



ASIA MEDIA GROUP BERHAD
Registration No. 200801011849 (813137-V)
(Incorporated in Malaysia)

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of the Company will be held at Unit 15-1, Level 15, Menara Choy Fook On, Jalan Yoong Shook Lin, Seksyen 7, 46050 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 25 March 2020 at 10.00 a.m. to transact the following businesses:

- To receive the Audited Financial Statements for the period ended 30 September 2019 together with the Reports of Directors' and Auditors' thereon. **(Refer to Explanatory Note i)**
 - To re-elect the following directors who retire in accordance with Rule 133 of the Company's Constitution, being eligible, offer themselves for re-election:
 - Mr. Liew Chee Keong **(Resolution 1)**
 - Datuk Chiw Tiang Chai **(Resolution 2)**
 - To re-elect Mr. Chen, Jui-Liang, the director who retires in accordance with Rule 118 of the Company's Constitution, being eligible, offers himself for re-election. **(Resolution 3)**
 - To approve the payment of Directors' fees of RM60,000.00 for the period ended 30 September 2019. **(Resolution 4)**
 - To approve the payment of Independent Non-Executive Directors' fee and other benefits of up to RM130,000.00 for the period from 1 October 2019 until the next annual general meeting of the Company. **(Resolution 5)**
 - To consider, and if thought fit, to pass the following resolution:

"THAT Messrs STYL Associates PLT, the retiring Auditors, be and are hereby re-appointed Auditors of the Company to hold office until the conclusion of the next annual general meeting at a fee to be determined by the Directors at a later date."

(Resolution 6)
- Special Business**
- To consider and, if thought fit, to pass the following resolution:
- Ordinary Resolution – Authority to Issue Shares pursuant to Section 75 and 76 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 Sections 75 and 76 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 7)
 - To transact any other business for which due notice shall have been given. **(Refer to Explanatory Note ii)**

BY ORDER OF THE BOARD

NIP CHEE SIEN (MAICSA 7066996)
Company Secretary

Kuala Lumpur;
31 January 2020

Notes :

- 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 (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
- A member who is an Exempt 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 (omnibus account).
- 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.
- The instrument appointing a proxy to be deposited at Registered Office, No. 1 & 1A, 2nd Floor (Room 2), Jalan Ipoh Kecil, 50350 Kuala Lumpur no later than twenty-four (24) hours before the time appointed for the taking of the poll.
- Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of Twelfth Annual General Meeting will be put to vote on a poll.
- Only members whose names appear in the Record of Depositors on 13 March 2020 shall be entitled to attend, speak and vote at the Annual General Meeting.

EXPLANATORY NOTES

- Agenda 1 – Audited Financial Statements for financial period ended 30 September 2019**

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

The proposed Resolution 7 is 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 Eleventh Annual General Meeting held on 28 November 2019 and which will lapse at the conclusion of the Twelfth 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 expeditiously via issuance of shares for purpose of funding future investments, working capital and/or any acquisition.