto) and the AIM Rules for Nominated Advisers, as published by the London Stock Exchange from time-to-time; |
| "Articles" | the articles of association of the Company for the time being; |

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| "Board" | the collective body of the Directors of the Company from time to time; |
| "Circular" or "this document" | this document, including the Notice in Part II and the Form of Proxy; |
| "Company" or "Photonstar" | Photonstar LED Group PLC, incorporated and registered in England & Wales under the Companies Act 1985, registered number 06133765 and having its registered office at 3rd Floor, New Liverpool House, 15 Eldon Street, London, EC2M 7LA, United Kingdom; |
| "CREST" | the relevant system for paperless settlement of share transfers and the holding of shares in uncertificated form, which is administered by Euroclear UK & Ireland Limited; |
| "Directors" | the directors of the Company as at the date of this document whose names are set out on in Part II of this document; |
| "Form of Proxy" | the form of proxy for use by the Shareholders in connection with the General Meeting which accompanies this document; |
| "General Meeting" or "GM" | the General Meeting of the Ordinary Shareholders of the Company to be held at 12.00 midday on 5 April 2019 at Peterhouse Capital Limited, 3rd Floor, New Liverpool House, 15 Eldon Street, London, EC2M 7LA, United Kingdom; |
| "Group" | the Company together with its subsidiaries, both directly and indirectly owned; |
| "London Stock Exchange" | London Stock Exchange plc; |
| "Memorandum" | the memorandum of association of the Company for the time being; |
| "Notice" | the notice of the General Meeting, which is set out at Part II of this document; |
| "Ordinary Shares" | ordinary shares of £0.0001 each in the capital of the Company; |
| "Proposals" | the closing down of the Company's existing business, the Company becoming an AIM Rule 15 cash shell and a change in the Company's name; |
| "Registrars" | Link Asset Services; |
| "Resolutions" | the resolutions to approve the Proposals, which are set out in the Notice in Part II of this document; |
| "Shareholder(s)" | holder(s) of the Ordinary Shares; |

"United Kingdom" or "UK" the United Kingdom of Great Britain and Northern Ireland; and

"Uncertificated" or recorded on the register of Ordinary Shares as being held in

"in Uncertificated Form" uncertificated form in CREST, entitlement to which by virtue of the CREST Regulations, may be transferred by means of CREST.

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