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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 16 JUNE 2021

Reference is made to (a) the announcement of Starrise Media Holdings Limited (the “**Company**”) dated 7 May 2021 in relation to, inter alia, the proposed extension of the Maturity Date of the Outstanding Bonds issued by the Company in aggregate principal amount of HK\$50,000,000 to 30 June 2021 under the Extension Specific Mandate and the proposed issuance of the Aim Right Bonds (on the same terms as the Outstanding Bonds) under the Aim Right Specific Mandate (the “**Announcement**”); and (b) the circular (the “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of the Company both dated 28 May 2021. 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 all of the proposed resolutions as set out in the Notice (the “**Proposed Resolutions**”) were duly passed by the Shareholders by way of poll at the EGM held at Building A10, 50 Anjialou, Chaoyang District, Beijing, the People’s Republic of China on 16 June 2021.

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 was 1,646,254,080.

To the best knowledge of the Directors having made all reasonable enquiries, no Shareholder has any material interests in the Bonds or the Extension Specific Mandate, and therefore no Shareholder was required to abstain from voting on the relevant resolution at the EGM.

As at the date of the EGM, Aim Right was interested in 202,472,656 Shares (representing approximately 12.30% of the issued share capital of the Company) and is wholly-owned by Mr. Liu Zhihua. As Aim Right and Mr. Liu Zhihua are regarded to have material interests in the Transfer Agreement and the transactions contemplated thereunder (including the issuance of Aim Right Bonds pursuant to Aim Right Specific Mandate), Aim Right and Mr. Liu Zhihua and their respective associate(s) are required to abstain from voting on the resolution(s) in relation to the Transfer Agreement at the EGM. Save for the shareholding interest of Aim Right as disclosed above, as at the date of the EGM, Aim Right, Mr. Liu Zhihua 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 relevant resolution was 1,443,781,424 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 resolutions proposed at the EGM as required by Rule 13.40 of the Listing Rules.

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

Ordinary Resolutions (Note 1)		Number of Votes (%) (Note 2)	
		For	Against
1.	To approve, confirm and ratify the 3rd Extension Agreement and all transactions contemplated thereunder and the Outstanding Bonds as modified under the 3rd Extension Agreement (collectively as the New Arrangements), including the Extension 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 3rd Extension Agreement, the New Arrangements or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.	714,936,964 (100%)	0 (0%)

Ordinary Resolutions (Note 1)		Number of Votes (%) (Note 2)	
		For	Against
2.	To approve, confirm and ratify the Transfer Agreement and all transactions contemplated thereunder (including the issuance of the Aim Right Bonds on the same terms as the Outstanding Bonds), including the Aim Right Specific Mandate for the allotment and issuance of the Conversion Shares upon full conversion of the Aim Right Bonds at the Conversion Price pursuant to the terms of the Aim Right Bonds; 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 Transfer Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.	714,936,964 (100%)	0 (0%)

Notes:

1. The full text of the Proposed Resolutions are set out in the Notice; and
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 casted in favour of each of the above resolutions, all the Proposed Resolutions were duly passed as ordinary resolutions.

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

Beijing, the PRC, 16 June 2021

As at the date of this announcement, the Board comprises seven Directors, namely Mr. LIU Dong, Mr. LIU Zongjun, Mr. HE Han and Ms. YANG Qinyan as executive Directors; and Mr. LAM Kai Yeung, Ms. LIU Chen Hong and Mr. KWOK Pak Shing as independent non-executive Directors.