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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, 19 January 2022 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

### **SPECIAL RESOLUTION**

**1. THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands, the English name of the Company be changed from “Starrise Media Holdings Limited” to “A Metaverse Company”, and the Chinese dual foreign name of the Company be changed from “星宏傳媒控股有限公司” to “一元宇宙公司” with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands (the “**Proposed Change of Company Name**”); and
- (b) any one director (the “**Director**”) or the company secretary of the Company be and is hereby authorised on behalf of the Company to do all such acts and things and execute and deliver all such documents which he/she considers to be necessary, desirable or expedient for the purpose of, or in connection with, the Proposed Change of Company Name and to attend to any registration and/or filing in the Cayman Islands and Hong Kong for and on behalf of the Company.

## ORDINARY RESOLUTIONS

### 2. THAT:

- (a) Subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval to the listing of, and permission to deal in, the main board of the Stock Exchange in the shares of the Company (the “**Share(s)**”) which may fall to be issued pursuant to the exercise of the options to be granted under a new share option scheme (the “**New Share Option Scheme**”), a copy of which has been produced to the Meeting and, for the purpose of identification, marked “A” and initialled by the chairman of the Meeting, be and is hereby approved and adopted to be the new share option scheme of the Company; and
- (b) any one Director be hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to and administer the New Share Option Scheme including but not limited to (i) the offer or grant of options pursuant to the New Share Option Scheme notwithstanding that they or any of them may be interested in the same; (ii) the issue and allotment of share in the Company upon the exercise of any options under the New Share Option Scheme notwithstanding that they or any of them may be interested in the same; (iii) modification and/or amendment of the terms of the New Share Option Scheme as permitted by the provisions of the New Share Option Scheme or in accordance with the requirements of the Listing Rules; and (iv) making application from time to time to the Stock Exchange for the listing of, and permission to deal in, the new shares of the Company which may fall to be issued pursuant to the exercise of the options granted under the New Share Option Scheme.

- 3. **THAT** the existing share option scheme of the Company which was adopted by the Company by resolutions in writing by the shareholders passed on 26 June 2012 (the “**Existing Share Option Scheme**”) be terminated upon the New Share Option Scheme becoming unconditional such that no further options will be granted under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme and options granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme, if any.

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

Beijing, the PRC, 24 December 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, 17 January 2022 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 revoked.
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 Friday, 14 January 2022 to Wednesday, 19 January 2022, 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 Thursday, 13 January 2022.

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