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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Asiaray Media Group Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Asiaray Media Group Limited

雅仕維傳媒集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1993)

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 3 June 2024 at 11:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for the meeting is enclosed with this circular. If you do not intend to attend and vote at the meeting in person, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

30 April 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 3 June 2024 at 11:30 a.m.
“Board”	the board of Director(s)
“close associates”	has the same meaning ascribed to it under the Listing Rules
“Company”	Asiaray Media Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1993)
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the proposed issue mandate to be granted to the Directors at the AGM to exercise all the powers of the Company to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate number of issued Shares of the Company as at the date of passing of such resolution
“Latest Practicable Date”	24 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“M&A”	the memorandum and articles of association of the Company, as amended and restated from time to time

DEFINITIONS

“PRC”	the People’s Republic of China and for the purpose of this circular, excluding (except where the context requires) Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	the proposed mandate to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares not exceeding 10% of the aggregate number of issued Shares of the Company as at the date of passing of such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent.



Asiaray Media Group Limited

雅仕維傳媒集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1993)

Executive Directors:

Lam Tak Hing, Vincent JP (Chairman)

Kwan Tat Cheong

Non-executive Directors:

Lam Ka Po

Wu Xiaopin

Independent Non-executive Directors:

Ma Andrew Chiu Cheung

Ma Ho Fai GBS JP

Mak Ka Ling

Registered office:

Maples Corporate Services Limited

P.O. Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

16/F., Kornhill Plaza – Office Tower

1 Kornhill Road

Quarry Bay

Hong Kong

30 April 2024

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 2 June 2023, general mandates were granted to the Directors to issue and repurchase Shares. Such mandates will lapse at the conclusion of the AGM. In order to give the Company flexibility to issue and repurchase Shares if and when appropriate, ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot and issue and deal with new Shares up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing the resolution approving such mandate;
- (ii) to repurchase Shares up to a maximum of 10% of the aggregate number of issued Shares as at the date of passing the resolution approving such mandate; and
- (iii) subject to the passing of the aforesaid ordinary resolutions approving the Issue Mandate and the Repurchase Mandate, the general mandate to extend the Issue Mandate by adding to it the aggregate number of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

An explanatory statement containing information relating to the Repurchase Mandate and as required pursuant to the Listing Rules is set out in Appendix I to this circular. This explanatory statement contains information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 484,910,739 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolutions approving the Repurchase Mandate and the Issue Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate on the date of passing the resolution approving the Repurchase Mandate will be 48,491,073 Shares and the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 96,982,147 Shares.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.18 of the M&A, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. As such, Mr. Lam Tak Hing, Vincent *JP* (“Mr. Vincent Lam”), Mr. Lam Ka Po (“Mr. K.P. Lam”) and Mr. Ma Ho Fai *GBS JP* (“Mr. Ma”) shall retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM save for Mr. K.P. Lam who will retire at the conclusion of the AGM and will not offer himself for re-election at the AGM in order to focus on his other business engagements. Mr. K.P. Lam has confirmed that he has no disagreement with the Board and that he is not aware of any matters in relation to his retirement that need to be brought to the attention of the Shareholders.

The Nomination Committee has assessed and reviewed the annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules received from each of the independent non-executive Directors and confirmed that all the independent non-executive Directors, including Mr. Ma, remain independent. The Nomination Committee considers Mr. Ma continues to be independent and has never been involved in the daily management of the Company, nor is he in any relationships or circumstance which would interfere with the exercise of his independent judgment, and is of the opinion that he will continue to bring independent and objective perspectives to the Company’s affairs given his wide spectrum of knowledge, extensive business experience and familiarity with the Company’s affairs.

According to code provision B.2.3 of Appendix C1 to the Listing Rules, if an independent non-executive Director has served for more than nine years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders. The papers to Shareholders accompanying that resolution should state why the Board (or the Nomination Committee) believes that the Director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board (or the Nomination Committee) in arriving at such determination.

LETTER FROM THE BOARD

In determining whether Mr. Ma is still independent in spite of the fact that he has served the Group for more than nine years, the Nomination Committee has also considered, in addition to the independence requirements under Rule 3.13 of the Listing Rules, whether Mr. Ma (i) has involved in the management of the Group which is executive in nature; (ii) has involved in other business of the connected persons or controlling Shareholders; and (iii) is financially independent on the Group and its connected persons. Having made all reasonable enquiries, and as confirmed by Mr. Ma, he has not involved in the executive management of the Group or other business of the connected persons or controlling Shareholders. Besides, save that he is entitled to director's fee for his office as an independent non-executive Director, he is not financially dependent on the Group and its connected persons. As a result, and after taking into consideration that Mr. Ma has always provided his valuable independent advice to the Group with a view to protecting the interests of the Company and its Shareholders as a whole, the Nomination Committee is of the view that the Mr. Ma's service in the Group for more than nine years has not weakened his independence.

Biographical details of each of the retiring Directors subject to re-election at the AGM, namely Mr. Vincent Lam and Mr. Ma are set out in Appendix II to this circular.

4. AGM

The notice of AGM is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.asiaray.com/en/home>). If you do not intend to attend and vote at the AGM in person, you are requested to complete and return the form of proxy to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not later than 48 hours before the time fixed for the meeting or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof should you wish and, in such event, the form of proxy shall be deemed to be revoked.

Pursuant to the Listing Rules and the M&A, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein misleading.

6. RECOMMENDATION

The Directors are of opinion that the ordinary resolutions relating to (a) the grant of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate; and (b) the re-election of retiring Directors as set out in the notice of AGM are all in the best interests of the Company and the Shareholders and accordingly recommend the Shareholders to vote in favour of such resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
Asiaray Media Group Limited
Lam Tak Hing, Vincent JP
Chairman

This appendix contains the particulars required by the Listing Rules to be included in an explanatory statement to enable Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Repurchase Mandate.

(1) THE REPURCHASE MANDATE

As at the Latest Practicable Date, the total number of issued Shares of the Company was 484,910,739 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 48,491,073 Shares, being 10% of the total number of issued Shares of the Company.

(2) SOURCE OF FUNDS

Repurchases made pursuant to Repurchase Mandate would be funded out of legally available for such purpose in accordance with the M&A, the Listing Rules and the applicable laws of the Cayman Islands.

(3) REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to purchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the consolidated financial position of the Company as at 31 December 2023, being the date to which the latest published audited financial statements of the Company have been made up) in the event that the Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(4) SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the past twelve months were as follows:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
May	1.75	1.36
June	1.84	1.44
July	1.75	1.40
August	1.48	1.01
September	1.37	0.80
October	1.05	0.75
November	1.18	0.38
December	0.95	0.77
2024		
January	0.89	0.69
February	1.19	0.50
March	0.67	0.47
April (up to the Latest Practicable Date)	0.92	0.66

(5) DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors and to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates, have any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected persons of the Company have notified the Company that they have any present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the proposed Repurchase Mandate is approved by the Shareholders.

(6) UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

(7) TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the public record, and to the best of the knowledge and belief of the Directors, Mr. Vincent Lam, the executive Director, in aggregate was beneficially interested in 293,121,500 Shares, representing approximately 60.45% of the total number of issued Shares of the Company by virtue of the SFO. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Repurchase Mandate, the aforesaid shareholding of Mr. Vincent Lam would be increased to approximately 67.17% of the total number of the issued Shares of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code, however any repurchase of shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirement regarding the public shareholding.

Save as disclosed in above, the Directors are not aware of any other consequences which may arise under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Repurchase Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

(8) GENERAL

The Company has not repurchased any Shares pursuant to the repurchase mandate granted to the Directors at the annual general meeting of the Company held on 2 June 2023, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

The details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

BIOGRAPHICAL INFORMATION

Lam Tak Hing, Vincent JP, aged 64

Executive Director, Chairman and Chief Executive Officer

Mr. Vincent Lam was appointed as a Director on 20 May 2014 and designated as an executive Director and Chairman on 12 June 2014. Mr. Vincent Lam is the Chief Executive Officer of the Company. He is also the Chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. Mr. Vincent Lam is the founder of the Group and is responsible for the overall strategic planning and development of the Group. He is also a director of certain subsidiaries of the Group.

Mr. Vincent Lam graduated from the University of Sydney with a Bachelor of Science Honours degree in March 1984 and subsequently obtained a Master's degree in Commerce from the University of New South Wales ("UNSW") in Australia in April 1987. Mr. Vincent Lam is also a member and a director of the UNSW Hong Kong Foundation Board. He is a fellow of the CPA Australia.

Mr. Vincent Lam is a director of the Christian Action, a charitable organisation in Hong Kong. He was appointed as the Justices of the Peace by the Chief Executive of the Hong Kong Special Administrative Region in July 2023. He was also appointed as the Chairman of Hong Kong Macau and Myanmar Chamber of Commerce and Industry with effect from 9 December 2019; a member of the Election Committee of the Hong Kong Special Administrative Region for a term of five years commencing on 22 October 2021; and was re-appointed as a Non-official Member of Basic Law Promotion Steering Committee of the Hong Kong Special Administrative Region for a term of two years commencing on 1 January 2024. In recognition of his outstanding performance in charity, Mr. Lam was awarded the 12th China Charity Awards — Individual Donation Award by the Ministry of Civil Affairs of the People's Republic of China in September 2023.

Other than his directorship disclosed above, Mr. Vincent Lam has not held any other positions with the Company and other members of the Group. Save as disclosed herein, Mr. Vincent Lam did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the Latest Practicable Date and has no relationship with any directors, senior management, substantial shareholder(s) or controlling shareholder(s) of the Company.

Mr. Vincent Lam is (i) the sole shareholder of Space Management Limited (“Space Management”), which holds 38,200,000 Shares and the conversion rights attaching to the perpetual subordinated convertible securities (the “PSCS”) convertible into 44,988,490 Shares in aggregate; (ii) the founder of the Shalom Trust, which indirectly holds the entire issued share capital of Media Cornerstone Limited (“Media Cornerstone”) which holds 254,921,500 Shares; and (iii) the owner of the conversion rights attaching to the PSCS convertible into 58,251,099 Shares. By virtue of the SFO, he is deemed to be interested in all the interest beneficially held by Space Management and Media Cornerstone.

Save as disclosed above, Mr. Vincent Lam did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Vincent Lam entered into a service agreement with the Company without a specific term unless and until terminated by either party by serving not less than three-months’ written notice. He is subject to retirement by rotation at least once every three years and re-election at the annual general meeting of the Company in accordance with the M&A. Mr. Vincent Lam is entitled to a remuneration of HK\$1,544,400 per annum and such other fringe benefit as the Board shall in its discretion deem appropriate. The remuneration of Mr. Vincent Lam has been reviewed by the Remuneration Committee of the Company and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Vincent Lam with the Company. Mr. Vincent Lam’s remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, Mr. Vincent Lam confirmed that there are no other matter relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Ma Ho Fai GBS JP, aged 72*Independent Non-executive Director*

Mr. Ma Ho Fai GBS JP (“Mr. Ma”) was appointed as a Director on 20 May 2014 and designated as an independent non-executive Director on 12 June 2014. He is also the Chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee of the Company.

Mr. Ma is a senior partner of Woo Kwan Lee & Lo, a local law firm in Hong Kong, and was admitted as a solicitor in Hong Kong in 1984, England and Wales in 1987, Australian Capital Territory in 1988 and the Republic of Singapore in 1990. Mr. Ma has been appointed by the Ministry of Justice as a China Appointed Attesting Officer since 2000 and a Civil Celebrant since 2006. He has also been appointed by the Government of the Hong Kong Special Administrative Region as the Chairman of the Protection of Wages on Insolvency Fund Board since 2018 and the Chairperson of the Travel Industry Authority since 2020. In addition, he is a Deputy of the 11th, 12th and 13th National People’s Congress of the PRC. In recognition of his distinguished public and community service, Mr. Ma was appointed as a Non-Official Justice of the Peace in 2005 by the Government of the Hong Kong Special Administrative Region and was awarded the Gold Bauhinia Star in 2017. He was an independent non-executive director of Goldbond Group Holdings Limited (“Goldbond Group”) (former stock code: 172) from February 2003 to August 2021. The listing of Goldbond Group’s shares has been cancelled with effect from 2 August 2021 under Rule 6.01A of the Listing Rules. For details of the cancellation, please refer to the announcement of Goldbond Group dated 29 July 2021.

Other than his directorship disclosed above, Mr. Ma has not held any other positions with the Company and other members of the Group. Mr. Ma has no relationship with any directors, senior management, substantial shareholder(s), or controlling shareholder(s) of the Company.

Save as disclosed above, Mr. Ma did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Ma did not have any interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Ma entered into a letter of appointment with the Company without a specific term unless and until terminated by either party by serving not less than three-months' written notice. He is subject to retirement by rotation at least once every three years and re-election at the annual general meeting of the Company in accordance with the M&A. Mr. Ma is entitled to a remuneration of HK\$304,000 per annum and such other fringe benefit as the Board shall in its discretion deem appropriate. The remuneration of Mr. Ma has been reviewed by the Remuneration Committee of the Company and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Ma with the Company. Mr. Ma's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, Mr. Ma confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Asiaray Media Group Limited

雅仕維傳媒集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1993)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Asiaray Media Group Limited (the “Company”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 3 June 2024 at 11:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2023;
2. (a) To re-elect Mr. Lam Tak Hing, Vincent *JP* as an executive director of the Company; and
(b) To re-elect Mr. Ma Ho Fai *GBS JP* as an independent non-executive director of the Company;
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
4. To re-appoint PricewaterhouseCoopers as the independent auditor of the Company and to authorise the board of directors of the Company to fix their remuneration;
5. To consider and, if thought fit, pass with or without alterations, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or securities convertible into shares of the Company, or options, warrants or similar rights to subscribe for shares of the Company or such convertible securities, and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue to eligible participants thereunder or rights to acquire shares in the capital of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum and articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate number of the issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meetings.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means the allotment, issue or grant of shares or securities convertible into shares of the Company pursuant to an offer of shares of the Company open for a period fixed by the directors of the Company to the holders of shares or of such securities or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or of such securities or any class thereof as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

6. To consider and, if thought fit, pass with or without alterations, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be repurchased pursuant to the approval in paragraph (a) above of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws to be held; or

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(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meetings.”

7. To consider and, if thought fit, pass with or without alterations, the following resolution as an ordinary resolution:

“**THAT** conditional upon the ordinary resolutions set out in paragraphs (5) and (6) above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers pursuant to the ordinary resolution set out in paragraph (5) above be and is hereby extended by the total number of shares of the Company repurchased by the Company since the granting of a general mandate to the directors of the Company to exercise the powers of the Company to repurchase such shares pursuant to the ordinary resolution set out in paragraph (6) above, provided that such number shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution.”

By order of the Board
Asiaray Media Group Limited
Lam Tak Hing, Vincent JP
Chairman

Hong Kong, 30 April 2024

Principal place of business in Hong Kong:

16/F., Kornhill Plaza – Office Tower

1 Kornhill Road

Quarry Bay

Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) (if he/she/it is the holder of two or more shares) to attend and on a poll, vote instead of him/her at the AGM that the appointment shall specify the number and class of shares in respect of which such proxy is so appointed. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of authority, must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

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3. Completion and return of the form of proxy will not preclude members of the Company from attending and voting in person at the AGM 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.
4. Where there are joint registered holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM, 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.
5. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 29 May 2024 to Monday, 3 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 28 May 2024.
6. If Typhoon Signal No.8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 7:30 a.m. on the date of the AGM, then the AGM will be postponed. The Company will post an announcement on the Company's website (<https://www.asiaray.com/en/home>) and the Stock Exchange's website (<http://www.hkexnews.hk>) to notify shareholders of the Company of the date, time and place of the rescheduled AGM.

The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders of the Company should decide on their own whether they would attend the AGM under bad weather condition bearing in mind their own situations.