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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)

CONNECTED TRANSACTION
ISSUE OF PERPETUAL SUBORDINATED
CONVERTIBLE SECURITIES

ISSUE OF PSCS

On 4 June 2020 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber pursuant to which the Company has conditionally agreed to issue, and Subscriber has conditionally agreed to subscribe for, the PSCS in the principal amount of HKD20,000,000 convertible into Conversion Shares at the initial Conversion Price of HKD5.1 per Conversion Share (subject to adjustments). For the avoidance of doubt, the Distribution shall not lead to any adjustment of the Conversion Price.

Assuming the exercise in full of the conversion rights attaching to the PSCS at the initial Conversion Price, a total of 3,921,568 Conversion Shares will be issued, representing approximately 0.83% of the existing issued share capital of the Company and approximately 0.82% of the issued share capital of the Company as enlarged by the Conversion.

The net proceeds from the issue of the PSCS (after deduction of related expenses) will be approximately HKD19,700,000, which is intended to be applied as general working capital of the Company.

Completion is conditional upon, among other things, the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Conversion Shares. Application will be made to the Stock Exchange for the listing of and permission to deal in the Conversion Shares.

CONNECTED TRANSACTION

The Subscriber is the controlling shareholder of the Company holding 8.03% of the existing issued share capital of the Company and the sole ultimate beneficial owner of the Subscriber is Mr. Lam, who is an executive Director and the controlling shareholder of the Company. The Subscriber is therefore a connected person of the Company and the Subscription constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules, which is subject to the reporting, announcement and Independent Shareholders' approval requirements.

An Independent Board Committee has been formed to advise the Independent Shareholders and the Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Subscription Agreement.

An EGM will be held to consider and if thought fit, to approve the Subscription Agreement and the transactions contemplated thereunder. The Subscriber and its associates are required to abstain from voting on the resolutions to be proposed at the EGM.

A circular containing, inter alia, further information regarding the Subscription Agreement and a notice of EGM will be despatched to the Shareholders as soon as practicable in accordance with the Listing Rules, which is currently expected to be on or before 26 June 2020.

THE SUBSCRIPTION AGREEMENT

Date: 4 June 2020

Parties

Issuer : the Company

Subscriber : Space Management Limited

The Subscriber is the controlling shareholder of the Company holding 8.03% of the existing issued share capital and conversion rights of 14,124,293 Shares of the Company as at the date of this announcement.

The Subscriber is a company incorporated under the laws of the British Virgin Islands. It is an investment holding company, the sole investment of which is its interest in the Company. The sole ultimate beneficial owner of the Subscriber is Mr. Lam, who is an executive Director and the controlling shareholder of the Company.

Subscription

Subject to the fulfillment of the conditions set out below in the section headed “Conditions Precedent”, the Company has agreed to issue, and the Subscriber has agreed to subscribe for, the PSCS in the principal amount of HKD20,000,000 convertible into Conversion Shares at the initial Conversion Price of HKD5.1 per Conversion Share (subject to adjustments) at the face value of HKD20,000,000. For the avoidance of doubt, the Distribution shall not lead to any adjustment of the Conversion Price.

The Conversion Price was arrived at after arm’s length negotiations between the Company and the Subscriber taking into account the average closing price of the Shares for the 5 trading days, 10 trading days, 30 trading days, 60 trading days and 90 trading days prior to the date of the Subscription Agreement. The Conversion Price represents:

- (i) a premium of approximately 15% to the closing price of HKD4.42 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 8% to the average of the closing prices of approximately HKD4.72 per Share for the 5 trading days of the Shares up to and including the Last Trading Day;
- (iii) a premium of approximately 6% to the average of the closing prices of approximately HKD4.81 per Share for the 10 trading days of the Shares up to and including the Last Trading Day;
- (iv) a premium of approximately 0.8% to the average of the closing prices of approximately HKD5.06 per Share for the 30 trading days of the Shares up to and including the Last Trading Day;

- (v) a discount of approximately 4.6% to the average of the closing prices of approximately HKD5.35 per Share for the 60 trading days of the Shares up to and including the Last Trading Day;
- (vi) a discount of approximately 7.6% to the average of the closing prices of approximately HKD5.52 per Share for the 90 trading days of the Shares up to and including the Last Trading Day;
- (vii) a premium of approximately 372% to the audited net asset value per Share of approximately HKD1.08, which is calculated based on the audited net asset value of the Company of approximately HKD513,280,000 as at 31 December 2019 as stated in its 2019 annual report divided by its total number of 475,675,676 issued Shares as at 31 December 2019.

Assuming the exercise in full of the conversion rights attaching to the PSCS at the initial Conversion Price, a total of 3,921,568 Conversion Shares may be issued, representing approximately 0.83% of the existing issued share capital of the Company and approximately 0.82% of the issued share capital of the Company as enlarged by the Conversion.

A specific mandate for the allotment and issue of the Conversion Shares will be sought by the Company from the Independent Shareholders by way of Shareholders' resolution(s) to be put forward at the EGM.

Conditions Precedent

Completion is conditional upon the fulfillment of the following conditions before the Long Stop Date:

- (a) the Independent Shareholders having approved the Subscription Agreement and the transaction contemplated therein in the EGM; and
- (b) the Listing Committee of the Stock Exchange having granted the listing of and permission to deal in the Conversion Shares.

If any of the above conditions precedent is not fulfilled on or before the Long Stop Date, the Subscription Agreement shall be terminated and become null and void and none of the parties shall have any claim against the other for any costs or losses (save for any antecedent breaches).

The Completion shall take place on the 7th Business Day following the date on which all the above conditions precedent (or such other date as may be agreed in writing between the Company and the Subscriber). The Subscriber shall pay the principal amount of HKD20,000,000 to Company for the Securities.

Warranties and Undertakings

The Company has given customary warranties and undertakings to the Subscriber under the Subscription Agreement.

Termination

The Subscription Agreement shall terminate:

- (a) if any of the conditions precedent has not been fulfilled by the Long Stop Date; or
- (b) by agreement between the Company and the Subscriber prior to the Completion.

PRINCIPAL TERMS OF THE PSCS

- Issue price : 100% of the principal amount of the PSCS
- Form : The PSCS will be issued in registered form
- Maturity Date : There is no maturity date
- Status and Subordination : The PSCS constitutes direct, unsecured and subordinated obligations of the Company and rank pari passu without any preference or priority among themselves.

In the event of the winding-up of the Company, the rights and claims of the holder(s) of the PSCS shall:

- (a) rank ahead of those persons whose claims are in respect of any class of share capital of the Company;

(b) be subordinated in right of payment to the claims of all other present and future senior and subordinated creditors of the Company; and

(c) pari passu with each other and with the claims of holders of Parity Securities

Distribution : The PSCS confer a right to receive distribution(s) (the “**Distribution**”) from and including the date of issue of the PSCS at the rate of distribution payable quarterly in arrears on 31 March, 30 June, 30 September and 31 December each year (the “**Distribution Payment Date**”), subject to the terms of the PSCS. For the avoidance of doubt, no part of the Distribution shall be converted into Conversion Shares in lieu of payment

Rate of Distribution : 4% per annum of any outstanding principal amount of PSCS (the “**Rate of Distribution**”)

Optional deferral of distributions : The Company may, at its sole discretion, elect to defer a Distribution pursuant to the terms of the PSCS. The deferred Distribution shall be non-interest bearing. The number of times of optional deferral of Distribution by the Company is not restricted

Conversion Price : Initially HKD5.1 per Conversion Share, subject to adjustment as provided for in the terms of the PSCS, including but not limited to an alteration to the nominal amount of the Shares as a result of consolidation, subdivision or reclassification, capitalization of profits or reserves, capital distributions, rights issues or issue of options, warrants or other rights to subscribe for, purchase or otherwise acquire any Shares

Conversion Shares : 3,921,568 Conversion Shares will be allotted and issued by the Company upon full conversion of the PSCS at the initial Conversion Price

- Conversion period : Conversion of the PSCS into Conversion Shares may take place at any time after the date of issue of the PSCS, subject to the relevant terms as provided in the terms of the PSCS
- Restrictions on Conversion : No conversion right shall be exercised by the holder of the PSCS (or when it is exercised by virtue of a conversion notice having been given, the Company shall not be obliged to issue any Conversion Shares but may treat that conversion notice as invalid) if the Company will be in breach of the Listing Rules or The Codes on Takeovers and Mergers and Share Repurchases immediately following such Conversion
- Fractional Shares : Fractions of Shares will not be issued on Conversion and no cash adjustments will be made in respect thereof. Notwithstanding the foregoing, in the event of a consolidation or re-classification of Shares by operation of law or otherwise occurring after the date of constitution of the PSCS, the Company will upon Conversion pay in cash a sum equal to such portion of the principal amount of the PSCS represented by the certificate deposited in connection with the exercise of conversion rights as corresponds to any fraction of a Share not issued as aforesaid if such sum exceeds HKD100
- Voting : The holder(s) of PSCS will not be entitled to receive notice of, attend or vote at general meetings of the Company by reason only of it being a PSCS holder
- Transferability : Subject to the terms of the PSCS, the PSCS may be transferred by delivery of the certificate issued in respect of those PSCS, with the form of transfer in the agreed form as set out in the terms of the PSCS duly completed and signed, to the registered office of the Company. No transfer of the PSCS will be valid unless and until (a) the Company has provided its written consent to the transfer (such consent shall not be unreasonably withheld); and (b) such transfer has been entered on the register of PSCS holder(s).

- Redemption rights : The PSCS may be redeemed at the option of the Company, at 100% or 50% of the principal amount of the PSCS each time, on any Distribution Payment Date at the face value of the outstanding principal amount of the PSCS to be redeemed plus 100% or 50% (as the case may be) of Distributions accrued to such date.
- Listing : No application will be made for the listing of the PSCS on the Stock Exchange. An application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Conversion Shares.

EFFECT ON THE SHAREHOLDING STRUCTURE

Assuming that there is no change in the issued share capital of the Company prior to the Conversion, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) upon full Conversion by the Subscriber to the extent allowed will be as follows:

	Shareholding as at the date of this announcement		Shareholding upon full Conversion by the Subscriber	
	<i>Number of Shares</i>	<i>% (approx.)</i>	<i>Number of Shares</i>	<i>% (approx.)</i>
Substantial Shareholders				
Media Cornerstone Limited ¹	254,921,500	53.59	254,921,500	53.15
The Subscriber ²	38,200,000	8.03	42,121,568	8.78
Public				
Public Shareholders	<u>182,554,176</u>	<u>38.38</u>	<u>182,554,176</u>	<u>38.07</u>
	<u>475,675,676</u>	<u>100.00</u>	<u>479,597,244</u>	<u>100.00</u>

Notes:

- Mr. Lam is the founder of the Shalom Trust (a discretionary trust established by Mr. Lam as settlor of which UBS Trustee (BVI) Limited acts as the trustee and beneficiaries of which are Mr. Lam, certain of his family members and persons who may be added from time to time) which indirectly holds the entire issued share capital of Media Cornerstone Limited, which holds 254,921,500 Shares. Mr. Lam is deemed to be interested in all the 254,921,500 Shares under the SFO.

2. Mr. Lam is the sole shareholder of the Subscriber which holds 38,200,000 Shares, and conversion right of 14,124,293 Shares pursuant to the completion of the first and second tranches of subscription of the perpetual subordinated convertible securities in the principal amount of HKD30,000,000 and HKD20,000,000 respectively under the subscription agreement dated 7 September 2017 as amended and supplemented by the supplemental agreement dated 10 November 2017. Mr. Lam has undertaken that upon Conversion, he would procure the Subscriber to place down the Shares to maintain the public flow of 25% in compliance with the Listing Rules.

USE OF PROCEEDS AND REASONS FOR THE SUBSCRIPTION

The Company was incorporated in the Cayman Islands with limited liability. The Company is an investment holding company and its subsidiaries are principally engaged in the development and operations of out-of-home advertising media, including advertising in airports, metro lines, billboards and building solutions mainly in the PRC, Hong Kong, Macau and Southeast Asia.

The Group has solid financial position with sufficient financial resources for the operation of the Group. The net proceeds from the issue of the PSCS (after deduction of all related expenses) will be approximately HKD19,700,000, which is intended to be applied as general working capital of the Company.

The Board is of the view that, since the PSCS is considered to be equity of the Company, the entering into of the Subscription Agreement could help control the corporate structure of the Company and represents an opportunity for the Company to raise immediate capital for the Company and to broaden the capital base of the Company. Besides, the issue of PSCS provides additional financial resources without an immediate dilution effect on the shareholding of the existing Shareholders. No conversion right shall be exercised by the holder of the PSCS if the Company will be in breach of the Listing Rules immediately following such Conversion. Mr. Lam has also undertakes that upon Conversion, he will procure the Subscriber to place down the Shares to maintain the public flow of 25% in compliance with the Listing Rules. Also, the issue of PSCS is a cost efficient means to raise funds as the Rate of Distribution is competitive when compared to the prevailing interest rate of bank financing while there is no instant material cash outflow pressure on the Group before the repayment of the PSCS since the PSCS has no maturity date. Furthermore, the Company may at its sole discretion elect to defer a Distribution pursuant to the terms of the PSCS, which makes the financial and cashflow management of the Group more flexible.

The Directors (excluding the independent non-executive Directors who will form their view upon considering the advice of the Independent Financial Adviser) consider that the terms and conditions of the Subscription Agreement were negotiated on an arm's length basis, agreed on normal commercial terms between the Company and the Subscriber and the terms were fair and reasonable. The Subscription Agreement was entered into in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITY BY THE COMPANY IN THE LAST 12 MONTHS

Date of announcement	Fund raising activity	Net proceeds raised (approximately)	Proposed use of the net Proceeds	Actual use of the net proceeds as at the date of the announcement
20 November 2019	Subscription of new shares under general mandate	HKD142,800,000	General working capital and for funding of projects in the PRC and Singapore	HKD77,000,000 were applied as proposed, the remaining proceeds are unutilized

Save for the above, the Company had not conducted any fund raising exercise in the past twelve months immediately preceding the date of this announcement.

LISTING RULES IMPLICATION

The Subscriber is the controlling shareholder of the Company holding 8.03% of the existing issued share capital of the Company and the sole ultimate beneficial owner of the Subscriber is Mr. Lam, who is an executive Director and the controlling shareholder of the Company. The Subscriber is therefore a connected person of the Company and the Subscription constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules, which is subject to the reporting, announcement and Independent Shareholders' approval requirements.

An Independent Board Committee has been formed to advise the Independent Shareholders and the Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Subscription Agreement.

EGM

An EGM will be held to consider and if thought fit, to approve the Subscription Agreement and the transactions contemplated thereunder. The Subscriber and its associates are required to abstain from voting on the resolutions to be proposed at the EGM.

A circular containing, inter alia, further information regarding the Subscription Agreement and a notice of EGM will be despatched to the Shareholders as soon as practicable in accordance with the Listing Rules, which is currently expected to be on or before 26 June 2020.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“associates”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Business Day”	a day, other than a Saturday or Sunday or public holiday, on which commercial banks are generally open for normal banking business in Hong Kong
“Company”	Asiaray Media Group Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the subscription for and issue of the Securities in the principal amount of HKD20,000,000 in accordance with the terms and conditions of the Subscription Agreement
“Conditions”	the terms and conditions of the PSCS
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Conversion”	the exercise of the conversion rights attached to the PSCS and the issuance of the Conversion Shares accordingly

“Conversion Price”	the price at which each Conversion Share(s) will be issued upon Conversion, being HKD5.1 per Conversion Share initially, and subject to adjustments which may be made pursuant to the Conditions
“Conversion Share(s)”	the new Share(s) to be issued upon Conversion
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to approve the Subscription Agreement and the transactions contemplated thereunder
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of the Board comprising all the independent non-executive Directors, established to advise the Independent Shareholders in respect of the Subscription Agreement and the transactions contemplated thereunder
“Independent Financial Adviser”	Pelican Financial Limited, a licensed corporation to carry out type 1 (dealing in securities), type 4 (advertising on securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO and the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Subscription Agreement and the Subscription
“Independent Shareholders”	Shareholders other than the Subscriber and its associates
“Last Trading Date”	4 June 2020, being the last full trading day in the Shares immediately before the publication of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Long Stop Date”	30 October 2020 or such other date as may be agreed in writing between the Company and the Subscriber
“Mr. Lam”	Mr. Lam Tak Hing, Vincent, an executive Director and the controlling shareholder of the Company
“PRC”	the People’s Republic of China and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PSCS”	the perpetual subordinated convertible securities in the principal amount of HKD20,000,000 to be issued by the Company to the Subscriber
“Parity Securities”	any instrument or security (including preference shares) issued, entered into or guaranteed by the Company which ranks or is expressed to rank pari passu with the PSCS
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HKD0.10 each in the share capital of the Company
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Space Management Limited, a company incorporated under the laws of the British Virgin Islands, being a controlling shareholder of the Company holding 8.03% of the existing issued share capital of the Company as at the date of this announcement
“Subscription”	the subscription of the PSCS by the Subscriber pursuant to the terms of the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 4 June 2020 entered into between the Company and the Subscriber in relation to the Subscription

“HKD” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent

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

Hong Kong, 4 June 2020

As at the date of this announcement, the executive Directors are Mr. Lam Tak Hing, Vincent and Mr. Lam Ka Po; the non-executive Directors are Mr. Wong Chi Kin and Mr. Yang Peng; and the independent non-executive Directors are Mr. Ma Andrew Chiu Cheung, Mr. Ma Ho Fai GBS JP and Ms. Mak Ka Ling.