

Asiaray Media Group Limited
雅仕維傳媒集團有限公司
(the “Company”)
(Adopted as of 6 December 2014)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON
FOR ELECTION AS DIRECTOR**

Pursuant to Rule 13.51D of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the Company sets out the procedures, as governed by the Company’s articles of association (“**Articles of Association**”), for shareholders to propose a person for election as a director of the Company (“**Director**”).

Article 16.4 of the Articles of Association provides that no person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

Accordingly, if a shareholder of the Company wishes to propose a person other than a Director for election as a Director at the Company’s general meeting (“**Proposal**”), he/she should lodge a written notice setting out the Proposal and his/her contact details at the head office and principal place of business of the Company at Unit 01-03, 17th Floor, Kornhill Plaza – Office Tower, 1 Kornhill Road, Quarry Bay, Hong Kong.

In addition, the aforesaid notice should be accompanied by (a) the biographical details referred to in Rule 13.51(2) of the Listing Rules and such other information (e.g. contact details including residential address and telephone number(s), and Hong Kong Identity card/passport number) of the proposed Director and (b) a written notice signed by the proposed Director confirming his/her willingness to be elected, the accuracy and completeness of his/her biographical details to be disclosed under Rule 13.51(2) of the Listing Rules and his/her consent to the disclosure by the Company of his/her biographical details in accordance with the requirements of the Listing Rules.

Upon receipt of the above notices, the Company shall publish an announcement or issue a supplemental circular to members of the Company in accordance with the requirements of the Listing Rules, in each case containing, amongst others, the biographical details of the proposed Director.

This procedure is subject to review by the Board from time to time and shall be posted on the Company’s website at <http://www.asiaray.com>.

Note: Shareholders may refer to Rule 13.51(2) of the Listing Rules available on the website of The Stock Exchange of Hong Kong Limited at <http://www.hkex.com.hk>.