



ASIA MEDIA GROUP BERHAD

(Company No.: 813137-V)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") 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 Wednesday, 28 May 2014 at 10.30 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME OF UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE SCHEME ("PROPOSED SIS")

"THAT subject to the provisions of the Companies Act, 1965, approval be and is hereby given for the Company and the Directors of the Company to:

- establish and administer the Proposed SIS which involves the granting of options to all eligible persons of the Company and its subsidiaries ("AMEDIA Group" or "Group") including Directors of our Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation of the Proposed SIS ("Eligible Persons") as set out in the By-Laws, a draft of which is set out in **Appendix I** of the circular to shareholders dated 17 April 2014 ("By-Laws");
- allot and issue from time to time such number of new ordinary shares of RM0.10 each in AMEDIA ("AMEDIA Shares") as may be required to be issued pursuant to the exercise of the options under the Proposed SIS provided that the aggregate number of AMEDIA Shares to be allotted and issued shall not exceed fifteen percent (15%) of the issued and paid-up share capital of the Company (excluding treasury shares, if any) at any one time during the duration of the scheme;
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new AMEDIA Shares which may from time to time be allotted and issued pursuant to the Proposed SIS and such new AMEDIA Shares will, upon issuance, allotment and full payment, rank *pari passu* in all respects with the then existing issued and paid-up shares of the Company save and except that the new AMEDIA Shares will not be entitled to any dividends, rights, allotments or any other distributions, the entitlement date of which is prior to the date of issuance and allotment of such new AMEDIA Shares; and
- modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

ORDINARY RESOLUTIONS 2 TO 5

(PROPOSED GRANTING OF SIS OPTIONS (AS DEFINED HEREIN) TO THE DIRECTORS OF AMEDIA)

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF OPTIONS TO DATUK SERI SYED ALI BIN TAN SRI ABBAS ALHABSHEE

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datuk Seri Syed Ali Bin Tan Sri Abbas Alhabshee, being the Independent Non-Executive Chairman of the Company, options to subscribe for new AMEDIA Shares ("SIS Options") and if such options are accepted and exercised, to allot and issue such number of new AMEDIA Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Datuk Seri Syed Ali Bin Tan Sri Abbas Alhabshee, as long as Datuk Seri Syed Ali Bin Tan Sri Abbas Alhabshee either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of AMEDIA (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF OPTIONS TO DATO' WONG SHEE KAI

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Wong Shee Kai, being the Executive Director and Chief Executive Officer of the Company, options to subscribe for new AMEDIA Shares and if such options are accepted and exercised, to allot and issue such number of new AMEDIA Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Dato' Wong Shee Kai, as long as Dato' Wong Shee Kai either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of AMEDIA (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS TO DATO' HUSSIAN @ RIZAL BIN A. RAHMAN

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Hussian @ Rizal Bin A. Rahman, being the Independent Non-Executive Director of the Company, options to subscribe for new AMEDIA Shares and if such options are accepted and exercised, to allot and issue such number of new AMEDIA Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Dato' Hussian @ Rizal Bin A. Rahman, as long as Dato' Hussian @ Rizal Bin A. Rahman either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of AMEDIA (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF OPTIONS TO YEONG SIEW LEE

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Yeong Siew Lee, being the Independent Non-Executive Director of the Company, options to subscribe for new AMEDIA Shares and if such options are accepted and exercised, to allot and issue such number of new AMEDIA Shares as may be required to be issued to her under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Yeong Siew Lee, as long as Yeong Siew Lee either singly or collectively through persons connected with her (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of AMEDIA (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

BY ORDER OF THE BOARD

ASIA MEDIA GROUP BERHAD

SEE SIEW CHENG (MAICSA 7011225)

LEONG SHIAK WAN (MAISCA 7012855)

Company Secretaries

Petaling Jaya, Selangor Darul Ehsan

17 April 2014

Notes:

- 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.
- A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint not more than two (2) proxies in respect of each securities account.
- 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.
- 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.
- Only members who names appear in the Record of Depositors on 22 May 2014 shall be entitled to attend, speak and vote at the Extraordinary General Meeting.