

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 Suite 5, Level 2, Malcolm Reid Building, 187 Rundle Street, Adelaide, SA 5000 on 15 May 2013 commencing at 10:00 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 10:00 am (CST) on 13 May 2013.

Part A

Item 1. Financial Accounts

To receive and consider the consolidated financial report of the Company for the financial year ended 31 December 2012 (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 2012."

Resolution 2. Election of Director – Mr. Herbert Ying Chiu Lee

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

"That, for all purposes, Mr. Herbert Ying Chiu Lee who retires and offers himself for election, is elected as a Director in accordance with Article 15.3 of the Company's Constitution."

Resolution 3. Election of Director – Mr. Man-Chung Chan

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

"That, for all purposes, Mr. Man-Chung Chan is elected as a Director in accordance with Article 15.3 of the Company's Constitution."

Resolution 4. Removal of Auditor

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

"That, DFK Gray Perry Pty Ltd, the current auditor of the Company be removed as the auditor of the Company effective from the date of the meeting."

Resolution 5. Appointment of Auditor

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

“That for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, BDO Audit Partnership (SA), having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect after the meeting.”

Part B

Retirement of Director – Bing He

Pursuant to Article 15.5 of the Company’s Constitution, Mr. Bing He will retire as a director at the Annual General meeting and he has elected to not 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



Con Unerkov
Company Secretary
3 April 2013

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

For personal use only

Notice of Annual General Meeting – Explanatory Memorandum

INTRODUCTION

Shareholder meetings

All shareholders on the Company's share register as at 10:00 am (CST) on 13 May 2013 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 2012 (2012 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 2012,

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, DFK Gray Perry Pty Ltd, 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.

Shareholders were provided with a copy of the Group Accounts with the Annual Report. If 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 at Suite 5, Level 2, Malcolm Reid Building, 187 Rundle Street, Adelaide, SA 5000.

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 2012 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.

Resolutions 2 – Election of Director – Herbert Ying Chiu Lee

In accordance to Article 15.3 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 Mr. Herbert Ying Chiu Lee is set out in the 2012 Annual Report.

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

Resolutions 3 – Election of Director – Man-Chung Chan

In accordance to Article 15.3 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.

Mr Chan, aged 54, is currently the Head of R&D of Marvel Digital Group. Mr. Chan was a professor at the Hong Kong Polytechnic University for 19 years prior to joining Marvel Digital Group in 2012. Mr. Chan has extensive networks with research organisations and obtained his Ph.D. from the Department of Computer Science at La Trobe University in 1992. He has been an active consultant to government agencies and various companies in Hong Kong and China.

Dr. Chan is a citizen of Australia who resides in Hong Kong.

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

Resolution 4 and 5 – Removal and Appointment of Auditor

Under Section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months notice of intention to move the resolution has been given. The notice of intention to remove DFK Gray Perry Pty Ltd is provided to shareholders with this Notice of General Meeting.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

The Company provides the notice of intention to shareholders at Annexure A to this notice and seeks the approval to remove the auditor even though the meeting will be held less than 2 months after the notice of intention is given.

Under Section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under Section 329 of the Corporations Act.

If DFK Gray Perry Pty Ltd is removed under Resolution 4, the Director propose under Resolution 5 that BDO Audit Partnership (SA) of Level 7, BDO Centre, 420 King William Street, Adelaide, SA 5000 be appointed as the Company's auditor effective from the close of the General Meeting. The notice of intention to remove DFK Gray Perry Pty Ltd as auditor of the Company and nomination of BDO Audit Partnership (SA) as auditor of the Company is provided to shareholders in Annexure A to this Notice of General Meeting.

If Resolution 4 and 5 are passed, the appointment of BDO Audit Partnership (SA) as the Company's auditor will take effect at the close of this General Meeting.

The Board recommends that shareholders vote in favour of Resolution 4 and 5.

INFORMATION FOR VOTING SHAREHOLDERS

Voting Entitlements

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognized as a member and the holder of Shares if that person is registered as a holder of Shares at 10am (CST) on 13 May 2013.

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 10am (CST) on 13 May 2013 by faxing it 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 authorized 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 authorize (by certificate under common seal or other form of execution authorized 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.

Annexure A - Nomination from a shareholder for the removal of DFK Gary Perry Pty Limited and appointment of BDO Audit Partnership (SA) as Auditor of the Company

3 April 2013

The Board of Directors
China Integrated Media Corporation Limited
Suite 5, Level 2, 187 Rundle Street,
Adelaide, SA 5000

Dear the Board,

Removal and Nomination of Auditor of China Integrated Media Corporation Limited

We, Jademan International Limited, being a shareholder of China Integrated Media Corporation Limited ("Company"), request that a general meeting of the Company be held at the first available time, in any event no later than 2 months from the date of this notice, to consider and if though fit, pass resolutions that:

- a) DFK Gray Perry Pty Ltd be removed as auditor of the Company; and
- b) BDO Audit Partnership (SA) of Level 7, BDO Centre, 420 King William Street, Adelaide, SA 5000 be appointed as the new auditor of the Company.

Furthermore, for the purpose of Section 328B(1) of the Corporation Act 2001(cth), we hereby nominate the removal of DFK Gary Perry Pty Ltd and the appointment of BDO Audit Partnership (SA) as auditor of the Company, and consent to the distribution of a copy of this notice of removal and nomination as an annexure to the Notice of Meeting and Explanatory Statement for the general meeting of the Company as required by section 328B(3)(4) of the Corporation Act 2011 (cth).

Yours sincerely,



Con Unerkov
Director
Jademan International Limited

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