



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of ORIENTED MEDIA GROUP BERHAD ("OMEDIA" or "the Company") will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Monday, 24 December 2012 at 9.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2012 together with the Reports of Directors and Auditors thereon **(Please refer to Note A).**
2. To approve the payment of Directors' fees for the financial year ended 30 June 2012. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who retire in accordance with Article 83 of the Company's Articles of Association:-
(1) Carel Limburg **(Ordinary Resolution 2)**
(2) Wan Yee Jian **(Ordinary Resolution 3)**
(3) Lau Hong Thiam @ Law Hong Thiam **(Ordinary Resolution 4)**
4. To re-elect the following Director who retires in accordance with Article 86 of the Company's Articles of Association:-
(1) Yeoh Chi Chern **(Ordinary Resolution 5)**
5. To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

As Special Business

To consider and if thought fit, to pass the following resolutions:-

6. Authority to Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965
"THAT, subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and approval and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors be and are hereby empowered pursuant to Section 132D of the Act to allot and issue new ordinary shares of RM0.10 each in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed ten percent (10%) of the issued and paid-up share capital for the time being of the Company AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." **(Ordinary Resolution 7)**
7. Proposed Amendments to the Articles of Association of the Company
"THAT, the proposed amendments to the Company's Article of Association ("Proposed Amendments") as set out in the Annual Report 2012 dated 30 November 2012 be and are hereby approved AND THAT the Directors and/or the Secretary of the Company be and are hereby authorised to take all steps as are necessary and expedite in order to implement, finalise and give full effect to the Proposed Amendments." **(Special Resolution 1)**
8. To transact any other ordinary business of which due notice shall have been given.

By order of the Board

YEO PUAY HUANG (LS 0000577)

PANG KAH MAN (MIA 18831)

Joint Company Secretaries

Kuala Lumpur

30 November 2012

NOTES:-

- (A) This 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 and hence, is not put forward for voting.
1. Only depositors whose names appear in the Record of Depositors as at 17 December 2012 shall be regarded as members and be entitled to attend, speak and vote at the Meeting.
2. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting on a show of hands or on a poll in his stead provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are complied with. There shall be no restriction as to the qualification of the proxy.
3. 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.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an officer or attorney so authorised.
6. To be valid, the duly completed proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Registered Office of the Company at 3-2, 3rd Mile Square, No. 151 Jalan Kelang Lama, Batu 3½, 58100 Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding this meeting or any adjournment thereof PROVIDED ALWAYS THAT in the event the member(s) duly executed the proxy form does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy; and the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. Ordinary Resolution no. 7

Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution no. 7 under Item 6, if passed, will grant general mandate ("General Mandate") and empower the Directors of the Company, from the date of the above Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding in total ten percent (10%) of the issued and paid-up capital of the Company for the time being for such purposes as they may think fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, shall continue to be in full force until the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, 250,000 new shares were issued by the Company pursuant to the Private Placement Exercise pursuant to the previous mandate granted to the Directors since the last Annual General Meeting held on 23 December 2011. **The proceeds of RM25,000-00 were for working capital purpose and had been fully utilised as at the date of this notice.**

The General Mandate, if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisition.

2. Special Resolution no. 1

Proposed Amendments to the Articles of Association of the Company

The proposed Special Resolution no. 1 under Item 7, is intended to streamline the Company's Articles of Association to be aligned with the recent amendments to the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad which took effect on 3 January 2012 and to ensure clarity and consistency throughout the Articles of Association. Further details on the proposed amendments to the Articles of Association are provided in the Annual Report dated 30 November 2012 on the same.