



## 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 Tioman Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Monday, 29 July 2013 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 AUTHORISED SHARE CAPITAL**

“THAT the authorised share capital of the Company be increased from RM100,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.10 each to RM200,000,000.00 divided into 2,000,000,000 ordinary shares of RM0.10 each by the creation of 1,000,000,000 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 RENOUNCEABLE RIGHTS ISSUE OF UP TO 752,400,000 NEW ORDINARY SHARES OF RM0.10 EACH IN AMEDIA (“AMEDIA SHARES”) (“RIGHTS SHARES”) ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING AMEDIA SHARE HELD, TOGETHER WITH UP TO 188,100,000 FREE NEW WARRANTS 2013/2018 (“ADDITIONAL WARRANTS”) ON THE BASIS OF ONE (1) ADDITIONAL WARRANT FOR EVERY FOUR (4) RIGHTS SHARES SUBSCRIBED AT AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED RIGHTS ISSUE OF SHARES WITH WARRANTS”)**

“THAT, subject to and conditional upon the passing of Ordinary Resolution I, Ordinary Resolution III and Special Resolution, the Board of Directors of AMEDIA (“**Board**”) be and is hereby authorised to:

- (i) provisionally issue and allot by way of a renounceable rights issue of up to 752,400,000 Rights Shares at an issue price to be determined later by the Board on the basis of one (1) Rights Share for every one (1) existing AMEDIA Share held, together with up to 188,100,000 free Additional Warrants on the basis of one (1) Additional Warrant for every four (4) Rights Shares subscribed by the shareholders of AMEDIA whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board;
- (ii) determine the final issue price of the Rights Shares after taking into consideration the theoretical ex-rights price of AMEDIA Shares based on the five (5)-day volume weighted average market price (“**5D-VWAP**”) of AMEDIA Shares prior to the price fixing date to be determined by the Board after taking into consideration the following:
  - (a) the theoretical ex-rights price (“**TERP**”) of AMEDIA Shares, based on the 5D-VWAP of AMEDIA Shares with a discount to the TERP if deemed appropriate by the Board prior to the price fixing date to be determined later by the Board;
  - (b) the prevailing market sentiments at the point of price fixing;
  - (c) the historical price movement of AMEDIA Shares;
  - (d) the par value of AMEDIA Shares of RM0.10 each; and

- (e) the funding requirements of AMEDIA and its subsidiaries, details of which are set out in Section 2.1.6 of the Circular to shareholders dated 4 July 2013;
- (iii) enter into and execute the supplemental deed poll (“**Supplemental Deed Poll**”) and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Supplemental Deed Poll;
- (iv) allot and issue such additional new warrants 2013/2018 as may be required or permitted to be issued as a consequence of the adjustments under the provisions in the deed poll executed by the Company dated 12 December 2012 (“**Adjustment Warrants**”);
- (v) utilise the proceeds to be derived from the Proposed Rights Issue of Shares with Warrants in the manner as set out in Section 2.1.6 of Part A of the Circular and the Board be and is hereby authorised to revise the utilisation of the proceeds as they may deem fit and in the best interest of the Company;

THAT, the Board be and is hereby authorised to deal with any fractional entitlements of the Rights Shares, unsubscribed Rights Shares, Additional Warrants and Adjustment Warrants that may arise from the Proposed Rights Issue of Shares with Warrants, in such manner at their absolute discretion as they may deem fit or expedient or in the best interest of the Company;

THAT, the Rights Shares with Additional Warrants which are not taken up or validly taken up shall be made available for excess applications by the entitled shareholders and/or their renounee(s) (if applicable) and such excess Rights Shares shall be allocated in a fair and equitable manner on a basis to be determined by the Board and announced later by the Company;

THAT, such Additional Warrants and Adjustment Warrants are constituted by the terms and conditions of the Deed Poll and/or the Supplemental Deed Poll;

THAT, the Company shall allot and issue such appropriate number of new AMEDIA Shares arising from the exercise by the holders of Additional Warrants and/or Adjustment Warrants in accordance with the provisions in the Deed Poll and/or the Supplemental Deed Poll;

THAT, the Rights Shares and the new AMEDIA Shares to be issued arising from the exercise of the Additional Warrants and/or Adjustment Warrants shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing AMEDIA Shares, save and except that the Rights Shares and 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 issuance and allotment of the Rights Shares and the new AMEDIA Shares arising from the exercise of the Additional Warrants and/or Adjustment Warrants;

THAT, the Additional Warrants and Adjustment Warrants to be issued shall, upon issuance and allotment, rank *pari passu* in all respects with the outstanding warrants 2013/2018;

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Rights Issue of Shares with Warrants with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue of Shares with Warrants.”

**ORDINARY RESOLUTION III**

**- PROPOSED EXEMPTION FOR WONG SK HOLDINGS SDN BHD (“WHSB”) FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING AMEDIA SHARES AND WARRANTS 2013/2018 NOT ALREADY OWNED BY WHSB UNDER PARAGRAPH 16.1 OF PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 2010 (“CODE”) (“PROPOSED EXEMPTION”)**

“THAT, subject to the passing of Ordinary Resolution II above and approvals being obtained from the Securities Commission Malaysia, including but not limited to compliance with such conditions as may be imposed by the Securities Commission Malaysia, approval be and is hereby given to exempt WHSB from the obligation to undertake a mandatory take-over offer for all the remaining AMEDIA Shares and warrants 2013/2018 not already owned by WHSB under paragraph 16.1 of Practice Note 9 of the Code as set out in Section 2.2 of the circular to shareholders of AMEDIA in relation to the Proposed Exemption dated 4 July 2013, which covers the situation wherein the equity interest of WHSB in AMEDIA increasing to more than thirty-three per centum (33%) but not more than fifty per centum (50%) upon the completion of the Proposed Rights Issue of Shares with Warrants.

AND THAT, the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Exemption.”

**SPECIAL RESOLUTION**

**- AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY (“PROPOSED AMENDMENT”)**

“THAT subject to the passing of the Ordinary Resolution I and Ordinary Resolution II 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:

<b>Existing Clause 6 of Memorandum of Association</b>	<b>Amended Clause 6 of Memorandum of Association</b>
“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.”	“The capital of the Company is RM200,000,000/- Malaysian Currency divided into 2,000,000,000 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: 4 July 2013

*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 23 July 2013 shall be entitled to attend, speak and vote at the Extraordinary General Meeting.*