

ASIA MEDIA GROUP BERHAD
(Company No. 813137-V)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Tenth 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 Monday, 21 May 2018 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 2017 together with the Directors’ and Auditors’ Reports thereon. | Refer to Explanatory Note 1 |
| 2. | To approve the payment of Directors’ Fees of RM86,816.67 for the year ended 31 December 2017. | Refer to Explanatory Note 2

(Resolution 1) |
| 3. | To approve the payment of Directors’ Fees of up to RM85,000.00 from 1 January 2018 until the next Annual General Meeting of the Company. | Refer to Explanatory Note 3

(Resolution 2) |
| 4. | To approve the payment of Directors’ remuneration (excluding Directors’ fees) up to an amount of RM202,550.00 from 1 May 2018 of Asia Media Sdn Bhd, wholly owned subsidiary of the Company until the next Annual General Meeting of the Company. |

(Resolution 3) |
| 5. | To re-elect Mr Paul Jong Jun Hian who retires in accordance with Article 70 of the Company’s Constitution. |

(Resolution 4) |
| 6. | To re-elect Mr Ong Chooi Lee who retires in accordance with Article 75 of the Company’s Constitution. |

(Resolution 5) |
| 7. | To re-appoint Messrs UHY [AF1411] as Auditors of the Company and to authorise the Directors to fix their remuneration. |

(Resolution 6) |

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Notice of Tenth Annual General Meeting (Continued)

As Special Business:-

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

Ordinary Resolution

Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

“THAT, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016 (the “Act”), to issue and allot shares in the Company, at any time, to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit including in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force and that the Directors be and are hereby further authorised to make or grant offers, agreements or options in respect of shares in the Company including those which would or might require shares in the Company to be issued after the expiration of the approval hereof provided that the aggregate number of shares to be issued pursuant to this approval does not exceed ten (10) percent of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of all relevant regulatory bodies being obtained (if required).”

(Resolution 7)

9. 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
28 April 2018

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Notice of Tenth Annual General Meeting (Continued)

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 no later than 20 May 2018 at 9.00 a.m.
5. Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of Tenth Annual General Meeting will be put to vote by poll.
6. Only members whose names appear in the Record of Depositors on 14 May 2018 shall be entitled to attend, speak and vote at the Annual General Meeting.

EXPLANATORY NOTE TO SPECIAL BUSINESSES: -

1. Agenda 1 – Audited Financial Statements for financial year ended 31 December 2017

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not put for voting.

2. Resolution 1 – To approve the payment of Directors' Fees of RM86,816.67 for the financial year ended 31 December 2017

The breakdown of the Directors' Fees of RM86,816.67 are as below:-

Director	Directors' Fees (RM)
Datuk Seri Syed Ali Bin Tan Sri Abbas Alhabshee (Resigned w.e.f. 14 April 2017)	34,666.67
Yeong Siew Lee	21,500.00
Paul Jong Jun Hian	18,000.00
Ong Chooi Lee (Appointed w.e.f. 17 April 2017)	12,650.00
Total	86,816.67

3. Resolution 2 – To approve the payment of Directors' Fees of upto RM85,000.00 from 1 January 2018 until the next Annual General Meeting of the Company

The breakdown of the Directors' Fees of RM85,000.00 are as below:-

Director	Directors' Fees (RM)
Yeong Siew Lee	34,000.00
Paul Jong Jun Hian	25,500.00
Ong Chooi Lee	25,500.00
Total	85,000.00

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Notice of Tenth Annual General Meeting (Continued)

4. Resolution 7 - Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed Ordinary Resolution 7 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 Ninth Annual General Meeting held on 24 April 2017 and which will lapse at the conclusion of the Tenth 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.