

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Asiaray Media Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Wu Tak Lung (“**Mr. Wu**”) has been appointed as an independent non-executive Director, the chairman of the audit committee of the Board (the “**Audit Committee**”) and a member of the remuneration committee of the Board (the “**Remuneration Committee**”), all with effect immediately after the conclusion of the Company’s annual general meeting held on 12 June 2026.

Mr. Wu, aged 61, holds a bachelor’s degree in Business Administration in Accounting from the Hong Kong Baptist University and a master’s degree in Business Administration jointly from the University of Manchester and the University of Wales. In addition, he also obtained certification for the Environmental, Social and Governance Reporting Certification Course organised by the Hong Kong Chartered Governance Institute. Also, he is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of each of the Chartered Certified Accountants, the Taxation Institute of Hong Kong and The Hong Kong Chartered Governance Institute, and a senior fellow member of the Hong Kong Securities and Investment Institute. He had worked in Deloitte Touche Tohmatsu, an international accounting firm, for five years with last position as audit manager and was then employed by several companies in Hong Kong as head of corporate finance and/or executive director after he left Deloitte Touche Tohmatsu.

Mr. Wu is currently an accounting consultant of the Ministry of Finance of the State Council, a member of the Hospital Governing Committee and the trustee of the Charitable Trust Fund of Pamela Youde Nethersole Eastern Hospital, and a member of the Audit and Risk Committee of Chinese Medicine Hospital operated by the Hong Kong Baptist University (collectively, the “**Offices**”).

Besides, Mr. Wu is currently an independent non-executive director of each of Kam Hing International Holdings Limited (stock code: 2307) (“**Kam Hing**”), Sinopharm Group Co., Ltd. (stock code: 1099) (“**Sinopharm**”) and Zhongguancun Science-Tech Leasing Co., Ltd. (stock code: 1601) (“**Zhongguancun**”), the shares of all of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

In the past three years, Mr. Wu was an independent non-executive director of Henan Jinma Energy Company Limited (stock code: 6885), Minth Group Limited (stock code: 425) and Sinomax Group Limited (stock code: 1418), the shares of all of which are listed on the Main Board of the Stock Exchange.

Besides, Mr. Wu was also an independent non-executive director of Beijing Media Corporation Limited (stock code: 1000) (“**Beijing Media**”).

Mr. Wu has entered into a letter of appointment with the Company and was appointed without a specific term, until terminated by either party by serving not less than three-months’ written notice. In accordance with the memorandum and articles of association of the Company (the “**M&A**”), Mr. Wu shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. As such, he will retire from office and being eligible, offer himself for re-election at the annual general meeting of the Company to be held in 2027. Besides, he is also subject to retirement by rotation at least once every three years and re-election at the annual general meeting in accordance with the M&A.

Mr. Wu is entitled to an annual remuneration of HK\$304,000 and such other fringe benefit as the Board shall in its discretion deem appropriate. The remuneration of Mr. Wu has been reviewed and recommended by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and Mr. Wu’s qualifications, experience, duties and responsibilities. Mr. Wu’s remuneration is subject to review by the Board from time to time.

As at the date of this announcement, Mr. Wu does not have, and is not deemed to have, any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed herein, Mr. Wu has confirmed that:

- (i) he has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years;
- (ii) he has not held any other positions in the Group or other major appointments and professional qualifications;
- (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company;
- (iv) he is independent as regards each of the factors referred to in Rules 3.13(1) to (8) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (v) he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as such term is defined in the Listing Rules) of the Company;
- (vi) there are no other factors that may affect his independence at the time of his appointment;
- (vii) there are no other matters that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) in connection with his appointment; and
- (viii) there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

## **Matters that need to be brought to the attention of the Shareholders**

On 10 February 2022, the Listing Committee of the Stock Exchange publicly criticized, among other persons, Mr. Wu for failing to ensure that adequate and effective internal controls had been maintained by Beijing Media and breaching Rule 3.08(f) of the Listing Rules and his Director's Undertaking, and directed him to attend training on regulatory and legal topics. Mr. Wu has resigned as an independent non-executive director of Beijing Media with effect from 21 April 2020. For details, please refer to the Statement of Disciplinary Action published on the website of the Stock Exchange on 10 February 2022.

## **The view of the nomination committee of the Board (the "Nomination Committee")**

The Nomination Committee has considered the following factors in determining whether Mr. Wu is appropriate to be appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee:

- (i) Mr. Wu, who has ample experience in accounting, finance, and compliance matters, will be able to deliver valuable independent advice to the Company;
- (ii) Mr. Wu is currently an accounting consultant of the Ministry of Finance of the State Council and holds various Offices. As such, Mr. Wu may enhance the Company's corporate image by virtue of his position in the Ministry of Finance of the State Council and his Offices;
- (iii) The above matter was not caused by his personal dishonesty or integrity, which may be material to an evaluation of his character or integrity to be a director of a listed company, and it has not affected Mr. Wu's current positions as a director of a number of companies listed on the Stock Exchange. The board of directors of each of Kam Hing, Zhongguancun and Sinopharm has commenced similar statements; and
- (iv) There has been no other regulatory breach or disciplinary action against Mr. Wu since the above matter and up to the date of this announcement.

Based on the above factors, the Nomination Committee is of view that Mr. Wu is able to provide independent advice, and he may also be conducive to the growth and development of the Group and as such, Mr. Wu is appropriate to be appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee.

The Board would like to take this opportunity to welcome Mr. Wu for joining the Board as an independent non-executive Director.

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

Hong Kong, 12 June 2026

*As at the publication of this announcement, the executive Directors are Mr. Lam Tak Hing, Vincent JP and Mr. Kwan Tat Cheong; the non-executive Director is Mr. Huang Hai; and the independent non-executive Directors are Mr. Ma Ho Fai GBS JP, Ms. Mak Ka Ling and Mr. Wu Tak Lung.*