



## ASIA MEDIA GROUP BERHAD

(Company No. 813137-V)  
(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Sixth Annual General Meeting of Asia Media Group Berhad ("the Company") will be convened and held at Tioman Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 28 May 2014 at 9.00 a.m. for the following purposes :-

#### AGENDA

As Ordinary Businesses:-

1. To receive the Statutory Financial Statements for the year ended 31 December 2013 together with the Directors' and Auditors' Reports thereon. **(Resolution 1)**
2. To approve the payment of Directors' Fees of RM162,000.00 for the year ended 31 December 2013. **(Resolution 2)**
3. To re-elect Dato' Wong Shee Kai who retires in accordance with Article 70 of the Company's Articles of Association. **(Resolution 3)**
4. To re-appoint Messrs STYL Associates as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**

As Special Business:-

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

#### Ordinary Resolution

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

"THAT subject always to the Companies Act, 1965, the Company's Articles of Association and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**(Resolution 5)**

6. To transact any other business for which due notice shall have been given.

ON BEHALF OF THE BOARD

**SEE SIEW CHENG**

MAICSA 7011225

**LEONG SHIAK WAN**

MAICSA 7012855

Joint Company Secretaries

Petaling Jaya

7 May 2014

#### 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 Industry (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 22 May 2014 shall be entitled to attend, speak and vote at the Annual General Meeting.

#### EXPLANATORY NOTE TO SPECIAL BUSINESSES: -

#### Resolution 5 - Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 5 is proposed for the purpose of granting a renewed general mandate and authorise the Directors of the Company to issue and allot shares up to an aggregate amount not exceeding 10% of the issued and paid-up capital of the Company for the time being for such purposes as the Directors would consider to be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next conclusion of the Annual General Meeting of the Company.

The authority is to avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. The aforesaid authority is to give the Directors the authority and flexibility to raise fund more expeditiously via issuance of shares for purpose of funding future investments, working capital and/or any acquisition.

As at the date of this Notice, 94,665,000 new ordinary shares of RM0.10 each in the Company were issued pursuant to the authority granted to the Directors at the Fifth Annual General Meeting held on 28 May 2013 and which will lapse at the conclusion of the Sixth Annual General Meeting. The proceeds of RM9,466,500.00 raised from the issuance of 94,665,000 shares via the Private Placement as at the date of this Notice were utilised for the purchase of contents and broadcasting rights; and payment for expenses in relation to the Private Placement.