



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)

Proxy Form for Extraordinary General Meeting to be held on Tuesday, 25 June 2019 at 12:30 p.m. (or at any adjourned meeting thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of **Asiaray Media Group Limited**
(the "**Company**") hereby appoint³ the Chairman of the Meeting or _____
of _____
as my/our proxy to vote and act for me/us at the extraordinary general meeting of the Company (the "**Meeting**") (and at any adjournment thereof) to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 25 June 2019 at 12:30 p.m. for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Meeting as indicated below.

Please indicate with a "✓" in the spaces provided how you wish your votes to be cast for each of the following resolution proposed to be transacted at the Meeting. Should this form of proxy be returned duly signed but without a specific direction, the proxy will vote or abstain at his/her discretion.

Ordinary Resolution	FOR ⁴	AGAINST ⁴
(a) To approve, confirm and ratify the subscription of the second tranche of perpetual subordinated convertible securities in the principal amount of HKD20,000,000 (the "Second Tranche Subscription"), under the subscription agreement dated 7 September 2017 entered into between the Company and Space Management Limited (the "Subscriber") as amended and supplemented on 10 November 2017 (the "Subscription Agreement") in relation to the issue of the perpetual subordinated convertible securities in the principal amount of HKD50,000,000 convertible into Conversion Shares at the initial Conversion Price of HKD3.54 per Conversion Share (subject to adjustments) (a copy of the subscription Agreement dated 7 September 2017 and the supplemental agreement dated 10 November 2017 have been produced to the meeting and marked "A" and "B" respectively, and initialed by the Chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified⁵; (b) To grant the board of directors of the Company a specific mandate to allot and issue new shares of HK\$0.10 each in the share capital of the Company (the "Conversion Shares") upon exercise of the conversion rights attaching to the PSCs and the issuance of the Conversion Shares in accordance with the terms and conditions of the Subscription Agreement; and (c) To authorise any one director of the Company to execute on behalf of the Company all such documents (to affix the common seal thereon, if necessary), take such actions and do such things he deems necessary, desirable or expedient for the implementation of, giving effect to or otherwise in connection with the Second Tranche Subscription and the transactions contemplated thereunder⁵.		

Date _____

Signature(s)⁶ _____

Notes:

- Full name(s) and address(es) (as shown in the register of members of the Company) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company to which this form of proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- You are entitled to appoint a proxy of your own choice. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT. A proxy need not be a member of the Company, but must attend the Meeting in person to represent you.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTION(S), TICK THE APPROPRIATE BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTION(S), TICK THE APPROPRIATE BOX(ES) MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion.
- The full texts of the ordinary resolution appear in the notice of the extraordinary general meeting contained in the circular to the shareholders of the Company dated 10 June 2019.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's share registrar and transfer office at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the Meeting or any adjournment thereof.
- In the case of joint holders of a share, any one of such holders may attend and vote at the Meeting either personally or by proxy in respect of the share as if he was solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, the holder whose name stands first in the register of members of the Company shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending at the Meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.
- Any alteration made in this form of proxy must be initialed by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this form of proxy.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Company's share registrar.