



ASIA MEDIA GROUP BERHAD

Registration No. 200801011849 (813137-V)
(Incorporated in Malaysia)

NOTICE OF 15TH
ANNUAL GENERAL
MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth (“15th”) Annual General Meeting [“AGM”] of the Company will be convened and held at Unit 15-1, Menara Choy Fook On, Jalan Yoong Shook Lin, Seksyen 7, 46050 Petaling Jaya, Selangor Darul Ehsan on Friday, 15 September 2023 at 9.30 a.m. to transact the following businesses:

1. To receive the Audited Financial Statements for the financial year ended 31 March 2023 together with the Reports of Directors and Auditors thereon. **(Refer to Explanatory Note i)**
2. 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:
 - a) Mr. Tan Chia Hong @ Gan Chia Hong **(Resolution 1)**
 - b) Mr. Tan Choon Fuh **(Resolution 2)**
3. To re-elect Dato’ Rosni Binti Zahari who retires in accordance with Rule 118 of the Company’s Constitution, being eligible, offers herself for re- election. **(Resolution 3)**
4. To approve the payment of Directors’ fees and any other benefits up to RM175,000.00 to non-executive directors for the period from 16th September 2023 until the next annual general meeting of the Company. **(Resolution 4)**
(Refer to Explanatory Note ii)
5. To note that Messrs. CAS Malaysia PLT has expressed that they will not seek re-appointment as auditor of the Company. **(Refer to Explanatory Note iii)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution:

6. **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 5)
(Refer to Explanatory Note iv)

7. Ordinary Resolution – Proposed Shareholders’ Mandate for Recurrent Related Party Transactions

(Resolution 6)

“THAT, subject to the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad (“Bursa Securities”), the Company and/or its subsidiary companies be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature set out in paragraph 2.5 of the Circular to the Shareholders of the Company dated 31 July 2023 which are necessary for their day-to-day operations with:

A. Harta Goldmine Sdn Bhd

Subject further to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public;
- (b) appropriate disclosure is made in the annual report in accordance with Paragraph 3.1.5 of Practice Note 12 of the Main Market Listing Requirements of the Bursa Securities, which requires an actual breakdown of the aggregate value of the recurrent related party transactions entered into during the financial year, including amongst others, the type of recurrent related party transactions and the names of the related parties involved in each type of the recurrent related party transaction entered into and their respective relationships with the Company and that such approval shall, subject to annual renewal, continue to be in force until:
 - i) conclusion of the next annual general meeting of the Company (unless by a resolution or resolutions passed at the said annual general meeting, the authority is renewed);
 - ii) the expiry of the period within which the next annual general meeting of the Company following the forthcoming annual general meeting at which this mandate is approved, is required to be held pursuant to Section 340(2) of the Companies Act 2016, without regard to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or
 - iii) revoked or varied by a resolution or resolutions passed by the shareholders of the Company in general meeting.

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

BY ORDER OF THE BOARD

TAN KOK AUN (MACS 01564) (SSM Practising Certificate No. 201908003805)

NIP CHEE SIEN (MAICSA 7066996) (SSM Practising Certificate No. 202008003954)

NUR FARAHIN HAZWIN BINTI AB MALEK (LS0010535) (SSM Practising Certificate No. 202108000222)

Company Secretaries

Kuala Lumpur;

31 July 2023

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. There shall be no restriction as to the qualification of the proxy.*
2. *Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
3. *A proxy may but need not be a member of the Company.*
4. *If the appointer is a corporation, the form of proxy must be executed under its Common Seal or under the hand of its attorney.*
5. *The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or a certified true copy thereof shall be deposited at the Company's Registrar Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time set for the meeting.*
6. *Depositor whose name appears on the Record of Depositors as at 7 September 2023 shall be regarded as member of the Company and entitled to attend and vote at the meeting or to appoint proxy(ies) to attend and vote at the meeting.*
7. *All resolutions at the 15th Annual General Meeting or any adjournment thereof shall be voted by poll.*

EXPLANATORY NOTES

i. **Agenda 1 – Audited Financial Statements for financial ended 31 March 2023**

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.

ii. **Agenda 4 – To approve the payment of Directors' fees and any other benefits up to RM175,000.00 to non-executive directors for the period from 16th September 2023 until the next annual general meeting of the Company.**

Directors' Fees and Benefits Payable to Non-Executive Directors from 29 June 2023 until the conclusion of the next Annual General Meeting Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a general meeting.

The Company is requesting shareholders' approval for the payment of Remuneration to Non-Executive Directors for the period commencing from 16th September 2023 until the conclusion of the next Annual General Meeting ("AGM") of the Company to be held in year 2024 in accordance with the remuneration structure set out below.

The Remuneration comprises fees and other benefits-in-kind (“BIK”) payable to the Chairman, and members of the Board of Directors (“the Board”), and the Chairman and members of Board Committees.

Remuneration Structure	Monthly Fees (RM)	Allowance Per Meeting (RM)	Annual BIK (RM)
Chairman of the Board	2,000.00	250.00, or 550.00 if from out-of-state	10,000.00
Non-Executive Director	2,000.00		6,000.00
Chairman of the respective Committee #	-	-	-
Member of the respective committee #	-	-	-

Board Committees established by the Board as at present comprise of the Audit Committee, Nomination Committee, Remuneration Committee and Corporate Governance Committee.

The remuneration structure set out above and if approved by the shareholders, will allow the Company to make payment of the remuneration to Non-Executive Directors on a monthly or periodical basis, as the case may be.

iii. **Agenda 5**

CAS Malaysia PLT has expressed that they would not be seeking re-appointment as Auditors of the Company at this AGM. Efforts are being made by the Company to appoint new auditors as soon as possible. Further announcement would be released in due course once the proposed new appointment has been confirmed.

iv. **Agenda 6 (Resolution 5) - Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Resolution 5 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 Fourteenth (“14th”) Annual General Meeting held on 19 August 2022 and which will lapse at the conclusion of the Fifteenth (“15th”) 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.