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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)

CHANGES OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGES IN COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Directors**”) of Starrise Media Holdings Limited (the “**Company**”) wishes to announce that with effect from 27 March 2020:

- (i) Mr. Wang Liangliang (“**Mr. Wang**”) resigned as an independent non-executive Director, a member of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”), and the chairman of the remuneration committee (the “**Remuneration Committee**”) of the Company; and
- (ii) Mr. Kwok Pak Shing (“**Mr. Kwok**”) was appointed as an independent non-executive Director, a member of the Audit Committee and the Nomination Committee, and the chairman of the Remuneration Committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement (the “**Announcement**”) of the Company dated 6 March 2020 in relation to Mr. Wang’s resignation as an independent non-executive Director.

As disclosed in the Announcement, Mr. Wang confirmed that his resignation was due to his intention to concentrate in his own business engagement, that he has no disagreement with the Board, and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its gratitude to Mr. Wang for his contributions to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 27 March 2020, Mr. Kwok was appointed as an independent non-executive Director, a member of the Audit Committee and the Nomination Committee, and the chairman of the Remuneration Committee.

Mr. Kwok, aged 35, obtained a bachelor's degree of arts in business studies from The Hong Kong Polytechnic University in 2006. He is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Kwok has over 13 years of experience in accounting, auditing, financial management and corporate governance matters. Since July 2018, he serves as the chief financial officer and a joint company secretary of Zensun Enterprises Limited, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") with stock code: 185. Mr. Kwok also worked as a company secretary and/or a financial controller for companies listed on the Stock Exchange from June 2013 to July 2018 and as an audit manager for an international accounting firm from July 2006 to June 2013.

Mr. Kwok has entered into a letter of appointment with the Company for a term of three years commencing on 27 March 2020. He will hold office until and be eligible for re-election in the next general meeting of the Company, and thereafter he 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. Mr. Kwok is entitled to an annual director's fee of HK\$84,000 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 Mr. Kwok's experience, duties and responsibilities.

Mr. Kwok has confirmed that he 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, Mr. Kwok has confirmed to the Company that (i) he 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) he 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) he does not hold other position in the Company and its subsidiaries; (iv) he 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) he does not have any other matters that need to be brought to the attention of the shareholders of the Company nor does he 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 Mr. Kwok in joining the Board.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

With effect from 27 March 2020, the composition of board committee change as follows:

- (i) Mr. Wang ceased to be a member of the Audit Committee and the Nomination Committee, and the chairman of the Remuneration Committee; and
- (ii) Mr. Kwok was appointed as a member of the Audit Committee and the Nomination Committee, and the chairman of the Remuneration Committee.

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

Beijing, the PRC, 27 March 2020

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. KWOK Pak Shing as independent non-executive Directors.