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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Starrise Media Holdings Limited (the “**Company**”) will be held at Building A10, 50 Anjialou, Chaoyang District, Beijing, the PRC on Tuesday, 26 November 2019 at 2:00 p.m for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTION

1. “THAT

- (a) the sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 13 August 2019 entered into between Starrise Media Holdings Limited and Excel Orient Limited in relation to the disposal of the entire issued shares of Power Fit Limited and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company (save for Mr. Liu Dong) be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable to implement and/or give effect to the Sale and Purchase Agreement or any transactions contemplated thereunder and all other matters incidental there to or in connection therewith.”

Yours faithfully,

By order of the Board

Starrise Media Holdings Limited

Liu Zongjun

Chief Executive Officer and Executive Director

Shangdong, the PRC, 8 November 2019

Registered Office in the Cayman Islands:
P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal Place of Business in Hong Kong:
40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai
Hong Kong

Notes:

- (a) A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his/her/its behalf. A proxy need not be a shareholder of the Company.
- (b) 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 Shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote and such vote will be accepted to the exclusion of other joint registered holders of Share.
- (c) To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, located at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM (i.e 2:00 p.m. on Sunday, 24 November 2019) or any adjournment thereof.
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, must be signed under the hand of an officer duly authorized on that behalf together with a company chop.
- (e) Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and, in such event, the form of proxy shall be deemed to be revoked.
- (f) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (g) The register of members of the Company will be closed from Thursday, 21 November 2019 to Tuesday, 26 November 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 20 November 2019.

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