

# CHINA INTEGRATED MEDIA CORPORATION LIMITED

ACN 132 653 948

## NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Shareholders in China Integrated Media Corporation Limited ("CIMC" or "the Company") will be held at Level 7, 420 King William Street, Adelaide SA 5000 on Friday 29 May 2015 commencing at 10:30 am (CST).

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Act 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00 pm (CST) on 27 May 2015.

### **Part A**

#### **Item 1. Financial Accounts**

To receive and consider the consolidated financial report of the Company for the financial year ended 31 December 2014 (Group Accounts) and the reports of the directors and the auditor on the Group Accounts.

#### **Resolution 1. Remuneration Report**

To consider, and if thought fit, pass the following resolution as an ordinary resolution, non-binding and advisory only:

*"That, for all purposes, the Shareholders of the Company approve the Remuneration Report for the financial year ended 31 December 2014."*

#### **Resolution 2. Election of Director – Dr. Herbert Ying Chiu Lee**

To consider, and if thought fit, pass the following resolution as an **ordinary resolution**:

*"That, for all purposes, Dr. Herbert Ying Chiu Lee who retires and offers himself for election, is elected as a Director in accordance with Article 15.5 of the Company's Constitution."*

#### **Resolution 3. Election of Director – Dr. Man-Chung Chan**

To consider, and if thought fit, pass the following resolution as an **ordinary resolution**:

*"That, for all purposes, Dr. Man-Chung Chan who retires and offers himself for election, is elected as a Director in accordance with Article 15.5 of the Company's Constitution."*

#### **Resolution 4. Ratification of Prior Issue of Shares**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and issue of 307,954 Shares on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 4 by a person who participated in the issue and any associates of that person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as their proxy decides.

### **Part B**

#### **Retirement of Director – Mike Chi-Wen Hsieh**

Pursuant to Article 15.5 of the Company’s Constitution, Mr. Mike Chi-Wen Hsieh will retire as a Director at the Annual General Meeting and he has elected not to seek re-election.

#### **Access Annual Report Online**

The Annual Report is now available for Shareholders to access and download from:-  
<http://www.chinamedia.com.au/releases.html>

By order of the Board of  
China Integrated Media Corporation Limited

/S/ Herbert Ying Chiu Lee

Herbert Ying Chiu Lee  
Director  
29 April 2015

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting.

## Notice of Annual General Meeting – Explanatory Statement

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### INTRODUCTION

#### Shareholder meetings

All Shareholders on the Company's share register as at 7:00 pm (CST) on 27 May 2015 are eligible to vote on the resolutions put forward at this Annual General Meeting.

### ORDINARY BUSINESS

#### Item 1. Financial Accounts

The first item of the Notice of Annual General Meeting deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 31 December 2014 (Annual Report) together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

The Corporations Act 2001 (Cth) (**Act**) requires:

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the Company for the year ended 31 December 2014,

to be laid before the annual general meeting. The Act does not require a vote of Shareholders on the reports or statements.

A representative from the auditor, StewartBrown Audit Services Pty Limited, will also attend the meeting and Shareholders will be provided with a reasonable opportunity as a whole to ask the auditor questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

If you are a current Shareholder or you have become a Shareholder since the Annual Report was produced and you would like a copy of the Annual Report, please download a copy from our website at "<http://www.chinamedia.com.au/releases.html>" or contact the Company Secretary by email at [info@chinamedia.com.au](mailto:info@chinamedia.com.au) or by fax at +618 8312 0248.

## **Resolution 1 – Remuneration Report**

Under the Corporations Act, the Directors' Report must include a separate remuneration report ("**Remuneration Report**") detailing various matters regarding the remuneration of directors, company secretaries, senior managers and officers of the Company, including:

- board policy on the remuneration of these officers;
- the relationship between board remuneration policy and company performance;
- a discussion of performance conditions and if any officers receive securities as part of their remuneration that are not subject to performance conditions, an explanation as to why this is so; and
- details of the remuneration of each director, including details of any part of such persons' remuneration or securities issued to that person that are subject to performance conditions and why those conditions were chosen and their options including their value at the time they were granted, exercised or lapsed.

The Remuneration Report forms part of the Annual Report provided to you.

The vote on the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Directors will take the outcome of the vote into consideration when setting the Company's remuneration policy for future financial years.

Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the Remuneration Report which forms part of the Annual Report.

## **Resolution 2 – Election of Director – Dr. Herbert Ying Chiu Lee**

In accordance with Article 15.5 of the Company's Constitution, a Director must retire from office and seek re-election by no later than the third annual general meeting following his or her appointment or election, or 3 years, whichever is longer.

The profile of Dr. Herbert Ying Chiu Lee is set out in the Company's Annual Report.

Your Directors recommend that Shareholders vote in favour of Resolution 2.

## **Resolution 3 – Election of Director – Dr. Man-Chung Chan**

In accordance with Article 15.5 of the Company's Constitution, a Director must retire from office and seek re-election by no later than the third annual general meeting following his or her appointment or election, or 3 years, whichever is longer.

The profile of Dr. Man-Chung Chan is set out in the Company's Annual Report.

Your Directors recommend that Shareholders vote in favour of Resolution 3.

## **Resolution 4 – Ratification of Prior Issue of Shares**

### **General**

On 9 February 2015 the Company announced the completion of the 100% acquisition of Conco International Co., Limited. The consideration for which was the issue of 307,954 Shares at an issue price of \$0.20 per Share.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these placement Shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 months period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, unless issue is approved by Shareholders or an exemption applies.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issues did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1.

The Company confirms that the previous issue of the 307,954 placement Shares did not breach ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **Technical Information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution 4:

- (a) 307,954 Shares were allotted and issued on 12 February 2015;
- (b) the issue price was \$0.20 per Share;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to Jeffrey Ming-Yih Chang;
- (e) no funds were raised in the issue; and
- (f) a voting exclusion statement in respect of Resolution 4 is set out in the Notice of Meeting.

**If Resolution 4 is not passed**

The Company was not required, under Listing Rule 7.1, to seek member approval prior to the issue of Shares described in Resolution 4.

If Shareholders do not approve Resolution 4, it will not invalidate the placement. However, the issue of Shares will be part of the Company's 15% limit and so will reduce the Company's ability to issue further equity securities in the 12 month period subsequent to the issue, unless member approval is obtained for the issue or the issue falls within another exception in the Listing Rules.

Your Directors recommend that Shareholders vote in favour of Resolution 4.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 4.

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## GLOSSARY OF TERMS

In this Explanatory Statement the following expressions have the following meanings:

<b>Annual General Meeting or Meeting</b>	means the annual general meeting of Shareholders of the Company convened by this Notice
<b>Annual Report</b>	means the 2014 Annual Report of the Company
<b>ASIC</b>	means the Australian Securities and Investments Commission
<b>ASX</b>	means ASX Limited ABN 98 008 624 691 or the securities market which it operates, as appropriate
<b>Board</b>	means the board of Directors of the Company
<b>Company</b>	means China Integrated Media Corporation Limited (ABN 98 132 653 948)
<b>Constitution</b>	means the Constitution of the Company
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth)
<b>Director</b>	means a director of the Company (as time to time as the context requires)
<b>Explanatory Statement</b>	means the explanatory statement attached to the Notice of Meeting
<b>Listing Rules</b>	means the listing rules of the ASX
<b>Notice or Notice of Meeting</b>	means this notice of Annual General meeting including the Explanatory Statement and the Proxy Form
<b>Remuneration Report</b>	means the section of the Directors' Report for the 2014 financial year that is included under section 300A(1) of the Corporations Act
<b>Resolution</b>	means a resolution referred to in the Notice of Meeting
<b>Share(s)</b>	means a fully paid ordinary share in the capital of the Company
<b>Shareholder(s)</b>	means holder of a Share

## **INFORMATION FOR VOTING SHAREHOLDERS**

### **Voting Entitlements**

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a member and the holder of Shares if that person is registered as a holder of Shares at 7:00 pm (CST) on 27 May 2015.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes, each proxy may exercise half of the votes (in which case any fraction of votes will be disregarded).

The proxy form (and the power of attorney or other authority, if any, under which a proxy form is signed) must be completed and returned to the Company no later than 7:00 pm (CST) on 27 May 2015 by mail at PO Box 1171, North Adelaide SA 5006 or by fax to the Company (facsimile +618 8312 0248).

Any proxy form received after that time will not be valid for the scheduled meeting.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation may be executed in accordance with the laws of that corporation's place of incorporation. The proxy may, but need not, be a member of the Company. A proxy form is attached to this Notice of Meeting.

### **Statement Regarding Undirected Proxies**

As disclosed on the proxy form it is the intention of the Chairman of the Meeting to vote any undirected proxies in favour of all resolutions. The proxy form is required to contain certain disclosures regarding the voting intentions of the Chairman regarding undirected proxies. Shareholders are advised to read the proxy form carefully.

### **Corporate Representatives**

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairman of the Meeting) a natural person to act as its representative at the Meeting.

### **Voting Entitlement**

On a poll, members have one vote for every fully paid ordinary share held.