



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 30 April 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Asiaray Media Group Limited

Date Submitted: 05 May 2023

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01993	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	1,000,000,000	HKD	0.1	HKD	100,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	1,000,000,000	HKD	0.1	HKD	100,000,000	

Total authorised/registered share capital at the end of the month: HKD 100,000,000

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01993	Description				
Balance at close of preceding month			475,675,676			
Increase / decrease (-)			9,235,063			
Balance at close of the month			484,910,739			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		01993					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Perpetual Subordinated Convertible Securities	HKD	30,000,000			30,000,000		8,474,576
Type of convertibles	Others (Please specify)		Ordinary shares				
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	3.54					
General Meeting approval date (if applicable)		15 December 2017					
2). Perpetual Subordinated Convertible Securities	HKD	20,000,000			20,000,000		5,649,717
Type of convertibles	Others (Please specify)		Ordinary shares				
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	3.54					
General Meeting approval date (if applicable)		25 June 2019					
3). Perpetual Subordinated Convertible Securities	HKD	122,715,000			122,715,000		31,465,385
Type of convertibles	Others (Please specify)		Ordinary shares				

Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price		HKD	3.9				
General Meeting approval date (if applicable)		23 April 2021					
4).	Perpetual Subordinated Convertible Securities	HKD	75,000,000		75,000,000		30,864,197
Type of convertibles		Others (Please specify)		Ordinary shares			
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price		HKD	2.43				
General Meeting approval date (if applicable)		19 October 2021					
5).	Perpetual Subordinated Convertible Securities	HKD	37,500,000		37,500,000		26,785,714
Type of convertibles		Others (Please specify)		Ordinary shares			
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price		HKD	1.4				
General Meeting approval date (if applicable)		09 March 2022					

Total C (Ordinary shares): _____

Remarks:

1. Please refer to the circular of the Company dated 30 November 2017 and announcements of the Company dated 7 September 2017, 10 November 2017 and 15 December 2017.
2. Please refer to the circulars of the Company dated 30 November 2017 and 10 June 2019 and announcements of the Company dated 7 September 2017, 10 November 2017, 15 December 2017 and 7 May 2019.
3. Please refer to the circular of the Company dated 31 March 2021 and announcement of the Company dated 22 January 2021.
4. Please refer to the circular of the Company dated 27 September 2021 and announcement of the Company dated 16 July 2021.
5. Please refer to the circular of the Company dated 18 February 2022 and announcement of the Company dated 13 December 2021.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		01993				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	Allotment and issue of Consideration Shares under the General Mandate on 17 April 2023 pursuant to the Supplemental Agreement in relation to the acquisition of 51% issued shares in the Target Company dated 15 January 2021 (details of which are disclosed in the announcements of the Company dated 22 June 2018, 29 August 2018, 30 October 2018 and 15 January 2021)		15 June 2018	9,235,063	0	

Total D (Ordinary shares): 9,235,063

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) 9,235,063

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Ip Pui Sum

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"