

The Media Shoppe Berhad (383028-D)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of THE MEDIA SHOPPE BERHAD (383028-D) ("Company" or "TMS") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 21 June 2013 at 3.00 p.m. for the following purposes:

1.	To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon.	(Please refer to Explanatory Note 1)
2.	To re-elect Dato' Chairil Nazri Bin Ahmad, Director who is retiring in accordance with Article 83 of the Company's Articles of Association.	(Ordinary Resolution 1)
3.	To re-elect Mr Lim Boon Hong, Director who is retiring in accordance with Article 83 of the Company's Articles of Association.	(Ordinary Resolution 2)
4.	To approve the payment of Directors' fees of RM200,000 for the financial year ending 31 December 2013 which is payable quarterly in arrears.	(Ordinary Resolution 3)
5.	To re-appoint Messrs Crowe Horwath as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	(Ordinary Resolution 4)
6.	As Special Business To consider and, if thought fit, with or without any modification, to pass the following Resolution:	
	Authority to Issue Shares "THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."	(Ordinary Resolution 5)

By Order of the Board

SOO SHIOW FANG (MAICSA 7044946)

PANG CHIA TNYG (MAICSA 7034545)

Company Secretaries

Kuala Lumpur

30 May 2013

Explanatory Notes on Ordinary and Special Business:

- Item 1 of the Agenda**
The Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolution 5**
Ordinary Resolution 5 is proposed for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965, to issue new shares in the Company from time to time provided that the aggregate number of shares issue pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital (excluding treasury shares) of the Company for the time being. The General Mandate, unless revoked or varied by the Company in General Meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
The renewal of the General Mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purposes of funding future investment project(s), working capital and/or acquisition(s).
As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 22 June 2012 which will lapse at the conclusion of the Seventeenth Annual General Meeting.

Notes:

- 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.
- 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.
- 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.
- 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.
- If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
- 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 eights (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/their 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).
- For the purpose of determining who shall be entitled to attend this meeting, 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 13 June 2013 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting.
- Member and proxy are encouraged to participate at the meeting and may request for poll voting in accordance with the Articles of Association of the Company.