



ASIA MEDIA GROUP BERHAD

(Company No. 813137-V)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Asia Media Group Berhad (“**AMEDIA**” or “**Company**”) will be held at Ivory 10 Room, Holiday Villa Hotel and Suites Subang 9, Jalan SS12/1, 47500 Subang Jaya, Selangor Darul Ehsan on Wednesday, 5 December 2012 at 9.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION I

- INCREASE IN THE AUTHORISED SHARE CAPITAL

“THAT the authorised share capital of the Company be increased from RM50,000,000.00 divided into 500,000,000 ordinary shares of RM0.10 each to RM100,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.10 each by the creation of 500,000,000 new ordinary shares of RM0.10 each and such new shares shall rank *pari passu* in all respects with the existing ordinary shares in the capital of the Company.”

ORDINARY RESOLUTION II

- PROPOSED BONUS ISSUE OF 250,800,000 NEW ORDINARY SHARES OF RM0.10 EACH IN AMEDIA (“AMEDIA SHARES”) (“BONUS SHARES”) ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) EXISTING AMEDIA SHARE HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE OF SHARES”)

1. “THAT subject to the passing of Ordinary Resolution I and Special Resolution, approval be and is hereby given to the Board of Directors of the Company to issue 250,800,000 Bonus Shares on the basis of one (1) Bonus Share for every one (1) existing AMEDIA Share held by the shareholders of the Company at the Entitlement Date (“**Entitled Shareholder**”).”
2. “THAT the Board be and is hereby authorised to capitalise a total sum of RM25,080,000 from the Company’s share premium account and/or retained earnings for the purpose of Proposed Bonus Issue of Shares.”
3. “THAT such Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing AMEDIA Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments, warrants and/or other distributions that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of the Bonus Shares.”
4. “THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any condition, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Bonus Issue of Shares.”

ASIA MEDIA GROUP BERHAD
(Company No. 813137-V)

(Notice of Extraordinary General Meeting-cont'd)

ORDINARY RESOLUTION III

- PROPOSED ISSUE OF 250,800,000 FREE WARRANTS (“WARRANTS”) ON THE BASIS OF ONE (1) WARRANT FOR EVERY ONE (1) EXISTING AMEDIA SHARE HELD AT THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE OF SHARES (“PROPOSED FREE WARRANTS ISSUE”)

1. “THAT subject to the passing of Ordinary Resolution I, Ordinary Resolution II and Special Resolution, approval be and is hereby given to the Board of Directors to create and issue 250,800,000 Warrants on the basis of one (1) Warrant for every one (1) existing AMEDIA Share held by the Entitled Shareholders at the same Entitlement Date as the Proposed Bonus Issue of Shares.”
2. “THAT approval be and is hereby given to the Board to create and issue the Warrants based on the indicative principal terms of the Warrants as set out in the circular to the shareholders of the Company dated 12 November 2012 and the terms and conditions of a deed poll to be executed by the Company (“Deed Poll”).”
3. “THAT the new AMEDIA Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing AMEDIA Shares, save and except that the new AMEDIA Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date for the distribution precedes the date of allotment and issuance of the new AMEDIA Shares arising from the exercise of the Warrants.”
4. “THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company including fixing the exercise price of the Warrants with full powers to assent to any condition, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Free Warrants Issue.”
5. “THAT the Board be and is hereby authorised to enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll.”
6. “THAT the proceeds to be derived from the exercise of Warrants to be utilised in the manner as set out in Section 2.2.5 of the circular dated 12 November 2012 and the Board be and are hereby authorised to revise the utilisation of the proceeds as they may deem fit and in the interest of the Company.”

ASIA MEDIA GROUP BERHAD
(Company No. 813137-V)

(Notice of Extraordinary General Meeting-cont'd)

**SPECIAL RESOLUTION
- AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

“THAT subject to the passing of the Ordinary Resolution I above, the Memorandum of Association of the Company be amended by deleting the existing Clause 6 in its entirety and replace with the following new Clause 6:

Existing Clause 6 of Memorandum of Association	Amended Clause 6 of Memorandum of Association
“The capital of the Company is RM50,000,000/- Malaysian Currency divided into 500,000,000 shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.”	“The capital of the Company is RM100,000,000/- Malaysian Currency divided into 1,000,000,000 shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.”

By Order of the Board

SEE SIEW CHENG (MAICSA 7011225)
LEONG SHIAK WAN (MAISCA 7012855)
Company Secretaries

Petaling Jaya
Date: 12 November 2012

Notes:

- 1. A member of the Company entitled to attend and vote at this meeting may appoint not more than two (2) proxies to vote in his stead. Where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company and the provisions of Section 149(a) and 149(b) of the Companies Act, 1965 shall not apply to the Company.*
- 2. A member who is an authorised nominee as defined under the Securities Industries (Central Depositor) Act, 1991 may appoint not more than two (2) proxies in respect of each securities account.*
- 3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation, it must be under its seal or under the hand of an officer or attorney duly authorised.*
- 4. The instrument appointing a proxy to be deposited at Ground Floor, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.*
- 5. Only members whose names appear in the Record of Depositors on 29 November 2012 shall be entitled to attend, speak and vote at the Extraordinary General Meeting.*