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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)**

## **PARTIAL TRANSFER OF BONDS**

Reference is made to the circular of the Company dated 17 January 2017 (the “**Circular**”), the announcements of the Company dated 22 December 2016, 30 December 2016 and 28 February 2017, respectively (the “**Announcements**”), in relation to the issuance of the convertible bonds in the aggregate principal amount of HK\$300,000,000, and the announcements (the “**Price Adjustment Announcements**”) of the Company dated 17 January 2018 and 5 February 2018, respectively, in relations to, among other things, the adjustments in the conversion price of the Bonds to HK\$0.74 per Conversion Share (the “**Adjusted Conversion Price**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular and the Announcements unless stated otherwise.

The Company received a transfer notice from Dragon Capital Entertainment Fund One LP (the “**Original Bondholder**”) in relation to the transfer (the “**Bonds Transfer**”) of the Bonds in aggregate principal amount of HK\$120,000,000, which were convertible into 162,162,162 Conversion Shares at the Adjusted Conversion Price of HK\$0.74 per Conversion Share, to BeiTai Investment LP (the “**Transferee**”).

To the best of the Directors’ knowledge and belief based on the information available:

- (a) the Transferee is an exempted limited partnership established under the laws of the Cayman Islands; and
- (b) the Transferee and its ultimate beneficial owners are Independent Third Parties.

The Company has, on 23 February 2019, provided its consent to the Original Bondholder for the Bonds Transfer pursuant to the conditions of the Bonds and the completion of the Bonds Transfer is currently expected to take place on or around 25 February 2019.

Immediately after the Completion of the Bonds Transfer, the Transferee will become the registered holder of the Bonds in aggregate principal amount of HK\$120,000,000 (the “**Transferred Bonds**”) and the Original Bondholder will remain as the registered holder of the Bonds in aggregate principal amount of HK\$180,000,000 (the “**Remaining Bonds**”).

The following sets out, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the shareholding structure of the Company (i) immediate before the completion of the Bonds Transfer; (ii) immediately after the full conversion of the Transferred Bonds; (iii) immediately after the full conversion of the Remaining Bonds (if the Original Bondholder decides to convert the Remaining Bonds); and (iv) immediately after the full conversion of all of the Bonds (if the Original Bondholder decides to convert the Remaining Bonds):

|                               | Immediately before the<br>Completion of<br>the Bonds Transfer |                  | Immediate after the<br>full conversion of<br>the Transferred Bonds |                  | Immediately after the<br>full conversion of<br>the Remaining Bonds <sup>(Note)</sup> |                  | Immediately after the<br>full conversion of<br>all of the Bonds <sup>(Note)</sup> |                  |
|-------------------------------|---|------------------|--|------------------|--|------------------|---|------------------|
|                               | No. of<br>Shares  | Approximate<br>% | No. of<br>Shares   | Approximate<br>% | No. of<br>Shares   | Approximate<br>% | No. of<br>Shares  | Approximate<br>% |
| Excel Orient Limited          | 273,609,836   | 21.81            | 273,609,836  | 19.31            | 273,609,836  | 18.27            | 273,609,836   | 16.48            |
| Aim Right Ventures<br>Limited | 202,472,656   | 16.14            | 202,472,656  | 14.29            | 202,472,656  | 13.52            | 202,472,656   | 12.20            |
| Emerges Ventures Limited      | 209,000,000   | 16.66            | 209,000,000  | 14.75            | 209,000,000  | 13.95            | 209,000,000   | 12.59            |
| He Han                        | 14,008,000  | 1.12             | 14,008,000   | 0.99             | 14,008,000   | 0.94             | 14,008,000  | 0.84             |
| Other public Shareholders     | 555,659,164   | 44.28            | 555,659,164  | 39.22            | 555,659,164  | 37.09            | 555,659,164   | 33.47            |
| Transferee                    | —   | —                | 162,162,162  | 11.44            | —  | —                | 162,162,162   | 9.77             |
| Original Bondholder           | —   | —                | —  | —                | 243,243,243  | 16.24            | 243,243,243   | 14.65            |
| <b>Total</b>                  | <u>1,254,749,656</u>  | <u>100</u>       | <u>1,416,911,818</u>   | <u>100</u>       | <u>1,497,992,899</u>   | <u>100</u>       | <u>1,660,155,061</u>  | <u>100</u>       |

*Note:* Assuming the Original Bondholder will convert the Remaining Bonds.

Please refer to the Circular and the Price Adjustment Announcements for information on the principal terms of the Bonds.

**As the completion of the Bonds Transfer is subject to negotiations between the Original Bondholder and the Transferee, the Bonds Transfer may or may not proceed as contemplated or at all. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.**

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

Shandong, the PRC, 25 February 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.*