

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

**NOTICE IS HEREBY GIVEN** that the Eleventh Annual General Meeting of Asia Media Group Berhad (“the Company”) will be convened and held at Level 15, Unit 15-1 Menara Choy Fook On, Jalan Yong Shook Lin, Seksyen 7, 46050 Petaling Jaya, Selangor Darul Ehsan on 28 November 2019 (Thursday) at 10.30am 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 2018 together with the Directors’ and Auditors’ Reports thereon. Refer to Explanatory Note 1
  
2. To re-elect the following persons who retire in accordance with Article 75 of the Company’s Constitution:
  - (a) Mr. Liew Chee Keong; (Ordinary Resolution 1)
  - (b) Mr. Tony Koh Kok Beng; (Ordinary Resolution 2)
  - (c) Mr. Leong Choon Meng; (Ordinary Resolution 3)
  - (d) Mr. Yap Ping Tiong; (Ordinary Resolution 4)
  - (e) Datuk Chiu Tiang Chai; (Ordinary Resolution 5)
  - (f) Datuk Kang Hua Keong; and (Ordinary Resolution 6)
  - (g) Dato’ Prof Raja Haji Munir Shah Bin Raja Mustapha (Ordinary Resolution 7)
  
3. To re-appoint Messrs STYL AssociateS PLT [LLP0019500-LCA & AF 001929] as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 8)

As Special Business:

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

**Ordinary Resolution**

**Authority to Issue Shares pursuant to Sections 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

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Notice of Eleventh Annual General Meeting (Continued)

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.”

(Ordinary Resolution 9)

**Special Resolution**

**Proposed Adoption of New Constitution of the Company**

“THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix A to the Circular to Shareholders dated 30 October 2019 accompanying the Company’s Annual Report 2018 for the financial year ended 31 December 2018 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

(Special Resolution 1)

5. 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  
29 October 2019

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Notice of Eleventh 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 12<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya no later than 27 November 2019 at 10.30am.
5. Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of Eleventh Annual General Meeting will be put to vote on a poll.
6. Only members whose names appear in the Record of Depositors on 14 November 2019 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 2018**

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

The proposed Ordinary Resolution 9 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 Tenth Annual General Meeting held on 21 May 2018 and which will lapse at the conclusion of the Eleventh 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.

**6. Special Resolution 1 – Proposed Adoption of New Constitution of the Company**

The proposed Special Resolution 1, if passed, will streamline the Company's Constitution with the new provisions of the Companies Act 2016, amendments made to Main Market Listing Requirements of Bursa Malaysia Securities Berhad and enhance administrative efficiency. The

Board proposed that the existing Memorandum and Articles of Association be revoked in its entirety and the proposed new Constitution of the Company as set out in Appendix A of the Circular to Shareholders dated 29 October be adopted as the new Constitution of the Company. The Proposed Adoption shall take effect once it has been passed by a majority of not less than seventy-five (75) percent of such members who are entitled to attend and vote and do vote in person or by proxy at the Eleventh Annual General Meeting of the Company.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

**Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad**

1. Details of individuals who are standing for election as Directors

No individual is seeking election as a Director at the forthcoming Eleventh Annual General Meeting of the Company (“11<sup>th</sup> AGM”).

2. Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Details of the general mandate to issue securities in the Company pursuant to Sections 75 and 75 of the Companies Act 2016 are set out in Explanation Note (5) of the Notice of Eleventh Annual General Meeting.