For personal use only

China Integrated Media Corporation Limited
Level 7, 420 King William St
Adelaide SA 5000
T: +61 8 8232 0180
F: +61 8 8312 0248
www.chinamedia.com.au
A.B.N. 98 132 653 948

CHINA INTEGRATED MEDIA CORPORATION LIMITED

ACN 132 653 948

NOTICE OF ANNUAL GENERAL MEETING

TIME:	2.00 PM (Australian Eastern Standard Time)
DATE:	30 May 2016
PLACE:	Level 4, Plaza Building Australia Square, 95 Pitt Street, Sydney, New South Wales, 2000, Australia

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY. PLEASE READ IT CAREFULLY.

If you are unable to attend the Annual General Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on that form. If you are in any doubt as to how to vote, you should consult your financial or legal adviser as soon as possible. Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary at compsec@chinamedia.com.au .

For personal use only

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of China Integrated Media Corporation Limited (the **Company**) will be held at:

Venue: Level 4
Plaza Building Australia Square
95 Pitt Street, Sydney
New South Wales, 2000, Australia

Date: 30 May 2016

Time: 2.00 PM AEST

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting.

The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Act 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders ("Shareholder(s)") of the Company at 7.00 pm (AEST) on Saturday 28 May 2016.

AGENDA

Ordinary Business

1. Receipt of Annual Report, Financial Statements, Directors' and Audit Report

"*To receive and consider the Annual Report, Financial Statements of the Company and its controlled entities, together with the Directors' Report and the Audit Report for the year ended 31 December 2015.*"

Note: This item of business is for discussion and is not for resolution.

Resolutions

1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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

"*That the Remuneration Report (which forms part of the Directors' Report) for the year ended 31 December 2015 be adopted.*"

Note: The vote on this item is advisory only and does not bind the directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- A member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- A closely related party of such a member.

For personal use only

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- The voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- The voter is the Chair and the appointment of the Chair as proxy:
    - Does not specify the way the proxy is to vote on this Resolution; and
    - Expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

---

2. RESOLUTION 2 - ELECTION OF DIRECTOR: DR CHANG YUEN CHAN ("DR CY CHAN")

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

"*That for all purposes, Dr CY Chan is elected as a director of the Company in accordance with clause 15.3 of the Company's Constitution.*"

---

3. RESOLUTION 3 - ELECTION OF DIRECTOR: MR CON UNERKOV ("MR UNERKOV")

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

"*That for all purposes, Mr Unerkov is elected as a director of the Company in accordance with clause 15.3 of the Company's Constitution.*"

---

4. RESOLUTION 4 - ELECTION OF DIRECTOR: MR WILTON TIMOTHY CARR INGRAM ("MR INGRAM")

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

"*That for all purposes, Mr Ingram is elected as a director of the Company in accordance with clause 15.3 of the Company's Constitution.*"

---

5. RESOLUTION 5 - RE-ELECTION OF DIRECTOR: DR MAN-CHUNG CHAN ('DR MC CHAN")

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

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

---

6. RESOLUTION 6 - APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

To consider and, if thought fit, pass the following resolution as a **special resolution**:

"*That, for the purposes of the ASX Listing Rules, including ASX Listing Rule 7.1A, and for all other purposes, the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (Additional Placement Capacity) and on the terms and conditions set out in the Explanatory Notes (accompanying and forming part of this Notice of Meeting) be approved.*"

For personal use only

Voting Exclusion Statement

The Company will disregard any votes cast by a person who may participate in an issue of equity securities under the Additional Placement Capacity (and any associate of that person) and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed (and any associate of that person). However, the Company need not disregard a vote if it is cast by a person as 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 proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

At the date of this Notice, the Company has not approached any particular existing shareholders to participate in the issue of equity securities under the Additional Placement Capacity. No existing shareholders' votes will therefore be excluded under the voting exclusion in this Notice.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

Proxies

Please note that:

(a) A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
(b) A proxy need not be a member of the Company;
(c) A Shareholder may appoint a body corporate or an individual as its proxy;
(d) A body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
(e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorizing him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Act 2001 (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7.00pm AEST on Saturday 28 May 2016.

Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

By Order of the Board of Directors

/S/ George Yatzis

George Yatzis
Company Secretary
Date: 29 April 2016

For personal use only

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting to be held on Monday, 30 May 2016 at 2.00 pm (AEST) (**AGM**).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

1. RESOLUTION 1 – Adoption of the Remuneration Report

The Company's Remuneration Report to Shareholders forms part of the Company's Directors' Report for the year ended 31 December 2015 and is set out in the Company's 2015 Annual Report. The Remuneration Report is submitted to Shareholders for consideration and adoption by way of a non-binding resolution.

However, recent amendments to the Act which have effect from 1 July 2011 provide that if the Company's Remuneration Report receives a 'no' vote of 25 per cent or more at two consecutive Annual General Meetings, a resolution must then be put to shareholders at the second Annual General Meeting as to whether another meeting should be held (within 90 days) at which all Directors who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and comment on the Remuneration Report.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1, noting that each Director has a personal interest in his own remuneration from the Company.

At the Company's previous Annual General Meeting the votes cast against the remuneration report considered at that Annual General Meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy, you must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member), you do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, **you expressly acknowledge and authorise the Chair to exercise your proxy on this Resolution (except where you have indicated a different voting intention on the proxy form) even though this Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chairman**.

If you appoint any other person as your proxy, you do not need to direct your proxy how to vote on this Resolution, and you do not need to mark any further acknowledgement on the Proxy Form.

For personal use only

2. RESOLUTION 2 – ELECTION OF DR CHANG YUEN CHAN ("DR CY CHAN")

Resolution 2 seeks approval for the election of Dr CY Chan as a director of the Company.

In accordance with Clause 15.3 of the Company's Constitution, a new director appointed to the board since the last General Meeting must retire and may be re-appointed by the Company in a General Meeting of Shareholders.

Dr. CY Chan graduated from the University of Hong Kong with a PhD in computer simulation and a LLB from the Manchester Metropolitan University. He is now the project manager in the Partner State Key Laboratory in Ultra-precision machining Technology. Working as one of the key project investigators, he has been awarded more than HK$20 million in external funding over the last three years. His main research interests are on light-field imaging, bionic vision, nano-machining mechanics, adaptive control and compensation, and the design of lubricating components for ultra-precision machining. His expertise is in the areas of optical design and computer simulation.

The Directors (excluding Dr CY Chan) unanimously recommend that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – ELECTION OF MR CON UNERKOV ("MR UNERKOV")

Resolution 3 seeks approval for the election of Mr Unerkov as a director of the Company.

In accordance with Clause 15.3 of the Company's Constitution, a new director appointed to the board since the last General Meeting must retire and may be re-appointed by the Company in a General Meeting of Shareholders.

Mr Unerkov is an experienced businessman with local and international experience in the Finance, Media, Advertising, and Telecommunications markets.

Mr Unerkov holds a Bachelor of Applied Science in Computer Studies from the University of South Australia and over his career has worked as an executive for a number of companies both in the private and public sectors where he has gained significant experience in the commercial and financial aspects of business development, transactional matters and mergers and acquisitions.

The Directors (excluding Mr Unerkov) unanimously recommend that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4 – ELECTION OF MR WILTON TIMOTHY CARR INGRAM ("MR INGRAM")

Resolution 4 seeks approval for the election of Mr Ingram as a director of the Company.

In accordance with Clause 15.3 of the Company's Constitution, a new director appointed to the board since the last General Meeting must retire and may be re-appointed by the Company in a General Meeting of Shareholders.

Mr Ingram has operated his own Company since 1975 engaged in various fields, including corporate advice and marketing in Australia and Hong Kong. In 1998, Mr Ingram established, with Australian partners, a venture capital business, Momentum Ventures Funds Limited in Melbourne Australia and raised initially more than AU$30,000,000, the total valuation now is approximately AU$100,000,000. The fund invests in companies such as Engenic Pty Ltd (Bio Technology business), CRX Pty Ltd (Communication technology business), Bentic Limited (Deep Water Drilling Company in the US and world-wide), and Paniva Pty Ltd (Corporate Education Business world-wide). Since 1990, Mr Ingram has invested and developed resorts in the Philippines such as the Friday's Boracay and Oasis Hotel, as well as commercial buildings in Makati, Manila in partnership with First Pacific Group in Hong Kong.

The Directors (excluding Mr Ingram) unanimously recommend that Shareholders vote in favour of Resolution 4.

For personal use only

5. RESOLUTION 5 – RE-ELECTION OF DR MAN CHUNG CHAN ("DR MC CHAN")

In accordance with Clause 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.

Dr MC Chan graduated from the Chinese University of Hong Kong in 1980 in Philosophy & Government and Public Administration. He received his PhD in Computer Science from La Trobe University in Australia. From 1988 to 1994 he taught Computer Science at the University of New South Wales and from 1994 on he has worked in the Computing Department of the Hong Kong Polytechnic University.

Dr MC Chan was a computational logician and has recently worked in the broad fields of knowledge management, artificial intelligence and the intellectual property of computing. He has strong working relationships with the municipal governments of Jiangsu, Hubei and the Henan provinces in China.

The Directors (excluding Dr MC Chan) unanimously recommend that Shareholders vote in favour of Resolution 5.

6. RESOLUTION 6- APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

In August 2012, the ASX introduced ASX Listing Rule 7.1A which enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12 month period commencing after the Annual General Meeting ("**Additional Placement Capacity"**). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution at an Annual General Meeting before any equity securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an 'eligible entity'. The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1 and, as such, if the Additional Placement Capacity is approved, the Directors will be allowed to issue equity securities of up to 25% of the Company's issued share capital without prior approval from shareholders. The Company seeks Shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity should the need arise.

Importantly:

- Pursuant to ASX Listing Rule 7.1A.3 the issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:
    - The date on which the price at which the securities are to be issued is agreed; or
    - If the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.
- The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in the table below). There is also the risk that:
    - The market price for equity securities in that class may be significantly lower on the issue date than on the date of the Annual General Meeting; and
    - The equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.
- Equity securities under the Additional Placement Capacity may NOT be issued until the earlier of:
    - The date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or

For personal use only

- The date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

To be clear, any approval of the Additional Placement Capacity at this Annual General Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

- The Company may issue equity securities under the Additional Placement Capacity for the following purposes:

  - Non-cash consideration: for the acquisition of new assets and investments (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3); or
  - Cash consideration: to raise funds for the development of the Company's existing assets, the acquisition of new assets or investments (including assets associated with such acquisition), to repay debt or to fund working capital.

- The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

  - The purpose of the issue;
  - The methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
  - The effect of the issue of the equity securities on the control of the Company;
  - The financial situation and solvency of the Company;
  - Prevailing market conditions; and
  - Advice from the Company's advisors.

- The allottees under the Additional Placement Capacity have not yet been determined but if such an exercise was undertaken, allottees may include existing substantial shareholders and or new shareholders who are not related parties or associates of a related party of the Company.

  Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the Additional Placement Capacity will be vendors of the new assets or investments.

- A voting exclusion statement has been included in this Notice. However, as at the date of this Notice, the Company has not approached any particular existing shareholders to participate in the issue of equity securities under the Additional Placement Capacity. No existing shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

- When the Company issues equity securities pursuant to the Additional Placement Capacity, it will give to ASX:

  - A list of the allottees of the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
  - The information required by Listing Rile 3.10.5A for release to the market.

For personal use only

Information under Listing Rule 7.3A.6(a):

The table below shows the total number of equity securities issued in the past 12 months preceding the date of the Annual General Meeting and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities issued in prior 12 month period	26,081,065
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	49.01%

Information under Listing Rule 7.3A.6(b):
The tables below set out specific details for each issue of equity securities that have taken place in the 12 month period preceding the date of the Annual General Meeting.

Date of issue:	30 September 2015
Number issued:	26,081,065
Class/Type of equity security:	Quoted Fully Paid Ordinary Shares
Summary of terms:	Same terms of existing fully paid ordinary shares previously issued
Names of persons who received securities or basis on which those persons was determined:	Issued for the acquisition of the Marvel Digital Limited's business pursuant to approval by shareholders at an extraordinary general meeting held on 18 September 2015
Price:	$0.20
Discount to market price (if any):	Nil
For cash issues	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	Shares issued pursuant to Share Purchase Agreement
Current value of that non-cash consideration:	N/A

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

(i) Two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		$0.095 **50% decrease in Issue Price**	$0.19 **Issue Price**	$0.38 **100% increase in Issue Price**
Current Variable A 79,301,852	**Shares Issued**	7,930,185	7,930,185	7,930,185
	Funds raised	$753,368	$1,506,735	$3,013,470
50% increase in current Variable A 118,952,778	**Shares Issued**	11,895,277	11,895,277	11,895,277
	Funds raised	$1,130,051	$2,260,103	$4,520,205
100% increase in current Variable A 158,603,704	**Shares Issued**	15,860,370	15,860,370	15,860,370
	Funds raised	$1,506,735	$3,013,470	$6,026,941

The above table has been prepared based on the following assumptions:

- Current Variable A is calculated as at 20 April 2016.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under Listing Rule 7.1.
- The issue of equity securities under the Additional Placement Capacity includes only shares.
- The issue price of $0.19 was the closing price of shares on ASX on 20 April 2016.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

Enquiries

Shareholders are encouraged to contact the Company Secretary at compsec@chinamedia.com.au if they have any queries in respect to the matters set out in these documents.

For personal use only

For personal use only

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Company to which this Notice of Meeting relates will be held at 2.00 pm AEST on Monday, 30 May 2016 at:

Level 4
Plaza Building Australia Square
95 Pitt Street, Sydney
New South Wales, 2000, Australia

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the proxy form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. (If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.)

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must call all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

For personal use only

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair on certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
    - the proxy is not recorded as attending the meeting;
    - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

China Integrated Media Corporation Limited
ACN 132 653 948

All Correspondence to:

By Mail China Integrated Media Corporation Limited
Level 7, 420 King William Street
Adelaide SA 5000 Australia

By Fax: +61 8 8312 0248

By Phone: (within Australia) 08 8232 0180
(outside Australia) +61 8 8232 0180

For personal use only

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00PM (AEST) on Saturday, 28 May 2016.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 ENTER SHAREHOLDER DETAILS

Enter you shareholder details as they appear on the share register.
Shareholder details **must be** the Shareholder name and address as they appear on the Company's share register.

STEP 2 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy
You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:
(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
(b) return both forms together in the same envelope.

STEP 3 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate
Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company secretary.

STEP 4 SIGN THE FORM

The form **must** be signed as follows:
Individual: This form is to be signed by the Securityholder.
Joint Holding: where the holding is in more than one name, all the Securityholders should sign.
Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 5 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm (AEST) on Saturday, 28 May 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

By Fax	+ 61 8 8312 0248
By Mail	China Integrated Media Corporation Limited Level 7, 420 King William Street Adelaide SA 5000 Australia
In Person	Level 7, 420 King William Street Adelaide SA 5000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

China Integrated Media Corporation Limited
ACN 132 653 948

PROXY FORM

STEP 1 ENTER SHAREHOLDER DETAILS

Please enter your shareholder details below :

I/We .....
(please print Shareholder name as it appears on the company share register)

of .....
(please print Shareholder address as it appears on the company share register)

Being a shareholder of **China Integrated Media Corporation Limited provide the following instructions**.

STEP 2 APPOINT A PROXY

I/We being a member/s of **China Integrated Media Corporation Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Plaza Building Australia Square, Level 4, 95 Pitt Street, Sydney, NSW 2000 on Monday, 30 May 2016 at 2:00pm (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for China Integrated Media Corporation Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 3 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	☐	☐	☐
Resolution 2	Election of Director: Dr Chang Yuen Chan	☐	☐	☐
Resolution 3	Election of Director: Mr Con Unerkov	☐	☐	☐
Resolution 4	Election of Director: Mr Wilton Timothy Carr Ingram	☐	☐	☐
Resolution 5	Re Election of Director: Dr Man-Chung Chan	☐	☐	☐
Resolution 6	Approval of Additional Placement Capacity	☐	☐	☐

STEP 4 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name…….. Contact Daytime Telephone……..... Date / / 2016

For personal use only