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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 ANNUAL GENERAL MEETING HELD ON 28 MAY 2021

Reference is made to the circular (the “**Circular**”) of Starrise Media Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of the Company both dated 27 April 2021. Unless the contexts require otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE AGM

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 AGM held at Building A10, 50 Anjialou, Chaoyang District, Beijing, the People’s Republic of China on 28 May 2021.

KPMG, Certified Public Accountants (“**KPMG**”), were appointed as the scrutineer at the AGM for the purpose of vote-taking at the AGM. 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 the legal interpretation or entitlement to vote.

As at the date of the AGM, the total number of issued shares of the Company was 1,646,254,080, which was the total number of Shares entitling the Shareholders to attend and vote on the Proposed Resolutions at the AGM. There were no restrictions on any Shareholders casting votes on any of the Proposed Resolutions at the AGM. No Shareholder was entitled to attend and abstain from voting in favour of the Proposed Resolutions at the AGM as set out in rule 13.40 of the Listing Rules and no Shareholder was required under the Listing Rules to abstain from voting on the Proposed Resolutions at the AGM. No Shareholder has indicated their intention in the Circular to vote against or to abstain from voting on any of the Proposed Resolutions at the AGM.

The poll results in respect of the respective Proposed Resolutions at the AGM were as follow:

| ORDINARY RESOLUTIONS <i>(Note1)</i> | | No. of votes (%) <i>(Note2)</i> | |
|-------------------------------------|--|---------------------------------|----------------------|
| | | For | Against |
| 1. | To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “ Directors ”) and auditors of the Company for the year ended 31 December 2020. | 765,156,492 (100%) | 0 (0%) |
| 2. | (a) To re-elect the following persons as Directors: | | |
| | (i) To re-elect Mr. LIU Zongjun as an executive Director. | 765,156,492 (100%) | 0 (0%) |
| | (ii) To re-elect Mr. HE Han as an executive Director. | 765,156,492 (100%) | 0 (0%) |
| | (iii) To re-elect Ms. LIU Chen Hong as an independent non-executive Director. | 765,156,492 (100%) | 0 (0%) |
| (b) | To authorise the board of Directors (the “ Board ”) to fix the remuneration of Directors. | 765,156,492 (100%) | 0 (0%) |
| 3. | To re-appoint KPMG Certified Public Accountants as the auditors of the Company and to authorise the Board to fix their remuneration. | 765,156,492 (100%) | 0 (0%) |
| 4. | (A) To give a general mandate and unconditional mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of shares of the Company in issue at the date of passing of the resolution. | 761,654,492 (99.54%) | 3,502,000 (0.46%) |
| | (B) To give a general mandate and unconditional mandate to the Directors to repurchase shares not exceeding 10% of the total number of shares of the Company in issue at the date of passing of the resolution. | 765,156,492 (100%) | 0 (0%) |
| | (C) To extend the authority given to the Directors pursuant to ordinary resolution numbered 4(A) to issue shares by adding the number of shares repurchased under ordinary resolution numbered 4(B). | 761,654,492 (99.54%) | 3,502,000 (0.46%) |

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 AGM in person or by proxy.

As more than 50% of 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, 28 May 2021

As at the date of this announcement, 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.