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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)

RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that with effect from 18 April 2018:

- (1) Mr. Gao Gordon Xia has resigned as an independent non-executive Director and has ceased to be the chairman of the nomination committee, a member of each of the audit committee and the remuneration committee; and
- (2) Ms. Liu Chen Hong has been appointed as an independent non-executive Director, the chairman of the nomination committee, a member of each of the audit committee and the remuneration committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of Starrise Media Holdings Limited (the “**Company**”) announces that with effect from 18 April 2018, Mr. Gao Gordon Xia (“**Mr. Gao**”) has resigned as an independent non-executive Director in order to devote more time for other personal pursuits. Upon his resignation, he ceased to be the chairman of the nomination committee, a member of each of the audit committee and the remuneration committee.

Mr. Gao has confirmed to the Company that, in relation to his resignation, (i) he has no outstanding claims of any nature against the Company, whether in respect of fees, remuneration or compensation; (ii) he has no disagreement with the Board; and (iii) there is no matter that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Mr. Gao for his valuable contributions to the Board during his tenure of service while he was acting as an independent non-executive Director.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 18 April 2018, Ms. Liu Chen Hong (“**Ms. Liu**”) has been appointed as an independent non-executive Director, the chairman of the nomination committee, a member of each of the audit committee and the remuneration committee.

Ms. Liu, aged 51, obtained a Master of Business Administration (MBA) degree from Pace University in New York in June 2000. Ms. Liu has over 20 years’ of experience in the field of finance. She served as the chief representative at the Dalian Representative Office of Regent Express Inc. (美國雷鈞國際有限公司) between October 1990 and February 1994. Ms. Liu was the chairman of Xin Li Holding Group Corporation (美國鑫利控股集團有限公司) from June 1994 to December 2002. She subsequently took up the position of vice chairman at Eagle Sky Enterprise Limited (香港量子高科集團) between February 2003 and December 2011, and chairman at Quantum Hi-tech Group (香港天鷹企業有限公司) between February 2012 and June 2014. Ms. Liu has been serving as the chairman at T&C Corporate Consultants Limited (香港天呈企業顧問有限公司) since July 2014.

Ms. Liu has entered into a letter of appointment with the Company for a term of three years commencing on 18 April 2018. She will hold office until and be eligible for re-election in the next general meeting of the Company, and thereafter she will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Ms. Liu is entitled to an annual director’s fee of HK\$60,000 which was determined by the Board and the remuneration committee with regard to the amounts of director’s fees payable to other independent non-executive Directors of the Company and the prevailing market level of remuneration for a similar position, as well as Ms. Liu’s experience, duties and responsibilities.

Ms. Liu has confirmed that she meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

As at the date of this announcement, save as disclosed above, Ms. Liu has confirmed to the Company that (i) she does not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company, as defined under the Listing Rules; (ii) she does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) she does not hold other position in the Company and its subsidiaries; (iv) she has not held any directorship in public companies, and the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (v) she does not have any other matters that need to be brought to the attention of the shareholders of the Company nor does she have any other information that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Ms. Liu in joining the Board.

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

Shandong, the PRC, 18 April 2018

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, Mr. WANG Liangliang and Ms. LIU Chen Hong as independent non-executive Directors.