ASIA MEDIA GROUP BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of Asia Media Group Berhad ("the Company") will be convened and held at Redang Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Monday, 24 April 2017 at 9.00 a.m. for the following purposes :-

A G E N D A

As Ordinary Businesses:-

1. To receive the Statutory Financial Statements for the year ended 31 December 2016 together with the Directors' and Auditors' Reports thereon. (Resolution 1)

2. To approve the payment of Directors' Fees of RM156,000 for the year ended 31 December 2016. (Resolution 2)

3. To approve the payment of Directors' remuneration (excluding Directors' fees) up to an amount of RM200,400 from 1 January 2017 of Asia Media Sdn Bhd, wholly owned subsidiary of the Company until the next Annual General Meeting of the Company. (Resolution 3)

4. To re-elect Dato' Wong Shee Kai who retires in accordance with Article 70 of the Company's Constitution. (Resolution 4)

5. To appoint Auditors and to authorise the Directors to fix their remuneration.

   Notice of Consent to act pursuant to Section 264(5) of the Companies Act, 2016, a copy of which is annexed hereto and marked "Annexure I" have been received by the Company for the nomination of Messrs UHY who have given their consent to act, for appointment as Auditors and of the intention to propose the following ordinary resolution:

   "THAT Messrs UHY [AF1411] be and are hereby appointed as Auditors of the Company in place of Messrs Ecovis AHL PLT [AF001825] who has retired as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors." (Resolution 5)

As Special Business:-

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

   Ordinary Resolution
   Authority to Issue Shares pursuant to Section 75 of the Companies Act, 2016

   "THAT subject always to the Companies Act, 2016, the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act, 2016 to allot 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 6)

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

ON BEHALF OF THE BOARD

LEONG SHIAK WAN
MAICSA 7012855

ZURIATI BINTI YAACOB
LS0009971

Joint Company Secretaries
Petaling Jaya
31 March 2017

NOTES:

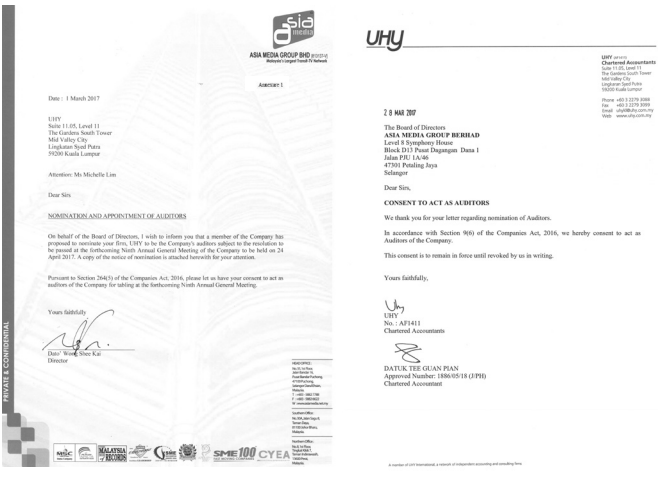
1. A member of the Company entitled to attend and vote at this meeting may appoint not more than two (2) proxies to vote in his stead. Where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.
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 twenty-four (24) hours before the time for holding the meeting or any adjournment thereof.
5. Only members whose names appear in the Record of Depositors on 17 April 2017 shall be entitled to attend, speak and vote at the Annual General Meeting.

EXPLANATORY NOTE TO SPECIAL BUSINESSES:-

Resolution 6 - Authority to Issue Shares pursuant to Section 75 of the Companies Act, 2016

The proposed Ordinary Resolution 6 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.

As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Eighth Annual General Meeting held on 23 May 2016 and which will lapse at the conclusion of the Ninth Annual General Meeting. Nevertheless, a renewal for the said mandate is sought 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 expediently via issuance of shares for purpose of funding future investments, working capital and/or any acquisition.



ASIA MEDIA GROUP BHD (813137-V)
Malaysia's Largest Transit TV Network

Annexure I

Date : 1 March 2017

UHY
Suite 11.05, Level 11
The Gardens South Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur

Attention: Mr Michelle Lim

Dear Sirs,

NOMINATION AND APPOINTMENT OF AUDITORS

On behalf of the Board of Directors, I wish to inform you that a member of the Company has proposed to nominate your firm, UHY to be the Company's auditors subject to the resolution to be passed at the forthcoming Ninth Annual General Meeting of the Company to be held on 24 April 2017. A copy of the notice of nomination is attached herewith for your attention.

Pursuant to Section 264(5) of the Companies Act, 2016, please let us have your consent to act as auditors of the Company for tabling at the forthcoming Ninth Annual General Meeting.

Yours faithfully

Dato' Wong Shee Kai
Director

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Block D13,
Pusat Bandar Damansara,
47810 Petaling Jaya,
Selangor Darul Ehsan,
Malaysia.
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W : www.asiamediagroup.my

Studio Office :
No.20A, Jalan Sage 8,
Taman Daya,
81100 Johor Bahru,
Malaysia.

Northern Office :
No.4, 1st Floor,
Taman KEM 1,
Jalan Kilang Besi Besi,
14200 Prai,
Pulau Pinang,
Malaysia.

PRIVATE & CONFIDENTIAL

UHY

UHY (AF1411)
Chartered Accountants
Suite 11.05, Level 11
The Gardens South Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur

Phone +60 3 2279 3088
Fax +60 3 2279 3089
Email uhy@uhy.com.my
Web www.uhy.com.my

2 8 MAR 2017

The Board of Directors
ASIA MEDIA GROUP BERHAD
Level 8 Symphony House
Block D13 Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor

Dear Sirs,

CONSENT TO ACT AS AUDITORS

We thank you for your letter regarding nomination of Auditors.

In accordance with Section 9(6) of the Companies Act, 2016, we hereby consent to act as Auditors of the Company.

This consent is to remain in force until revoked by us in writing.

Yours faithfully,

UHY
No. : AF1411
Chartered Accountants

DATUK TEE GUAN PIAN
Approval Number: 1886/05/18 (J/PH)
Chartered Accountant

A member of UHY International, a network of independent accounting and consulting firms.