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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 9 APRIL 2020

Reference is made to (a) the announcement of Starrise Media Holdings Limited (the “**Company**”) dated 27 February 2020 in relation to the extension of the maturity date of the outstanding convertible bonds in the aggregated principal amount of HK\$180,000,000; and (b) the circular (the “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of the Company both dated 24 March 2020. 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 were duly passed by the Shareholders by way of poll at the EGM held at Building A10, 50 Anjialou, Chaoyang District, Beijing, the PRC on 9 April 2020.

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 was 1,416,911,818 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the proposed Resolution at the EGM. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, there were no 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:

Ordinary Resolution (<i>Note 1</i>)		Number of Votes (%) (<i>Note 2</i>)	
		For	Against
1.	To approve, confirm and ratify the 2nd Extension Agreement and all transactions contemplated thereunder and the Outstanding Bonds as modified under the 2nd Extension Agreement (collectively as the New Arrangements), including the New Specific Mandate for the allotment and issuance of the Conversion Shares upon full conversion of the Outstanding Bonds at the Conversion Price under the New Arrangement; and to authorise any director of the Company 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 2nd Extension Agreement, the New Arrangements or any transactions contemplated thereunder and all other matters incidental there to or in connection therewith.	758,625,656 (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 or by proxy.

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

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

Beijing, the PRC, 9 April 2020

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. KWOK Pak Shing as independent non-executive Directors.