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Starrise Media Holdings Limited

星宏傳媒控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1616)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the “**Meeting**”) of Starrise Media Holdings Limited (the “**Company**”) will be held at Building A10, 50 Anjialou, Chaoyang District, Beijing, the People’s Republic of China on Monday, 8 April 2019 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“**THAT:**

- (a) the amendment agreement dated 28 February 2019 (the “**Extension Agreement**”) entered into between the Company and Dragon Capital Entertainment Fund One LP (the “**Original Bondholder**”) in relation to the extension of the maturity date of the existing unlisted bonds in aggregate principal amount of HK\$180,000,000 (the “**Remaining Bonds**”) previously issued on 28 February 2017 by the Company to the Original Bondholder by one additional year, and the transactions contemplated under the Extension Agreement and the Remaining Bonds as modified by the Extension Agreement (collectively, the “**New Arrangements**”), be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company be and are hereby granted a specific mandate to exercise powers of the Company to issue and allot such number of shares of the Company as may be required to be issued and allotted upon exercise of the conversion rights attached to the Remaining Bonds at the conversion price of the Remaining Bonds (subject to adjustments in accordance with the terms of the Remaining Bonds) (including, for the avoidance of doubt, such additional number of shares of the Company that may be required to be issued and allotted upon the exercise of the conversion rights attached to the Remaining Bonds following adjustments to the conversion price of the Remaining Bonds) under the New Arrangements; and

- (c) any one or more directors of the Company be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary, desirable or expedient in connection with (1) the performance of the rights and/or obligations under the Extension Agreement and in accordance with the terms of the Remaining Bonds under the New Arrangements, and (2) the issue and allotment of the shares of the Company upon exercise of the conversion rights attached to the Remaining Bonds at the conversion price of the Remaining Bonds (subject to adjustments in accordance with the terms of the Remaining Bonds) under the New Arrangements.”

By Order of the Board
Starrise Media Holdings Limited
Liu Dong
Chairman

Shangdong, the PRC, 20 March 2019

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before (i.e. 2:00 p.m. on Saturday, 6 April 2019) the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoke.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
6. The register of members of the Company will be closed from Tuesday 2 April 2019 to Monday, 8 April 2019, both days inclusive, during which period no share transfers can be registered. In order to be eligible for attending and voting at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 1 April 2019.

As at the date of this notice, the Board comprises eight Directors, namely Mr. LIU Dong, Mr. LIU Zongjun, Ms. CHEN Chen, Mr. HE Han and Mr. TAN Bin as executive Directors; and Mr. LAM Kai Yeung, Ms. LIU Chen Hong and Mr. WANG Liangliang as independent non-executive Directors.