星宏传媒
STARRISE
MEDIA

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)

PARTIAL TRANSFER OF BONDS

Reference is made to:

(a) the circular of Starrise Media Holdings Limited (the "**Company**") dated 17 January 2017 (the "**Initial Circular**");

(b) the announcements of the Company dated 22 December 2016, 30 December 2016 and 28 February 2017 (the "**Initial Announcements**"), in relation to the issuance of the convertible bonds in the aggregate principal amount of HK$300,000,000 (the "**Bonds**") to Dragon Capital Entertainment Fund One LP (the "**Original Bondholder**");

(c) the announcements (the "**Price Adjustment Announcements**") of the Company dated 17 January 2018 and 5 February 2018 in relation to, among other things, the adjustments in the conversion price of the Bonds to HK$0.74 per Conversion Share (the "**Adjusted Conversion Price**");

(d) two announcements of the Company dated 25 February 2019 and the announcement (together with the Initial Announcements and the Price Adjustment Announcements, as the "**Announcements**") dated 28 February 2019, in relation to, among other things, the transfer of the convertible bonds in the aggregated principal amount of HK$120,000,000 (the "**BeiTai Transferred Bonds**") from the Original Bondholder to BeiTai Investment LP ("**BeiTai Investment**"), the conversion of the BeiTai Transferred Bonds and the extension of the maturity date of the remaining bonds in the aggregated principal amount of HK$180,000,000 held by the Original Bondholder; and

(e) the circular of the Company dated 20 March 2019 (the "**Extension Circular**", together with the Initial Circular, as the "**Circulars**") in relation to, among other things, the extension of the maturity date of the Bonds under specific mandate.

Capitalised terms used herein shall have the same meanings as those defined in the Circulars and the Announcements unless stated otherwise.

The Company received a transfer notice from the Original Bondholder in relation to the transfer (the "**Skyland Circle Bonds Transfer**") of the Bonds in aggregate principal amount of HK$60,000,000, which were convertible into 81,081,081 Conversion Shares at the Adjusted Conversion Price of HK$0.74 per Conversion Share, to Skyland Circle Technology Limited ("**Skyland Circle**").

To the best of the Directors' knowledge and belief based on the information available, as at the date of this announcement:

(a) Skyland Circle is a company incorporated and existing under the laws of Hong Kong with limited liability; and

(b) each of Skyland Circle and its ultimate beneficial owner(s) is a third party independent of the Company, the Original Bondholder, BeiTai Investment and their respective connected persons (as defined under the Listing Rules).

The Company has, on 30 October 2019, provided its consent to the Original Bondholder for the Skyland Circle Bonds Transfer pursuant to the conditions of the Bonds and the completion of the Skyland Circle Bonds Transfer is expected to take place on or around 31 October 2019.

Immediately after the completion of the Skyland Circle Bonds Transfer, Skyland Circle will become the registered holder of the Bonds in aggregate principal amount of HK$60,000,000 (the "**Skyland Circle Transferred Bonds**") and the Original Bondholder will remain as the registered holder of the Bonds in aggregate principal amount of HK$120,000,000 (the "**Remaining Bonds**").

The following sets out, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the shareholding structure of the Company (i) immediately before the completion of the Skyland Circle Bonds Transfer; (ii) immediately after the full conversion of the Skyland Circle Transferred Bonds; (iii) immediately after the full conversion of the Remaining Bonds (if the Original Bondholder decides to convert the Remaining Bonds); and (iv) immediately after the full conversion of all of the Bonds (if the Original Bondholder decides to convert the Remaining Bonds):

	Immediately before the completion of the Skyland Circle Bonds Transfer		**Immediate after the full conversion of the Skyland Circle Transferred Bonds**		**Immediately after the full conversion of the Remaining Bonds** *(Note)*		**Immediately after the full conversion of all of the Bonds** *(Note)*	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*	*No. of Shares*	*Approximate %*	*No. of Shares*	*Approximate %*
Excel Orient Limited	273,609,836	19.31	273,609,836	18.27	273,609,836	17.32	273,609,836	16.48
Aim Right Ventures Limited	202,472,656	14.29	202,472,656	13.52	202,472,656	12.82	202,472,656	12.20
Emerges Ventures Limited	209,000,000	14.75	209,000,000	13.95	209,000,000	13.24	209,000,000	12.59
He Han	13,998,000	0.99	13,998,000	0.93	13,998,000	0.89	13,998,000	0.84
BeiTai Investment	162,162,162	11.44	162,162,162	10.83	162,162,162	10.27	162,162,162	9.77
Original Bondholder	–	–	–	–	162,162,162	10.27	162,162,162	9.77
Skyland Circle	–	–	81,081,081	5.41	–	–	81,081,081	4.88
Other public Shareholders	555,669,164	39.22	555,669,164	37.09	555,669,164	35.19	555,669,164	33.47
Total	1,416,911,818	100.00	1,497,992,899	100.00	1,579,073,980	100.00	1,660,155,061	100.00

Note: Assuming the Original Bondholder will convert the Remaining Bonds.

Please refer to the Circulars and the Announcements for information on the principal terms of the Bonds.

As the completion of the Skyland Circle Bonds Transfer is subject to negotiations between the Original Bondholder and Skyland Circle, the Skyland Circle Bonds Transfer may or may not proceed as contemplated or at all. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

By order of the Board
Starrise Media Holdings Limited
LIU Dong
Chairman

Shandong, the PRC, 30 October 2019

As at the date of this announcement, 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.