

# THE MEDIA SHOPPE BERHAD (Company No. 383028-D)

(Incorporated in Malaysia under the Companies Act, 1965)

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of THE MEDIA SHOPPE BERHAD (383028-D) ("the Company" or "TMS") will be held at Level 16, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 22 May 2015 at 3.00 p.m. for the following purposes:

1.	To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon.	(Please refer to Explanatory Note 1)
2.	To re-elect Mr Christopher Chan Hooi Guan, Director who is retiring in accordance with Article 83 of the Company's Articles of Association.	(Ordinary Resolution 1)
3.	To re-elect Ms Lee Li Chain, Director who is retiring in accordance with Article 83 of the Company's Articles of Association.	(Ordinary Resolution 2)
4.	To re-elect Mr Yap Kien Ming, Director who is retiring in accordance with Article 90 of the Company's Articles of Association.	(Ordinary Resolution 3)
5.	To approve the payment of Directors' fees of RM200,000 for the financial year ending 31 December 2015 which is payable quarterly in arrears.	(Ordinary Resolution 4)
6.	To re-appoint Messrs Crowe Horwath as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	(Ordinary Resolution 5)
<b>As Special Business</b>		
7.	To consider and, if thought fit, with or without any modification, to pass the following Resolution:	
	<b>Authority to Issue Shares</b> "THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."	(Ordinary Resolution 6)
8.	To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.	

### **By Order of the Board**

Leong Sue Ching (MAICSA 7040814)  
Company Secretary  
Kuala Lumpur  
30 April 2015

### ***Explanatory Notes on Ordinary and Special Business:***

#### **1. Item 1 of the Agenda**

The 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 for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

#### **2. Item 7 of the Agenda**

The proposed Ordinary Resolution 6, if passed, will authorise the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approvals of all relevant governmental/regulatory bodies. This authorisation will empower the Directors of the Company to issue shares notwithstanding that the authorisation has ceased to be in force if the shares are issued in pursuance of an offer, agreement or option made or granted by the Directors while the authorisation was in force. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this notice, no new shares in the Company were issued pursuant to the general authority to the directors for issuance of shares pursuant to Section 132D of the Companies Act, 1965 at the Eighteenth Annual General Meeting held on 25 June 2014 and which will lapse at the conclusion of the Nineteenth Annual General Meeting.

The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further possible fund raising exercises, further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

### **Notes:**

- 1) A member may appoint up to two (2) proxies to attend and vote instead. 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 eights (48) hours before the time for holding the meeting PROVIDED THAT in the event the member(s) duly executes the form of proxy 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 15 May 2015 and only a Depositor whose name appears 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.