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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 a general meeting (the “**Meeting**”) of Starrise Media Holdings Limited (the “**Company**”) will be held at Building A10, 50 Anjialou, Chaoyang District, Beijing, the People’s Republic of China on Wednesday, 16 June 2021 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolution of the Company:

### **ORDINARY RESOLUTIONS**

1. To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

“**THAT:**

- (a) the entering into of the amendment agreement dated 7 May 2021 (the “**3rd Extension Agreement**”) entered into between the Company and Dragon Capital Entertainment Fund One LP (“**Dragon Capital**” or the “**Bondholder**”) in relation to the extension of the maturity date of the existing unlisted bonds in aggregate principal amount of HK\$50,000,000 (the “**Outstanding Bonds**”) previously issued on 28 February 2017 by the Company to the Bondholder(s) to 30 June 2021, and the transactions contemplated under the 3rd Extension Agreement and the Outstanding Bonds as modified by the 3rd Extension Agreement (collectively, the “**New Arrangements**”), and all other matters thereof and incidental thereto and in connection therewith, be and are hereby approved, confirmed and ratified in all respects;

- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Listing Committee**”) granting the listing of, and permission to deal with the conversion shares issued pursuant to exercise of the conversion rights of the Outstanding Bonds, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to exercise powers of the Company to issue and allot such number of shares of the Company as may be required to be issued and allotted upon exercise of the conversion rights attached to the Outstanding Bonds at the conversion price of the Outstanding Bonds (subject to adjustments in accordance with the terms of the Outstanding Bonds) (including, for the avoidance of doubt, such additional number of shares of the Company that may be required to be issued and allotted upon the exercise of the conversion rights attached to the Outstanding Bonds following adjustments to the conversion price of the Outstanding Bonds) under the New Arrangements; and
- (c) any one or more Directors be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary, desirable or expedient in connection with (i) the performance of the rights and/or obligations under the 3rd Extension Agreement and in accordance with the terms of the Outstanding Bonds under the New Arrangements, and (ii) the issue and allotment of the shares of the Company upon exercise of the conversion rights attached to the Outstanding Bonds at the conversion price of the Outstanding Bonds (subject to adjustments in accordance with the terms of the Outstanding Bonds) under the New Arrangements.”

2. To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

“**THAT:**

- (a) the entering into of the transfer agreement dated 7 May 2021 (the “**Transfer Agreement**”) entered into between the Company, Dragon Capital and Aim Right Ventures Limited (“**Aim Right**”) in relation to the transfer of the Outstanding Bonds from Dragon Capital to Aim Right and the transactions contemplated under the Transfer Agreement (including the issuance of the Bonds to Aim Right (the “**Aim Right Bonds**”) on the same terms as the Outstanding Bonds), and all other matters thereof and incidental thereto and in connection therewith, be and are hereby approved, confirmed and ratified in all respects;
- (b) conditional upon the Listing Committee granting the listing of, and permission to deal with the conversion shares issued pursuant to exercise of the conversion rights of the Aim Right Bonds, the Directors be and are hereby (i) authorised to issue the Aim Right Bonds to Aim Right; and (ii) granted a specific mandate to exercise powers of the Company to issue and allot such number of shares of the Company as may be required to be issued and allotted upon exercise of the conversion rights attached to the Aim Right Bonds at the conversion price of the Aim Right Bonds (subject to adjustments in accordance with the terms of the Aim Right Bonds)(including, for the avoidance of doubt, such additional number of shares of the Company that may be required to be issued and allotted upon the exercise of the conversion rights attached to the Aim Right Bonds following adjustments to the conversion price of the Aim Right Bonds) pursuant to the terms of the Aim Right Bonds; and

- (c) any one or more Directors be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary, desirable or expedient in connection with (i) the performance of the rights and/or obligations under the Transfer Agreement and in accordance with the terms of the Aim Right Bonds, and (ii) the issue and allotment of the shares of the Company upon exercise of the conversion rights attached to the Aim Right Bonds at the conversion price of the Aim Right Bonds (subject to adjustments in accordance with the terms of the Aim Right Bonds) pursuant to the terms of the Aim Right Bonds.”

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

Beijing, the PRC, 28 May 2021

*Notes:*

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (i.e. Monday, 14 June 2021 at 2:00 p.m.) or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoke.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
6. The register of members of the Company will be closed from Thursday, 10 June 2021 to Wednesday, 16 June 2021, 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, 9 June 2021.

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