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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)**

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 26 NOVEMBER 2019**

Reference is made to (a) the announcement of Starrise Media Holdings Limited (the “**Company**”) dated 13 August 2019 in relation to the disposal of the entire issued share capital of Power Fit Limited (the “**Disposal**”); and (b) the circular (the “**Circular**”) and the notice (the “**Notice**”) both dated 8 November 2019. Unless the contexts require otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

### **VOTING RESULTS OF THE EGM**

The Board is pleased to announce that the proposed resolution (the “**Resolution**”) as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held at Building A10, 50 Anjialou, Chaoyang District, Beijing, the PRC on 26 November 2019.

KPMG, Certified Public Accountants (“**KPMG**”), were appointed as the scrutineer at the EGM for the purpose of vote-taking at the EGM. The poll results were subject to scrutiny by KPMG, whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to KPMG. The work performed by KPMG in this respect did not constitute an assurance engagement made in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

As at the date of the EGM, the total number of issued shares of the Company (the “**Share(s)**”) was 1,416,911,818 Shares.

As the Purchaser and Mr. Liu Dong are regarded to have material interests in the Disposal, the Purchaser, Mr. Liu Dong and their respective associate(s) are required to abstain from voting on the resolution(s) in relation to the Sale and Purchase Agreement at the EGM. As at the date of the EGM, the Purchaser was interested in 273,609,836 Shares, representing approximately 19.31% of the issued share capital of the Company. Save as the shareholding interest of the Purchaser as disclosed above, as at the date of the EGM, the Purchaser, Mr. Liu Dong and their respective associate(s) did not hold any other Shares. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolution was 1,143,301,982 Shares.

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, there were no other Shareholders who are required under the Listing Rules to abstain from voting at the EGM, and there were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution proposed at the EGM as required by Rule 13.40 of the Listing Rules.

The poll results in respect of the Resolution proposed at the EGM were as follows:

<b>Ordinary Resolution (Note 1)</b>		<b>Number of Votes (%) (Note 2)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve, confirm and ratify the Sale and Purchase Agreement and all transactions contemplated thereunder; and to authorise any director of the Company (save for Mr. Liu Dong) 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.	812,225,817 (100%)	0 (0%)

*Note:*

1. The full text of the Resolution was set out in the Notice.
2. The percentage of voting Shares is based on the total number of Shares held by the Shareholders who voted at the EGM in person and by proxy.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as ordinary resolution.

By Order of the Board  
**Starrise Media Holdings Limited**  
**LIU Dong**  
*Chairman*

Shandong, the PRC, 26 November 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.*