

From,

**LIEW CHEE KEONG**

No. 80 BU 3/2  
Bandar Utama, Damansara  
47800 Petaling Jaya, Selangor

**YAP PING TIONG**

No. 5 Lorong Teknologi A  
Taman Sain Selangor 1  
Kota Damansara  
47810 Petaling Jaya, Selangor

**OOI HOCK LAI**

12 Jalan Perkasa 3B, Taman Seri Mutiara  
57000 Kuala Lumpur

**LIM HUNG THIAM**

No. 6 Jalan Bendahara 38B  
Taman Sri Indah  
41200 Klang, Selangor

**TEO SIEW HONG**

31 & 31A Jalan Perdana 6/4  
Taman Pandan Perdana  
55300 Cheras, Kuala Lumpur

**CHIANG SOAK HOONG**

No. 77 Jalan SU 2B, Taman Sering Ukay  
68000 Ampang, Selangor



Date : 25 June 2019

To,

The Board of Directors  
**ASIA MEDIA GROUP BERHAD (813137-V)**  
Level 8, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

Dear Sirs,

- **SPECIAL NOTICE TO REMOVE DIRECTORS OF ASIA MEDIA GROUP BERHAD (the "Company") PURSUANT TO SECTION 206 READ WITH SECTION 322 OF THE COMPANIES ACT, 2016 ("the Act"); AND**

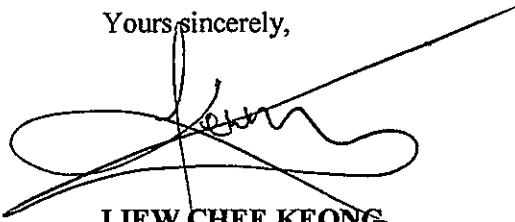
**NOTICE TO CONVENE GENERAL MEETING OF MEMBERS OF THE COMPANY  
PURSUANT TO SECTION 310(b) OF THE ACT**

We attached:

- (1) the Notice of Extraordinary General Meeting dated 25 June 2019, convening an Extraordinary General Meeting ("EGM") to be held on 25 July 2019, bearing our original signatures;
- (2) a letter dated 25 June 2019 to shareholders from us, bearing one of our original signatures;
- (3) a copy of the Notice to Shareholders dated 25 June 2019 (with attaches a copy of the Notice of EGM, the Proxy Form, as well as the letter to shareholders referred to at item (2) above), which is being despatched to shareholders of the Company;
- (4) the Declarations under section 201 of the Companies Act, as well as the respective letter dated 25 June 2019 consenting to nomination and signifying candidature, of each of the following persons whom we intend to move Resolutions at the EGM to be appointed as Directors of the Company (each such document bearing the relevant original signature):
  - (a) Dato' Prof Raja Munir Shah Bin Raja Mustapha;
  - (b) Yap Ping Tiong;
  - (c) Datuk Kang Hua Keong; and
  - (d) Datuk Chiu Tiang Chai.

Please note that the Notice of EGM also constitutes a special notice (pursuant to sections 206 and 322 of the Act) of our intention to move the Resolutions set out therein at the EGM being so convened.

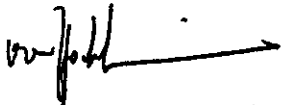
Yours sincerely,



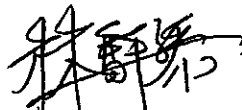
**LIEW CHEE KEONG**  
(NRIC No. 630422-10-5467)  
Member of the Company



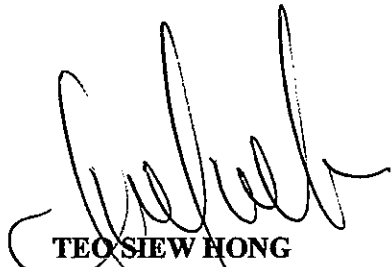
**YAP PING TIONG**  
(NRIC No. 690518-10-6645)  
Member of the Company




**OOI HOCK LAI**  
(NRIC No. 530614-08-5853)  
Member of the Company



**LIM HUNG THIAM**  
(NRIC No. 740804-10-5283)  
Member of the Company



**TEO SIEW HONG**  
(NRIC No. 630927-01-6208)  
Member of the Company



**CHIANG SOAK HOONG**  
(NRIC No. 600208-04-5566)  
Member of the Company

Enc.

c.c. Mr. Inderjit Singh  
**BURSA MALAYSIA SECURITIES BERHAD**  
Issues & Listing  
Group Regulations  
9th Floor, Exchange Square,  
Bukit Kewangan,  
50936 Kuala Lumpur.

Directors  
Issues & Investment Division  
**SECURITIES COMMISSION**  
No. 3, Persiaran Bukit Kiara  
Bukit Kiara, 50490 Kuala Lumpur

**Messrs UHY**  
Suite 11.05, Level 11  
The Gardens South Tower  
Midvalley City  
Lingkaran Syed Putra  
59200 Kuala Lumpur

The Company Secretaries  
**ASIA MEDIA GROUP BERHAD**  
Level 8, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

# **ASIA MEDIA GROUP BERHAD**

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

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** an Extraordinary General Meeting of Asia Media Group Berhad. (the “**Company**”) will be held at 15th Floor, Unit 15-1 & 15-2, Menara Choy Fook Onn, No. 1B, Jalan Yong Shook Lin, Section 7, 46050 Petaling Jaya, Selangor on Thursday, 25 July 2019 at 10.00 a.m. and at any adjournment thereof, for the purpose of considering as Special Business and if thought fit passing with or without modifications, the following resolutions:

1. **ORDINARY RESOLUTION 1 – REMOVAL OF DIRECTOR**

THAT Mr. Chow Zee Neng be and is hereby removed from his office as a Director of the Company with immediate effect.

2. **ORDINARY RESOLUTION 2 – REMOVAL OF DIRECTOR**

THAT Dato’ Wong Shee Kai be and is hereby removed from his office as a Director of the Company with immediate effect.

3. **ORDINARY RESOLUTION 3 – REMOVAL OF DIRECTOR**

THAT Mr. Ong Kar Kian be and is hereby removed from his office as a Director of the Company with immediate effect.

4. **ORDINARY RESOLUTION 4 – REMOVAL OF DIRECTOR**

THAT Mr. Paul Jong Jun Hian be and is hereby removed from his office as a Director of the Company with immediate effect.

5. **ORDINARY RESOLUTION 5 – REMOVAL OF DIRECTOR**

THAT Mr. Ong Chooi Lee be and is hereby removed from his office as a Director of the Company with immediate effect.

**ASIA MEDIA GROUP BERHAD (813137-V)  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**6. ORDINARY RESOLUTION 6 – APPOINTMENT OF DIRECTOR**

THAT Dato' Prof Raja Munir Shah Bin Raja Mustapha, who has made his Declaration pursuant to Section 201 of the Companies Act, 2016, be and is hereby appointed as a Director of the Company with immediate effect.

**7. ORDINARY RESOLUTION 7 – APPOINTMENT OF DIRECTOR**

THAT Mr. Yap Ping Tiong, who has made his Declaration pursuant to Section 201 of the Companies Act, 2016, be and is hereby appointed as a Director of the Company with immediate effect.

**8. ORDINARY RESOLUTION 8 – APPOINTMENT OF DIRECTOR**

THAT Datuk Kang Hua Keong, who has made his Declaration pursuant to Section 201 of the Companies Act, 2016, be and is hereby appointed as a Director of the Company with immediate effect.

**9. ORDINARY RESOLUTION 9 – APPOINTMENT OF DIRECTOR**

THAT Datuk Chiu Tiang Chai, who has made his Declaration pursuant to Section 201 of the Companies Act, 2016, be and is hereby appointed as a Director of the Company with immediate effect.

**10. ORDINARY RESOLUTION 10 – REMOVAL OF DIRECTOR**

THAT any person (other than a person named in Ordinary Resolutions 6 to 9 above) who might have been appointed as a director at any time from the date of this Notice until the conclusion of this Extraordinary General Meeting of the Company and any adjournment thereof, be removed as a Director of the Company with immediate effect.

This Notice also constitutes special notice pursuant to sections 206 and 322 of the Companies Act 2016 and in accordance with the Constitution of the Company, in respect of the intention to move the above Resolutions at the Extraordinary General Meeting or any adjournment thereof.

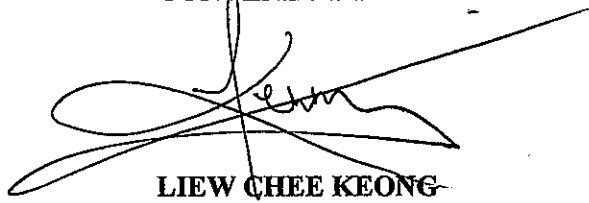
**GENERAL MATTERS:**

- (1) In accordance with section 322 of the Companies Act 2016, a copy of this notice (which also constitutes the special notice referred to above) is being given to the Company.
- (2) A copy of the Declaration pursuant to Section 201 of the Companies Act, 2016 together with the Notice of Candidature by each of Dato' Prof Raja Munir Shah Bin Raja Mustapha, Mr. Yap Ping Tiong, Datuk Kang Hua Keong and Datuk Chiu Tiang Chai are also being given to the Company, and a copy of each Notice of Candidature is attached with the Notice to Shareholders dated 25 June 2019.


**ASIA MEDIA GROUP BERHAD (813137-V)  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

We, Liew Chee Keong, Yap Ping Tiong, Ooi Hock Lai, Lim Hung Thiam, Teo Siew Hong and Chiang Soak Hoong, being members of the Company, collectively holding 24,744,500 (Twenty Four Million Seven Hundred Forty Four Thousand and Five Hundred) ordinary shares representing approximately 10.33% of the total issued capital of the Company, hereby convene this Extraordinary General Meeting pursuant to section 310 (b) of the Companies Act, 2016.


**CONVENED BY**



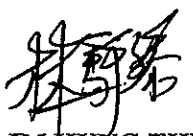
**LIEW CHEE KEONG**  
(NRIC No. 630422-10-5467)  
Member of the Company  
holding 5,395,500 ordinary shares



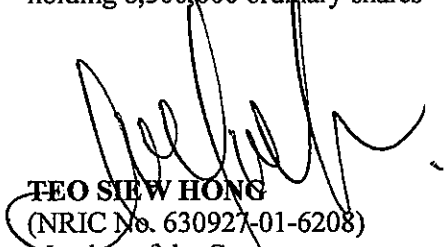
**YAP PING TIONG**  
(NRIC No. 690518-10-6645)  
Member of the Company  
holding 4,000,000 ordinary shares



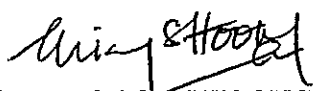
**OOI HOCK LAI**  
(NRIC No. 530614-08-5853)  
Member of the Company  
holding 8,300,000 ordinary shares



**LIM HUNG THIAM**  
(NRIC No. 740804-10-5283)  
Member of the Company  
holding 3,486,000 ordinary shares



**TEO SIEW HONG**  
(NRIC No. 630927-01-6208)  
Member of the Company  
holding 2,000,000 ordinary shares



**CHIANG SOAK HOONG**  
(NRIC No. 600208-04-5566)  
Member of the Company  
holding 1,563,000 ordinary shares

Dated : 25 June 2019

**ASIA MEDIA GROUP BERHAD (813137-V)**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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 (2) 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 ("SICDA") may appoint not more than two (2) proxies in respect of each securities account. Where a member is an exempt authorised nominee (as defined and exempted under the SICDA) for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each such omnibus account it holds. Where a member is a corporation, it may appoint a proxy or proxies under this Proxy Form, or appoint such person as its representative at the meeting in accordance with section 333 of the Companies Act 2016.
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 Unit 23A-5, Oval Tower @ Damansara, Menara Permata Damansara, No. 685 Jalan Damansara, 60000 Kuala Lumpur no later Tuesday 23 July 2019 at 10.00 a.m.
5. Only members whose names appear in the Record of Depositors as at 18 July 2019 shall be entitled to attend, speak and vote at the Extraordinary General Meeting.

**EXPLANATORY STATEMENT**

- i. The proposed Resolution 1, 2, 3, 4, and 5 are to seek shareholders' approval to remove Mr. Chow Zee Neng, Dato' Wong Shee Kai, Mr. Ong Kar Kian, Mr. Paul Jong Jun Hian and Mr. Ong Chooi Lee respectively from office as a director of the Company.
- ii. The proposed Resolution 6, 7, 8 and 9 are to seek shareholders' approval to appoint Dato' Prof Raja Munir Shah Bin Raja Mustapha, Mr. Yap Ping Tiong, Datuk Kang Hua Keong and Datuk Chiu Tiang Chai respectively as a director of the Company.
- iii. The proposed Resolution 10 is to seek shareholders' approval to remove any person(s) appointed as a director at any time from the date of this Notice until the conclusion of this Extraordinary General Meeting of the Company and any adjournment thereof.

YAP PING TIONG  
No 64 Jalan Burung Sitar,  
Taman Bukit Maluri,  
52100 Kepong,  
Kuala Lumpur

25 June 2019

**SHAREHOLDERS OF ASIA MEDIA GROUP BERHAD**

Dear Sir/Mdm

**EXTRAORDINARY GENERAL MEETING (THE "EGM") CONVENED BY MEMBERS OF ASIA MEDIA GROUP BERHAD (THE "COMPANY"), TO BE HELD ON 25 JULY 2019**

Some shareholders and I, as members of the Company, are calling the EGM to move Resolutions to remove five (5) directors from, and to appoint another four (4) Directors to, the Board of Directors of ASIA MEDIA GROUP BHD (the "Company") for the following main reasons:


- 1) The Company's failure to release its Annual Report that includes the annual audited financial statements together with the auditors' and directors' reports in respect for the financial year ended 31 December 2018 ("AR 2018") which was due to have been finalised for release no later than 30 April 2019.
- 2) The suspension of the trading of the Company's shares on 9 May 2019 due to the Company's failure to release its AR 2018.

I believe that the four (4) persons who are being proposed to be appointed under Resolutions to be moved at the EGM, are both well positioned and well qualified to be Directors who will contribute positively to the Company and its subsidiaries. Their biodata are attached in the Notice to Shareholders dated 25 June 2019.

We seek your understanding and look forward to your support and endorsement of our endeavour as mentioned in the Notice of EGM.

Thank you

Sincerely,

  
YAP PING TIONG  
(NRIC No. 690518-10-6645)  
Member of the Company



**Company No.**


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**COMPANIES ACT 2016**

**Section 201**

**DECLARATION BY A PERSON BEFORE APPOINTMENT AS DIRECTOR, OR BY A PROMOTER BEFORE INCORPORATION OF CORPORATION**

**ASIA MEDIA GROUP BERHAD**

<b>DECLARATION</b>	
I solemnly and sincerely declare that:	
1.	I am not an undischarged bankrupt.
2.	I have not been convicted whether within or outside Malaysia of any offence: (a) in connection with the promotion, formation or management of a corporation; (b) involving fraud or dishonesty punishable on conviction with imprisonment for three months or more; or (c) under section 213, 217, 218, 228 or 539, within a period of five years preceding the date of this declaration.
3.	I have not been imprisoned for any offence referred to in paragraph 2 within the period of five years immediately preceding the date of this declaration.
4.	<del>*I am an undischarged bankrupt but have been granted leave by the court under section 198(3)(b) to act as a director of</del>
5.	<del>*I have been granted leave by Court under section 198 to be a director of ..... (name of corporation) or a promoter of a proposed corporation ..... (name of proposed corporation) or both a director of ..... (name of corporation) and a promoter of ..... (name of proposed corporation). I attach herewith an office copy of the court order.</del>  <b>*Strike out whichever is inapplicable</b>
6.	I hereby consent to act as director of <b>ASIA MEDIA GROUP BERHAD.</b>
I confirm that the facts and information stated in this document are true.	
Sign by Director(s)/Promoter(s):	
	
Name: Dato' Prof Raja Munir Shah Bin Raja Mustapha NRIC No.: 630916-07-6045 Date of Declaration:	

Date: 25 June 2019

**Asia Media Group Berhad**  
Level 8, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

Dear Sirs,

**ASIA MEDIA GROUP BERHAD (“the Company”)  
NOTICE OF CANDIDATURE FOR ELECTION TO THE OFFICE OF DIRECTOR**

I, Dato’ Prof Raja Munir Shah Bin Raja Mustapha, hereby give my consent to the nomination and candidature for election as a director of the Company at the Extraordinary General Meeting to be held on Thursday, 25 July 2019 at 10.00 a.m. and any adjournment thereof.

Thank you.

Yours faithfully,



.....  
Dato’ Prof Raja Munir Shah Bin Raja Mustapha  
NRIC No. 630916-07-6045

Company No.

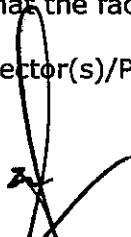
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COMPANIES ACT 2016

Section 201

DECLARATION BY A PERSON BEFORE APPOINTMENT AS DIRECTOR, OR BY A PROMOTER BEFORE INCORPORATION OF CORPORATION

ASIA MEDIA GROUP BERHAD

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1.	I am not an undischarged bankrupt.
2.	I have not been convicted whether within or outside Malaysia of any offence: (a) in connection with the promotion, formation or management of a corporation; (b) involving fraud or dishonesty punishable on conviction with imprisonment for three months or more; or (c) under section 213, 217, 218, 228 or 539, within a period of five years preceding the date of this declaration.
3.	I have not been imprisoned for any offence referred to in paragraph 2 within the period of five years immediately preceding the date of this declaration.
4.	<del>*I am an undischarged bankrupt but have been granted leave by the court under section 198(3)(b) to act as a director of</del>
5.	<del>*I have been granted leave by Court under section 198 to be a director of ..... (name of corporation) or a promoter of a proposed corporation ..... (name of proposed corporation) or both a director of ..... (name of corporation) and a promoter of ..... (name of proposed corporation). I attach herewith an office copy of the court order.</del>  <b>*Strike out whichever is inapplicable</b>
6.	I hereby consent to act as director of <b>ASIA MEDIA GROUP BERHAD.</b>
I confirm that the facts and information stated in this document are true.	
Sign by Director(s)/Promoter(s):  	
Name: Yap Ping Tiong NRIC No.: 690518-10-6645 Date of Declaration:	

Date: 25 June 2019

**Asia Media Group Berhad**  
Level 8, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

Dear Sirs,

**ASIA MEDIA GROUP BERHAD (“the Company”)  
NOTICE OF CANDIDATURE FOR ELECTION TO THE OFFICE OF DIRECTOR**

I, Yap Ping Tiong, hereby give my consent to the nomination and candidature for election as a director of the Company at the Extraordinary General Meeting to be held on Thursday, 25 July 2019 at 10.00 a.m. and any adjournment thereof.

Thank you.

Yours faithfully,



.....  
Yap Ping Tiong  
NRIC No. 690518-10-6645

Company No.

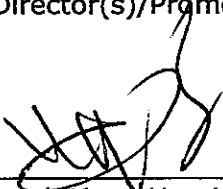
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COMPANIES ACT 2016

Section 201

DECLARATION BY A PERSON BEFORE APPOINTMENT AS DIRECTOR, OR BY A PROMOTER BEFORE INCORPORATION OF CORPORATION

ASIA MEDIA GROUP BERHAD

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3.	I have not been imprisoned for any offence referred to in paragraph 2 within the period of five years immediately preceding the date of this declaration.
4.	<del>*I am an undischarged bankrupt but have been granted leave by the court under section 198(3)(b) to act as a director of</del>
5.	<del>*I have been granted leave by Court under section 198 to be a director of ..... (name of corporation) or a promoter of a proposed corporation ..... (name of proposed corporation) or both a director of ..... (name of corporation) and a promoter of ..... (name of proposed corporation). I attach herewith an office copy of the court order.</del>  <b>*Strike out whichever is inapplicable</b>
6.	I hereby consent to act as director of <b>ASIA MEDIA GROUP BERHAD.</b>
I confirm that the facts and information stated in this document are true.	
Sign by Director(s)/Promoter(s):	
	
Name: Datuk Kang Hua Keong NRIC No.: 601224-08-5765 Date of Declaration:	

Date: 25 June 2019

**Asia Media Group Berhad**  
Level 8, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

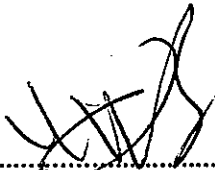
Dear Sirs,

**ASIA MEDIA GROUP BERHAD (“the Company”)  
NOTICE OF CANDIDATURE FOR ELECTION TO THE OFFICE OF DIRECTOR**

I, Datuk Kang Hua Keong, hereby give my consent to the nomination and candidature for election as a director of the Company at the Extraordinary General Meeting to be held on Thursday, 25 July 2019 at 10.00 a.m. and any adjournment thereof.

Thank you.

Yours faithfully,



.....  
Datuk Kang Hua Keong  
NRIC No. 601224-08-5765

Company No.

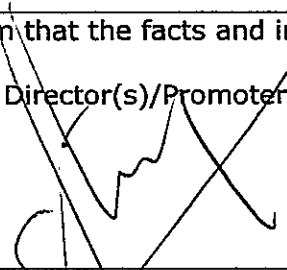
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COMPANIES ACT 2016

Section 201

DECLARATION BY A PERSON BEFORE APPOINTMENT AS DIRECTOR, OR BY A PROMOTER BEFORE INCORPORATION OF CORPORATION

ASIA MEDIA GROUP BERHAD

DECLARATION	
I solemnly and sincerely declare that:	
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<b>*Strike out whichever is inapplicable</b>	
6.	I hereby consent to act as director of <b>ASIA MEDIA GROUP BERHAD.</b>
I confirm that the facts and information stated in this document are true.	
Sign by Director(s)/Promoter(s):	
	
Name: Datuk Chiu Tiang Chai NRIC No.: 570119-01-5017 Date of Declaration:	

Date: 25 June 2019

**Asia Media Group Berhad**  
Level 8, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

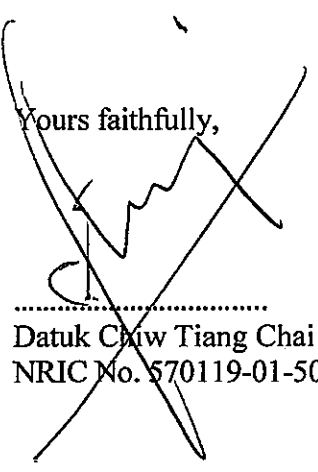
Dear Sirs,

**ASIA MEDIA GROUP BERHAD (“the Company”)  
NOTICE OF CANDIDATURE FOR ELECTION TO THE OFFICE OF DIRECTOR**

I, Datuk Chiu Tiang Chai, hereby give my consent to the nomination and candidature for election as a director of the Company at the Extraordinary General Meeting to be held on Thursday, 25 July 2019 at 10.00 a.m. and any adjournment thereof.

Thank you.

Yours faithfully,

  
.....  
Datuk Chiu Tiang Chai  
NRIC No. 570119-01-5017



**THIS LETTER TO SHAREHOLDERS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, solicitor, accountant, bank manager or other professional adviser immediately.**

## **ASIA MEDIA GROUP BERHAD**

(813137-V)  
(Incorporated in Malaysia)

### **LETTER TO SHAREHOLDERS IN RELATION TO THE**

**CALLING FOR AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (the "EGM"), TO REMOVE EACH OF THE FOLLOWING FROM THE OFFICE OF DIRECTOR OF ASIA MEDIA GROUP BERHAD:**

- **MR. CHOW ZEE NENG**
- **DATO' WONG SHEE KAI**
- **MR. ONG KAR KIAN**
- **MR. PAUL JONG JUN HIAN**
- **MR. ONG CHOOI LEE**

**AND APPOINT EACH OF THE FOLLOWING TO BE A DIRECTOR OF ASIA MEDIA GROUP BERHAD:**

- **DATO' PROF RAJA MUNIR SHAH BIN RAJA MUSTAPHA**
- **MR. YAP PING TIONG**
- **DATUK KANG HUA KEONG**
- **DATUK CHIW TIANG CHAI**

**AND TO REMOVE ANY OTHER PERSON WHO MAY BE APPOINTED A DIRECTOR FROM 25 JUNE 2019 TO THE CONCLUSION OF THE EGM**

**AND**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING OF ASIA MEDIA GROUP BERHAD.**

#### **CONVENED BY CERTAIN MEMBERS OF ASIA MEDIA GROUP BERHAD**

The Notice of the Extraordinary General Meeting of Asia Media Group Berhad, which is scheduled to be held at 15th Floor, Unit 15-1 & 15-2, Menara Choy Fook Onn, No. 1B, Jalan Yong Shook Lin, Section 7, 46050 Petaling Jaya, Selangor on Thursday 25 July 2019 at 10.00 a.m. or any adjournment thereof, together with the Proxy Form, are enclosed herein.

The enclosed Notice of Extraordinary General Meeting is dated 25 June 2019, and has been duly executed by members (named in the enclosed Notice of Extraordinary General Meeting) of Asia Media Group Berhad who, together, hold more than 10% of shares in the issued share capital of Asia Media Group Berhad.

A member entitled to attend, speak and vote at the EGM is entitled to appoint a proxy or proxies to attend, speak and to vote on his/her behalf. In such event, the Proxy Form should be lodged at the office of Unit 23A-5, Oval Tower @ Damansara, Menara Permata Damansara, No. 685 Jalan Damansara, 60000 Kuala Lumpur, not less than forty-eight (48) hours before the time stipulated for holding the EGM, as indicated below. The lodging of the Proxy Form shall not preclude you from attending, speaking and voting in person at the EGM should you subsequently wish to do so.

Last date and time for lodging the Proxy Form .....: 23 July 2019 at 10.00 a.m.

Date and time of the EGM .....: 25 July 2019 at 10.00 a.m.

This Notice is dated 25 June 2019

# **ASIA MEDIA GROUP BERHAD**

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

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** an Extraordinary General Meeting of Asia Media Group Berhad. (the “Company”) will be held at 15th Floor, Unit 15-1 & 15-2, Menara Choy Fook Onn, No. 1B, Jalan Yong Shook Lin, Section 7, 46050 Petaling Jaya, Selangor on Thursday, 25 July 2019 at 10.00 a.m. and at any adjournment thereof, for the purpose of considering as Special Business and if thought fit passing with or without modifications, the following resolutions:

1. **ORDINARY RESOLUTION 1 – REMOVAL OF DIRECTOR**

THAT Mr. Chow Zee Neng be and is hereby removed from his office as a Director of the Company with immediate effect.

2. **ORDINARY RESOLUTION 2 – REMOVAL OF DIRECTOR**

THAT Dato’ Wong Shee Kai be and is hereby removed from his office as a Director of the Company with immediate effect.

3. **ORDINARY RESOLUTION 3 – REMOVAL OF DIRECTOR**

THAT Mr. Ong Kar Kian be and is hereby removed from his office as a Director of the Company with immediate effect.

4. **ORDINARY RESOLUTION 4 – REMOVAL OF DIRECTOR**

THAT Mr. Paul Jong Jun Hian be and is hereby removed from his office as a Director of the Company with immediate effect.

5. **ORDINARY RESOLUTION 5 – REMOVAL OF DIRECTOR**

THAT Mr. Ong Chooi Lee be and is hereby removed from his office as a Director of the Company with immediate effect.

**ASIA MEDIA GROUP BERHAD (813137-V)**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**6. ORDINARY RESOLUTION 6 – APPOINTMENT OF DIRECTOR**

THAT Dato' Prof Raja Munir Shah Bin Raja Mustapha, who has made his Declaration pursuant to Section 201 of the Companies Act, 2016, be and is hereby appointed as a Director of the Company with immediate effect.

**7. ORDINARY RESOLUTION 7 – APPOINTMENT OF DIRECTOR**

THAT Mr. Yap Ping Tiong, who has made his Declaration pursuant to Section 201 of the Companies Act, 2016, be and is hereby appointed as a Director of the Company with immediate effect.

**8. ORDINARY RESOLUTION 8 – APPOINTMENT OF DIRECTOR**

THAT Datuk Kang Hua Keong, who has made his Declaration pursuant to Section 201 of the Companies Act, 2016, be and is hereby appointed as a Director of the Company with immediate effect.

**9. ORDINARY RESOLUTION 9 – APPOINTMENT OF DIRECTOR**

THAT Datuk Chiu Tiang Chai, who has made his Declaration pursuant to Section 201 of the Companies Act, 2016, be and is hereby appointed as a Director of the Company with immediate effect.

**10. ORDINARY RESOLUTION 10 – REMOVAL OF DIRECTOR**

THAT any person (other than a person named in Ordinary Resolutions 6 to 9 above) who might have been appointed as a director at any time from the date of this Notice until the conclusion of this Extraordinary General Meeting of the Company and any adjournment thereof, be removed as a Director of the Company with immediate effect.

This Notice also constitutes special notice pursuant to sections 206 and 322 of the Companies Act 2016 and in accordance with the Constitution of the Company, in respect of the intention to move the above Resolutions at the Extraordinary General Meeting or any adjournment thereof.

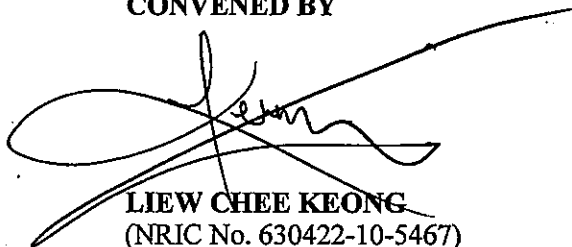
**GENERAL MATTERS:**

- (1) In accordance with section 322 of the Companies Act 2016, a copy of this notice (which also constitutes the special notice referred to above) is being given to the Company.
- (2) A copy of the Declaration pursuant to Section 201 of the Companies Act, 2016 together with the Notice of Candidature by each of Dato' Prof Raja Munir Shah Bin Raja Mustapha, Mr. Yap Ping Tiong, Datuk Kang Hua Keong and Datuk Chiu Tiang Chai are also being given to the Company, and a copy of each Notice of Candidature is attached with the Notice to Shareholders dated 25 June 2019.

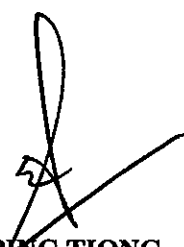
**ASIA MEDIA GROUP BERHAD (813137-V)**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

We, Liew Chee Keong, Yap Ping Tiong, Ooi Hock Lai, Lim Hung Thiam, Teo Siew Hong and Chiang Soak Hoong, being members of the Company, collectively holding 24,744,500 (Twenty Four Million Seven Hundred Forty Four Thousand and Five Hundred) ordinary shares representing approximately 10.33% of the total issued capital of the Company, hereby convene this Extraordinary General Meeting pursuant to section 310 (b) of the Companies Act, 2016.

**CONVENED BY**



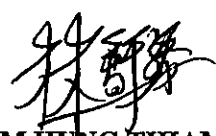
**LIEW CHEE KEONG**  
(NRIC No. 630422-10-5467)  
Member of the Company  
holding 5,395,500 ordinary shares



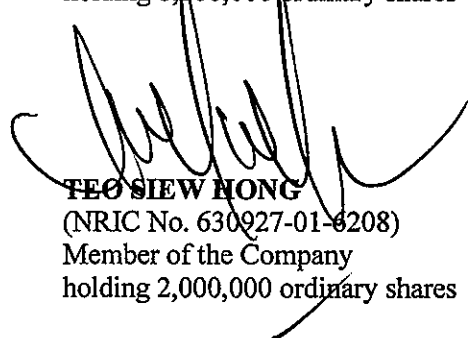
**YAP PING TIONG**  
(NRIC No. 690518-10-6645)  
Member of the Company  
holding 4,000,000 ordinary shares



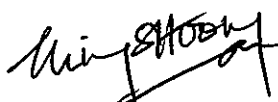
**OOI HOCK LAI**  
(NRIC No. 530614-08-5853)  
Member of the Company  
holding 8,300,000 ordinary shares



**LIM HUNG THIAM**  
(NRIC No. 740804-10-5283)  
Member of the Company  
holding 3,486,000 ordinary shares



**TEO SIEW HONG**  
(NRIC No. 630927-01-8208)  
Member of the Company  
holding 2,000,000 ordinary shares



**CHIANG SOAK HOONG**  
(NRIC No. 600208-04-5566)  
Member of the Company  
holding 1,563,000 ordinary shares

Dated : 25 June 2019

**ASIA MEDIA GROUP BERHAD (813137-V)**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**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 (2) 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 ("SICDA") may appoint not more than two (2) proxies in respect of each securities account. Where a member is an exempt authorised nominee (as defined and exempted under the SICDA) for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each such omnibus account it holds. Where a member is a corporation, it may appoint a proxy or proxies under this Proxy Form, or appoint such person as its representative at the meeting in accordance with section 333 of the Companies Act 2016.
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 Unit 23A-5, Oval Tower @ Damansara, Menara Permata Damansara, No. 685 Jalan Damansara, 60000 Kuala Lumpur no later Tuesday 23 July 2019 at 10.00 a.m.
5. Only members whose names appear in the Record of Depositors as at 18 July 2019 shall be entitled to attend, speak and vote at the Extraordinary General Meeting.

**EXPLANATORY STATEMENT**

- i. The proposed Resolution 1, 2, 3, 4, and 5 are to seek shareholders' approval to remove Mr. Chow Zee Neng, Dato' Wong Shee Kai, Mr. Ong Kar Kian, Mr. Paul Jong Jun Hian and Mr. Ong Chooi Lee respectively from office as a director of the Company.
- ii. The proposed Resolution 6, 7, 8 and 9 are to seek shareholders' approval to appoint Dato' Prof Raja Munir Shah Bin Raja Mustapha, Mr. Yap Ping Tiong, Datuk Kang Hua Keong and Datuk Chiuw Tiang Chai respectively as a director of the Company.
- iii. The proposed Resolution 10 is to seek shareholders' approval to remove any person(s) appointed as a director at any time from the date of this Notice until the conclusion of this Extraordinary General Meeting of the Company and any adjournment thereof.

Date: 25 June 2019

**Asia Media Group Berhad**  
Level 8, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

Dear Sirs,

**ASIA MEDIA GROUP BERHAD ("the Company")**  
**NOTICE OF CANDIDATURE FOR ELECTION TO THE OFFICE OF DIRECTOR**

I, Dato' Prof Raja Munir Shah Bin Raja Mustapha, hereby give my consent to the nomination and candidature for election as a director of the Company at the Extraordinary General Meeting to be held on Thursday, 25 July 2019 at 10.00 a.m. and any adjournment thereof.

Thank you.

Yours faithfully,



.....  
Dato' Prof Raja Munir Shah Bin Raja Mustapha  
NRIC No. 630916-07-6045

**BIODATA**

<b>Name</b>	DATO' PROF RAJA MUNIR SHAH BIN RAJA MUSTAPHA
<b>Age</b>	55
<b>Gender</b>	Male
<b>Nationality</b>	Malaysian
<b>Position to be held in Asia Media Group Berhad</b>	Independent Non-Executive Director
<b>Qualifications</b>	Diploma in Business Studies - Peterborough Regional College, United Kingdom
<b>Working experience and occupation</b>	Dato' Raja Munir Shah started his career as an Operations Executive between 1985 to 1987 in Wagon Engineering Sdn Bhd where he was involved in the daily administrations of the company. He served as director in SP Maju Sdn Bhd from 1992 till 1998 oversaw the business operations, finance and day-to-day management functions. He was an executive director in My E.G. Services Berhad from 2004 to January 2019 involves in public relation and trouble shooting, crisis management, project development, presentation and monitoring.
<b>Directorships in public companies</b>	Eduspec Holdings Bhd
<b>Family relationship with any director and/or major shareholder of Asia Media Group Berhad</b>	No
<b>Any conflict of interests that he/she has with Asia Media Group Berhad</b>	No
<b>Details of any interest in the securities of Asia Media Group Berhad or its subsidiaries</b>	Direct Interest - 76,000 shares in Asia Media Group Berhad

Date: 25 June 2019

**Asia Media Group Berhad**  
Level 8, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

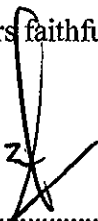
Dear Sirs,

**ASIA MEDIA GROUP BERHAD ("the Company")**  
**NOTICE OF CANDIDATURE FOR ELECTION TO THE OFFICE OF DIRECTOR**

I, Yap Ping Tiong, hereby give my consent to the nomination and candidature for election as a director of the Company at the Extraordinary General Meeting to be held on Thursday, 25 July 2019 at 10.00 a.m. and any adjournment thereof.

Thank you.

Yours faithfully,



.....  
Yap Ping Tiong  
NRIC No. 690518-10-6645



**BIODATA**

<b>Name</b>	Yap Ping Tiong
<b>Age</b>	50
<b>Gender</b>	Male
<b>Nationality</b>	Malaysian
<b>Position to be held in Asia Media Group Berhad</b>	Independent Non-Executive Director
<b>Qualifications</b>	Nil
<b>Working experience and occupation</b>	<p>Mr Yap started his career in the advertising and manufacturing industry as early as 1990. In 2000 to 2017, he was involved in a rebranding exercise in corporate companies for automotive industry namely Proton and Volkswagen as well as banking industry namely Agro Bank, Bank Simpanan Nasional, RHB and Bank Pembangunan Malaysia Berhad.</p> <p>Recently, he is also actively involved in the renovation and upgrading works for GLC companies particularly in educational institutional subsidiary companies namely Universiti Utara Malaysia (UUM) and Universiti Pengurusan Sultan Idris (UPSI) which cover Hotel EDC and Hostel Training Centre respectively. In 2017 to 2019, he is part of the team on the design and build of expressway Lebuhraya KL - Putrajaya.</p> <p>In 2016 until now he is also involved in project filming production which produces telefilms for FINAS, RTM and TV3.</p> <p>Based on his extensive experience, Mr Yap has been involved mainly in operating planning as a reference for most of the company's operations and management.</p>
<b>Directorships in public companies</b>	Nil
<b>Family relationship with any director and/or major shareholder of Asia Media Group Berhad</b>	No
<b>Any conflict of interests that he/she has with Asia Media Group Berhad</b>	No
<b>Details of any interest in the securities of Asia Media Group Berhad or its subsidiaries</b>	No

Date: 25 June 2019

**Asia Media Group Berhad**  
Level 8, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

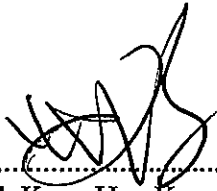
Dear Sirs,

**ASIA MEDIA GROUP BERHAD ("the Company")**  
**NOTICE OF CANDIDATURE FOR ELECTION TO THE OFFICE OF DIRECTOR**

I, Datuk Kang Hua Keong, hereby give my consent to the nomination and candidature for election as a director of the Company at the Extraordinary General Meeting to be held on Thursday, 25 July 2019 at 10.00 a.m. and any adjournment thereof.

Thank you.

Yours faithfully,



.....  
Datuk Kang Hua Keong  
NRIC No. 601224-08-5765

**BIODATA**

<b>Name</b>	DATUK KANG HUA KEONG
<b>Age</b>	58
<b>Gender</b>	Male
<b>Nationality</b>	Malaysian
<b>Position to be held in Asia Media Group Berhad</b>	Independent Non-Executive Director
<b>Qualifications</b>	Bachelor of Engineering - National Marine University of Taiwan
<b>Working experience and occupation</b>	Datuk Kang is the National President of SME Association of Malaysia, and the founder cum chief editor of the SME Connect, a SME monthly newspaper. He was in ICT industry involving in hardware manufacturing, distribution and retails including software business, e-commerce and international trade business since 1985. He is also the Director of SME Corporate Malaysia, SMB Solutions Management Sdn Bhd and SMB Connection Sdn Bhd.
<b>Directorships in public companies</b>	Nil
<b>Family relationship with any director and/or major shareholder of Asia Media Group Berhad</b>	No
<b>Any conflict of interests that he/she has with Asia Media Group Berhad</b>	No
<b>Details of any interest in the securities of Asia Media Group Berhad or its subsidiaries</b>	No

Date: 25 June 2019

**Asia Media Group Berhad**  
Level 8, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

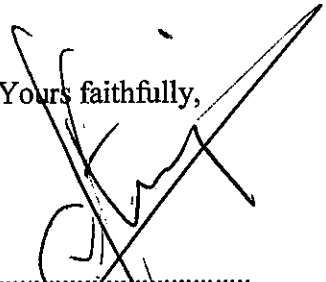
Dear Sirs,

**ASIA MEDIA GROUP BERHAD ("the Company")**  
**NOTICE OF CANDIDATURE FOR ELECTION TO THE OFFICE OF DIRECTOR**

I, Datuk Chiw Tiang Chai, hereby give my consent to the nomination and candidature for election as a director of the Company at the Extraordinary General Meeting to be held on Thursday, 25 July 2019 at 10.00 a.m. and any adjournment thereof.

Thank you.

Yours faithfully,



.....  
Datuk Chiw Tiang Chai  
NRIC No. 570119-01-5017

**BIODATA**

<b>Name</b>	DATUK CHIW TIANG CHAI
<b>Age</b>	62
<b>Gender</b>	Male
<b>Nationality</b>	Malaysian
<b>Position to be held in Asia Media Group Berhad</b>	Independent Non-Executive Director
<b>Qualifications</b>	Nil
<b>Working experience and occupation</b>	<p>Datuk Chiw started his career with Malacca Guan Seng Sdn Bhd as a storekeeper in 1975 to 1986. Later on, he was promoted as salesman in 1986 and as sales executive in 1991, subsequently as Executive Director in 1996 till 2001.</p> <p>In 2002 to 2008, he joined Guan Seng Oil and Gas Sdn Bhd as Executive Director.</p> <p>In 2008 to 2018, he was attached to Harta Oil &amp; Gas Equipment Sdn Bhd as Chief Executive Officer.</p> <p>In 2018, he was appointed as Chairman of Harta Engineering Sdn Bhd</p>
<b>Directorships in public companies</b>	Nil
<b>Family relationship with any director and/or major shareholder of Asia Media Group Berhad</b>	No
<b>Any conflict of interests that he/she has with Asia Media Group Berhad</b>	No
<b>Details of any interest in the securities of Asia Media Group Berhad or its subsidiaries</b>	No

YAP PING TIONG  
No 64 Jalan Burung Sinar,  
Taman Bukit Maluri,  
52100 Kepong,  
Kuala Lumpur

25 June 2019

**SHAREHOLDERS OF ASIA MEDIA GROUP BERHAD**

Dear Sir/Mdm

**EXTRAORDINARY GENERAL MEETING (THE "EGM") CONVENED BY MEMBERS OF ASIA MEDIA GROUP BERHAD (THE "COMPANY"), TO BE HELD ON 25 JULY 2019**

Some shareholders and I, as members of the Company, are calling the EGM to move Resolutions to remove five (5) directors from, and to appoint another four (4) Directors to, the Board of Directors of ASIA MEDIA GROUP BHD (the "Company") for the following main reasons:

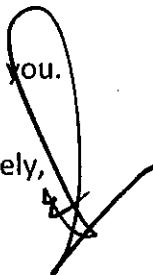
- 1) The Company's failure to release its Annual Report that includes the annual audited financial statements together with the auditors' and directors' reports in respect for the financial year ended 31 December 2018 ("AR 2018") which was due to have been finalised for release no later than 30 April 2019.
- 2) The suspension of the trading of the Company's shares on 9 May 2019 due to the Company's failure to release its AR 2018.

I believe that the four (4) persons who are being proposed to be appointed under Resolutions to be moved at the EGM, are both well positioned and well qualified to be Directors who will contribute positively to the Company and its subsidiaries. Their biodata are attached in the Notice to Shareholders dated 25 June 2019.

We seek your understanding and look forward to your support and endorsement of our endeavour as mentioned in the Notice of EGM.

Thank you.

Sincerely,



**YAP PING TIONG**  
(NRIC No. 690518-10-6645)  
Member of the Company

**FORM OF PROXY**  
**ASIA MEDIA GROUP BERHAD (813137-V)**  
(Incorporated in Malaysia)

I/We \_\_\_\_\_ NRIC/Company No. \_\_\_\_\_  
(Full Name in Block Letters)

of \_\_\_\_\_

being a member of ASIA MEDIA GROUP BERHAD, hereby appoint \_\_\_\_\_  
(Full Name in Block Letters)

NRIC No. \_\_\_\_\_ of \_\_\_\_\_  
(Full Address)

\_\_\_\_\_ and/or failing whom \_\_\_\_\_  
(Full Name in Block Letters)

NRIC No. \_\_\_\_\_ of \_\_\_\_\_  
(Full Address)

\_\_\_\_\_ or failing both of whom, CHAIRMAN OF THE MEETING as my / our proxy to vote for me / us and on my / our behalf at the EXTRAORDINARY GENERAL MEETING of the Company to be held at 15th Floor, Unit 15-1 & 15-2, Menara Choy Fook Onn, No. 1B, Jalan Yong Shook Lin, Section 7, 46050 Petaling Jaya, Selangor on Thursday, 25 July 2019 at 10.00 a.m. and at every adjournment thereof in the manner indicated below:.

Resolution		For	Against
Resolution 1	To remove Mr. Chow Zee Neng as a Director.		
Resolution 2	To remove Dato' Wong Shee Kai as a Director.		
Resolution 3	To remove Mr. Ong Kar Kian as a Director.		
Resolution 4	To remove Mr. Paul Jong Jun Hian as a Director.		
Resolution 5	To remove Mr. Ong Chooi Lee as a Director.		
Resolution 6	To appoint Dato' Prof Raja Munir Shah Bin Raja Mustapha as a Director.		
Resolution 7	To appoint Mr. Yap Ping Tiong as a Director.		
Resolution 8	To appoint Datuk Kang Hua Keong as a Director.		
Resolution 9	To appoint Datuk Chiw Tiang Chai as a Director.		
Resolution 10	To remove any person (other than under Resolutions 6 to 9 above) appointed as a Director from the date of this Notice until the conclusion of this Meeting		

[Please indicate with (X) in the spaces provided how you wish your vote to be casted. If no specific direction as to voting is given, the Proxy will vote or abstain at his(her) discretion]

First Proxy	_____ %
Second Proxy	_____ %

No. of Share Held :	_____
CDS A/C No.	_____

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Signature

**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 (2) 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 ("SICDA") may appoint not more than two (2) proxies in respect of each securities account. Where a member is an exempt authorised nominee (as defined and exempted

under the SICDA) for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each such omnibus account it holds. Where a member is a corporation, it may appoint a proxy or proxies under this Proxy Form, or appoint such person as its representative at the meeting in accordance with section 333 of the Companies Act 2016.

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 Unit 23A-5, Oval Tower @ Damansara, Menara Permata Damansara, No. 685 Jalan Damansara, 60000 Kuala Lumpur, no later Tuesday 23 July 2019 at 10.00 a.m.
5. Only members whose names appear in the Record of Depositors as at 18 July 2019 shall be entitled to attend, speak and vote at the Extraordinary General Meeting.

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Affix Stamp

**ASIA MEDIA GROUP BERHAD**  
**c/o John Tong, Fahmi & KH Yeoh**  
Unit 23A-5, Oval Tower @ Damansara,  
Menara Permata Damansara,  
No. 685 Jalan Damansara, 60000 Kuala Lumpur

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