

THE MEDIA SHOPPE BERHAD (383028-D)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of THE MEDIA SHOPPE BERHAD (383028-D) ("Company" or "TMS") will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 25 June 2014 at 3.00 p.m. for the following purposes: -

1.	To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon.	(Please refer to Explanatory Note 1)
2.	To re-elect Mr Tan Ooi Jin, Director who is retiring in accordance with Article 83 of the Company's Articles of Association.	(Ordinary Resolution 1)
3.	To re-elect Mr Lai Soon Yip, 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 2014 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)
7.	To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.	

By Order of the Board

SOO SHIOW FANG (MAICSA 7044946)

NG SALLY (MAICSA 7060343)

Company Secretaries

Kuala Lumpur

3 June 2014

Explanatory Notes on Ordinary and Special Business:

1) 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.

2) Item 6 of the Agenda

The proposed Ordinary Resolution 5, if passed, will authorise the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approvals of all relevant governmental/regulatory bodies. This authorisation will empower the Directors of the Company to issue shares notwithstanding that the authorisation has ceased to be in force if the shares are issued in pursuance of an offer, agreement or option made or granted by the Directors while the authorisation was in force. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.

The proposed Ordinary Resolution 5 is a new mandate being sought. The previous mandate granted to the Directors by the members at the last Annual General Meeting was utilised with the successful listing and quotation of 79,107,000 placement shares, representing 10% of the issued and paid-up share capital of the Company, on the ACE Market of Bursa Malaysia Securities Berhad on 29 August 2013 ("Private Placement"). The Private Placement raised a total proceed of RM7,910,700, intended to be utilised for working capital for the Company and its subsidiaries and to cover expenses relating to the Private Placement. As at the date of this Notice, the amount is yet to be fully utilised. The purpose of the new mandate is for further possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

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 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).
- 7) 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 17 June 2014 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting.
- 8) 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.