

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Daman-sara, 60000 Kuala Lumpur on Monday, 3 December 2012 at 9.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, to pass with or without modifications the following resolutions:

ORDINARY RESOLUTION 1
PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN VIEWNET COMPUTER SYSTEM SDN BHD ("VIEWNET") FOR A PURCHASE CONSIDERATION OF RM12,500,000 TO BE SATISFIED VIA THE ISSUANCE OF 125,000,000 ORDINARY SHARES OF RM0.10 EACH IN THE MEDIA SHOPPE BERHAD ("TMS") ("TMS SHARES") AT AN ISSUE PRICE OF RM0.10 PER TMS SHARE ("VIEWNET CONSIDERATION SHARES") ("PROPOSED VIEWNET ACQUISITION")

"THAT, subject to the conditions precedent for the Proposed Viewnet Acquisition being fulfilled and upon the passing of Ordinary Resolution 10 and Special Resolution 1, approval be and is hereby given to the Directors of the Company to acquire the entire equity interest in Viewnet for a purchase consideration of RM12,500,000 via the issuance of the Viewnet Consideration Shares subject to the terms and conditions set out in the share sale agreement dated 11 May 2012 entered into between the Company and the KM Pang Holding Sdn. Bhd., Aura Active Sdn. Bhd. and Ng Pak Yoong;

THAT approval be and is hereby given to the Company for the issuance of the Viewnet Consideration Shares pursuant to the Proposed Viewnet Acquisition and that the Viewnet Consideration Shares to be issued shall, upon allotment and issue, rank *pari passu* in all respects with the existing TMS Shares, except that they shall not be entitled to participate in any dividends, rights, allotments and/or any other distributions that may be declared, made or paid prior to the date of allotment of the Viewnet Consideration Shares;

AND THAT the Directors of the Company be and are hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Viewnet Acquisition, with full and discretionary power to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted or necessary by the relevant authorities, and to take all steps and actions as they may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed Viewnet Acquisition."

ORDINARY RESOLUTION 2
PROPOSED ACQUISITION OF 66% EQUITY INTEREST IN OPEN ADVENTURE SDN BHD ("OA") FOR A PURCHASE CONSIDERATION OF RM1,980,000 TO BE SATISFIED VIA THE ISSUANCE OF 19,800,000 TMS SHARES AT AN ISSUE PRICE OF RM0.10 PER TMS SHARE ("OA CONSIDERATION SHARES") ("PROPOSED OA ACQUISITION")

"THAT, subject to the conditions precedent for the Proposed OA Acquisition being fulfilled and upon the passing of Ordinary Resolution 10 and Special Resolution 1, approval be and is hereby given to the Directors of the Company to acquire 66% equity interest in OA for a purchase consideration of RM1,980,000 via the issuance of the OA Consideration Shares subject to the terms and conditions set out in the share sale agreement dated 11 May 2012 entered into between the Company and Liaw Yit Sun and Chan Chau Loong;

AND THAT approval be and is hereby given to the Company for the issuance of the OA Consideration Shares pursuant to the Proposed OA Acquisition and that the OA Consideration Shares to be issued shall, upon allotment and issue, rank *pari passu* in all respects with the existing TMS Shares, except that they shall not be entitled to participate in any dividends, rights, allotments and/or any other distributions that may be declared, made or paid prior to the date of allotment of the OA Consideration Shares;

AND THAT the Directors of the Company be and are hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed OA Acquisition, with full and discretionary power to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted or necessary by the relevant authorities, and to take all steps and actions as they may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed OA Acquisition."

ORDINARY RESOLUTION 3
PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME FOR THE DIRECTORS AND EMPLOYEES OF TMS AND ITS SUBSIDIARIES

"THAT, subject to the passing of Ordinary Resolution 10 and Special Resolution 1 and subject to the approvals of all relevant regulatory authorities (where required) being obtained, approval be and is hereby given to the Directors of the Company:

i) to establish, implement and administer an Employees' Share Option Scheme ("ESOS" or "Scheme") for the benefit of the eligible Directors and eligible employees of the Company and its subsidiary companies ("TMS Group") who meet the criteria of eligibility for participation in the Scheme in accordance with the By-laws of the Scheme ("By-laws") set out in Appendix XII of the Circular to shareholders dated 6 November 2012 and to adopt and approve the draft By-laws;

ii) to allot and issue from time to time such number of new TMS Shares as may be required to be issued pursuant to the exercise of options under the Scheme (including such additional options issued pursuant to the By-laws), provided that the total number of new TMS Shares to be allotted and issued shall not exceed 30% in aggregate of the total issued and paid-up share capital (excluding treasury shares) of TMS at any point of time during the existence of the Scheme and that such new TMS Shares shall, upon allotment and issue, rank *pari passu* in all respects with the then existing issued and paid-up share capital of TMS, save and except that the new TMS Shares will not be entitled to any dividends, rights, allotment and/or other distributions that may be declared, made or paid prior to the allotment and issue of the new TMS Shares;

iii) to make the necessary applications to Bursa Malaysia Securities Berhad for permission to deal in and for the listing of and quotation for the new TMS Shares that may hereafter from time to time be allotted and issued pursuant to the Scheme (including such additional ESOS options issued pursuant to the By-laws);

iv) to modify and/or amend the Scheme from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Scheme; and

v) to extend the Scheme, if the Directors of the ESOS Committee administering the Scheme deem fit, for a further period of up to 5 years without further obtaining the approvals of the shareholders of the Company in a general meeting and the relevant regulatory authorities and to consent to and to adopt, if the Directors so deem fit and expedient, such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in respect of the Scheme.

THAT the Directors of the Company be and are hereby authorised to give effect to the Scheme with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities;

AND THAT the proposed By-laws of the Scheme, as set out in Appendix XII of the Circular, be and is hereby approved."

ORDINARY RESOLUTION 4
PROPOSED GRANTING OF ESOS OPTIONS TO TAN OOI JIN

"THAT, subject to the passing of the Ordinary Resolution 3 above and the approvals of all other relevant authorities, where applicable, the Directors of the Company be and are hereby authorised, at any time from time to time during the duration of the Scheme, to offer and grant to Tan Ooi Jin, the Chairman / Independent Non-Executive Director of the Company, options to subscribe for new TMS Shares under the Scheme PROVIDED THAT:

a) the number of new TMS Shares allocated, in aggregate, to the Directors and senior management of the TMS Group does not exceed 50% of the total number of new TMS Shares available under the Scheme; and

b) the number of new TMS Shares allocated to any eligible Director and eligible employee who, either singly or collectively through persons connected with them, holds 20% or more of the issued and paid-up share capital of the Company, does not exceed 10% of the total new TMS Shares available under the Scheme,

and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the Scheme."

ORDINARY RESOLUTION 5
PROPOSED GRANTING OF ESOS OPTIONS TO CHRISTOPHER CHAN HOOI GUAN

"THAT, subject to the passing of the Ordinary Resolution 3 above and the approvals of all other relevant authorities, where applicable, the Directors of the Company be and are hereby authorised, at any time from time to time during the duration of the Scheme, to offer and grant to Christopher Chan Hooi Guan, the Chief Executive Officer / Executive Director of the Company, options to subscribe for new TMS Shares under the Scheme PROVIDED THAT:

a) the number of new TMS Shares allocated, in aggregate, to the Directors and senior management of the TMS Group does not exceed 50% of the total number of new TMS Shares available under the Scheme; and

b) the number of new TMS Shares allocated to any eligible Director and eligible employee who, either singly or collectively through persons connected with them, holds 20% or more of the issued and paid-up share capital of the Company, does not exceed 10% of the total new TMS Shares available under the Scheme,

and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the Scheme."

ORDINARY RESOLUTION 6
PROPOSED GRANTING OF ESOS OPTIONS TO LEE LI CHAIN

"THAT, subject to the passing of the Ordinary Resolution 3 above and the approvals of all other relevant authorities, where applicable, the Directors of the Company be and are hereby authorised, at any time from time to time during the duration of the Scheme, to offer and grant to Lee Li Chain, the Finance Director / Executive Director of the Company, options to subscribe for new TMS Shares under the Scheme PROVIDED THAT:

a) the number of new TMS Shares allocated, in aggregate, to the Directors and senior management of the TMS Group does not exceed 50% of the total number of new TMS Shares available under the Scheme; and

b) the number of new TMS Shares allocated to any eligible Director and eligible employee who, either singly or collectively through persons connected with them, holds 20% or more of the issued and paid-up share capital of the Company, does not exceed 10% of the total new TMS Shares available under the Scheme,

and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the Scheme."

ORDINARY RESOLUTION 7
PROPOSED GRANTING OF ESOS OPTIONS TO LIM BOON HONG

"THAT, subject to the passing of the Ordinary Resolution 3 above and the approvals of all other relevant authorities, where applicable, the Directors of the Company be and are hereby authorised, at any time from time to time during the duration of the Scheme, to offer and grant to Lim Boon Hong, an Independent Non-Executive Director of the Company, options to subscribe for new TMS Shares under the Scheme PROVIDED THAT:

a) the number of new TMS Shares allocated, in aggregate, to the Directors and senior management of the TMS Group does not exceed 50% of the total number of new TMS Shares available under the Scheme; and

b) the number of new TMS Shares allocated to any eligible Director and eligible employee who, either singly or collectively through persons connected with them, holds 20% or more of the issued and paid-up share capital of the Company, does not exceed 10% of the total new TMS Shares available under the Scheme,

and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the Scheme."

ORDINARY RESOLUTION 8
PROPOSED GRANTING OF ESOS OPTIONS TO DATO' CHAIRIL NAZRI BIN AHMAD

"THAT, subject to the passing of the Ordinary Resolution 3 above and the approvals of all other relevant authorities, where applicable, the Directors of the Company be and are hereby authorised, at any time from time to time during the duration of the Scheme, to offer and grant to Dato' Chairil Nazri Bin Ahmad, an Independent Non-Executive Director of the Company, options to subscribe for new TMS Shares under the Scheme PROVIDED THAT:

a) the number of new TMS Shares allocated, in aggregate, to the Directors and senior management of the TMS Group does not exceed 50% of the total number of new TMS Shares available under the Scheme; and

b) the number of new TMS Shares allocated to any eligible Director and eligible employee who, either singly or collectively through persons connected with them, holds 20% or more of the issued and paid-up share capital of the Company, does not exceed 10% of the total new TMS Shares available under the Scheme,

and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the Scheme."

ORDINARY RESOLUTION 9
PROPOSED GRANTING OF ESOS OPTIONS TO LAI SOON YIP

"THAT, subject to the passing of the Ordinary Resolution 3 above and the approvals of all other relevant authorities, where applicable, the Directors of the Company be and are hereby authorised, at any time from time to time during the duration of the Scheme, to offer and grant to Lai Soon Yip, an Independent Non-Executive Director of the Company, options to subscribe for new TMS Shares under the Scheme PROVIDED THAT:

a) the number of new TMS Shares allocated, in aggregate, to the Directors and senior management of the TMS Group does not exceed 50% of the total number of new TMS Shares available under the Scheme; and

b) the number of new TMS Shares allocated to any eligible Director and eligible employee who, either singly or collectively through persons connected with them, holds 20% or more of the issued and paid-up share capital of the Company, does not exceed 10% of the total new TMS Shares available under the Scheme,

and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the Scheme."

ORDINARY RESOLUTION 10
PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF TMS FROM RM100,000,000 COMPRISING 1,000,000,000 TMS SHARES TO RM500,000,000 COMPRISING 5,000,000,000 TMS SHARES BY THE CREATION OF AN ADDITIONAL 4,000,000,000 TMS SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, the authorised share capital of TMS be and is hereby increased from RM100,000,000 comprising 1,000,000,000 TMS Shares of RM0.10 each to RM500,000,000 comprising 5,000,000,000 TMS Shares of RM0.10 each by the creation of an additional 4,000,000,000 new TMS Shares of RM0.10 each;

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as may be necessary or expedient in order to give effect to and complete the Proposed Increase in Authorised Share Capital."

SPECIAL RESOLUTION 1
PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF TMS ("PROPOSED AMENDMENT")

"THAT the existing Clause 5 of the Memorandum of Association of the Company be deleted in its entirety and the following be substituted therefore:

New Clause 5 of the Memorandum of Association

The capital of the Company is RM500,000,000.00 divided into 5,000,000,000 ordinary shares of RM0.10 each. The Company shall have the power to increase, or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively preferential, deferred or special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, any preference shares may be issued on the terms that it is, or at the option of the Company, liable to be redeemed.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as may be necessary or expedient in order to give effect to and complete the Proposed Amendment."

BY ORDER OF THE BOARD

LAI CHEE WAH (MAICSA 7031124)
PANG CHIA TYNG (MAICSA 7034545)
Company Secretary

Kuala Lumpur
6 November 2012

Notes:

1. A member may appoint up to two (2) proxies to attend and vote instead. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Companies Commission of Malaysia.

2. Where a Member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.

3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, such member may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

5. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.

6. To be valid, this form which is duly completed must be deposited at the registered office of the Company at 10th Floor, Menara Hap Seng, No. 1 & 3 Jalan P. Ramlee, 50250 Kuala Lumpur not less than forty eight (48) hours before the time for holding the meeting PROVIDED THAT in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, PROVIDED ALWAYS that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).

7. For the purpose of determining who shall be entitled to attend the Extraordinary General Meeting of the Company, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 58 of the Articles of Association of the Company and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 26 November 2012 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at the Extraordinary General Meeting.