



THE MEDIA SHOPPE BERHAD (Company No. 383028-D)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of The Media Shoppe Berhad (“**TMS**” or the “**Company**”) will be held at Level 16, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 19 January 2016 at 9.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF TMS AND ITS SUBSIDIARIES TO INCLUDE PROPERTY CONSTRUCTION AND ITS RELATED BUSINESS (“PROPOSED DIVERSIFICATION”)

“**THAT** for the purposes of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”) and all other purposes, the shareholders hereby approve the Proposed Diversification.

AND THAT, subject to the Listing Requirements and the approval of all relevant authorities (if any), the Company do hereby approve and authorise the Board of Directors of the Company (“**Board**”) to implement the Proposed Diversification **AND THAT** the Board be and are hereby authorised to do all such acts, deeds and things as are necessary to give full effect to the aforesaid Proposed Diversification with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities.”

ORDINARY RESOLUTION 2

PROPOSED VARIATION TO THE UTILISATION OF PROCEEDS RAISED FROM THE RIGHTS ISSUE WHICH WAS COMPLETED ON 19 JANUARY 2012 (“PROPOSED VARIATION”)

“**THAT** approval be and is hereby given to the Board to redeploy part of the proceeds raised from the rights issue which was completed on 19 January 2012, amounting to RM12.00 million, originally allocated for overseas expansion, to be utilised for its property construction and its related business.

AND THAT, the Directors be and are hereby authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to execute all such documents as may be required to implement, finalised and give full effect to the Proposed Variation.”

SPECIAL RESOLUTION 1

PROPOSED CHANGE OF NAME FROM “THE MEDIA SHOPPE BERHAD” TO “SKH CONSORTIUM BERHAD” (“PROPOSED CHANGE OF NAME”)

“**THAT** the name of the Company be changed from “The Media Shoppe Berhad” to “SKH Consortium Berhad” with effect from the date of Certificate of Incorporation of Change of Name of the Company issued by the Companies Commission of Malaysia and that the name of the Company wherever appears in the Memorandum and Articles of Association be and is hereby amended accordingly.

AND THAT the Directors be and are hereby authorised to give effect to the Proposed Change of Name with full power to assent to any condition, modifications, variations and/or amendments as may be required by the relevant authorities.”

BY ORDER OF THE BOARD

LEONG SUE CHING (MAICSA 7040814)

Company Secretary
Kuala Lumpur
28 December 2015

Notes:

1. A member may appoint up to two (2) proxies to attend and vote in his/her stead. 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 No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan, 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 Proxy Form 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 13 January 2016 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.