

THE MEDIA SHOPPE BERHAD (Company No. 383028-D)
(Incorporated in Malaysia under the Companies Act, 1965)
NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of The Media Shoppe Berhad (“TMS” or the “Company”) will be held at Level 16, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, on Monday, 6 April 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following special and ordinary resolutions, with or without modifications:-

SPECIAL RESOLUTION – PROPOSED SHARE CAPITAL REDUCTION BY THE CANCELLATION OF RM0.05 OF THE PAR VALUE OF EVERY EXISTING ORDINARY SHARE IN TMS (“TMS SHARE(S)” OR “SHARE(S)”) OF RM0.10 EACH PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)

“**THAT** subject to the approvals being obtained from the relevant authorities, including but not limited to the confirmation by High Court of Malaya pursuant to Section 64 of the Act, approval be and is hereby given to the Company to give effect to the Proposed Share Capital Reduction;

THAT the credit arising from the Proposed Share Capital Reduction is proposed to be utilised to offset against the accumulated losses of TMS;

THAT the remaining credit after the set-off of the accumulated losses will be credited to the retained earnings of the Company, which shall include but not limited; to be distributed, capitalised and/or set-off accumulated losses in the future (if any) by the Company in the manner to be determined by the Board of Directors of TMS (“**Board**”) at a later date;

AND THAT the Board be and are hereby authorised with full powers to take all steps and do all such acts and matters as they may deem fit, necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed Share Capital Reduction and with all preparatory steps taken and things done to date by the Board (if any) in respect of the Proposed Share Capital Reduction to be hereby duly ratified, with full powers to assent to any conditions, modifications, variations and/or amendments whether required by the relevant authorities or otherwise deemed to be in the best interests of the Company.”

ORDINARY RESOLUTION – PROPOSED SHARE CONSOLIDATION INVOLVING THE CONSOLIDATION OF EVERY TWO (2) TMS SHARES OF RM0.05 EACH INTO ONE (1) NEW TMS SHARE OF RM0.10 EACH (“CONSOLIDATED SHARE(S)”) AFTER THE PROPOSED SHARE CAPITAL REDUCTION (“PROPOSED SHARE CONSOLIDATION”)

“**THAT** subject to and conditional upon the passing of the Special Resolution above and also the approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to give effect to the Proposed Share Consolidation;

THAT the Consolidated Shares to be issued shall, upon allotment and issue, rank *pari passu* in all respects with each other. Fractional entitlements under the Proposed Share Consolidation, if any, shall be dealt with by the Board in such manner as they may deem fit and expedient in the best interests of the Company;

AND THAT the Board be and are hereby authorised with full powers to take all steps and do all such acts and matters as they may deem fit, necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed Share Consolidation and with all preparatory steps taken and things done to date by the Board (if any) in respect of the Proposed Share Consolidation to be hereby duly ratified, with full powers to assent to any conditions, modifications, variations and/or amendments whether required by the relevant authorities or otherwise deemed to be in the best interests of the Company.”

BY ORDER OF THE BOARD

LEONG SUE CHING (MAICSA 7040814)

Company Secretary

Kuala Lumpur, Wilayah Persekutuan

13 March 2015

Notes:

1. *A member may appoint up to two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Companies Commission of Malaysia.*
2. *Where a Member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.*
3. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, such member may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
4. *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.*
5. *If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.*
6. *To be valid, this form which is duly completed must be deposited at the registered office of the Company at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan not less than forty eight (48) hours before the time for holding the meeting PROVIDED THAT in the event the member(s) duly executes the Proxy Form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, PROVIDED ALWAYS that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).*
7. *For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 58 of the Articles of Association of the Company and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 30 March 2015 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting.*
8. *Member and proxy are encouraged to participate at the meeting and may request for poll voting in accordance with the Articles of Association of the Company.*