

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 Friday 30 May 2014 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 10:30 am (CST) on 28 May 2014.

Part A

Item 1. Financial Accounts

To receive and consider the consolidated financial report of the Company for the financial year ended 31 December 2013 (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 2013."

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. Election of Director – Dr. Yat-Man Lai

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

“That, for all purposes, Dr Yat-Man Lai is elected as a Director in accordance with Article 15.3 of the Company’s Constitution.”

Part B

Retirement of Director – Con Unerkov

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

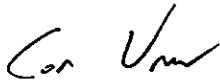
Retirement of Director – Loui Kotsopoulos

Pursuant to Article 15.5 of the Company’s Constitution, Mr. Loui Kotsopoulos 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
28 April 2014

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 10:30 am (CST) on 28 May 2014 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 2013 (2013 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 2013,

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, BDO Audit Partnership (SA), 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 at Suite 5, Level 2, Malcolm Reid Building, 187 Rundle Street, Adelaide SA 5000 or fax to +61(8) 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 2013 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 to 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 2013 Annual Report.

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

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

In accordance to 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 2013 Annual Report.

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

Resolution 4 – Election of Director – Dr. Yat-Man Lai

In accordance to Article 15.3 of the Company's Constitution, a new director to the Board may be appointed by the Company in general meeting.

Dr. Yat-Man Lai ("Dr Lai"), aged 54, is proposed to be a non-executive Director of the Company.

Since 2012, Dr Lai has been the executive director and chief executive officer of Dragon Jade International Limited, ("DJIL") a company quoted on the Over the Counter Bulletin Board in the United States. He is primarily responsible for DJIL's overall business planning, strategy and management, as well as providing medical and biological information support to DJIL. He has over 25 years of experience in the medical and pharmaceutical industries. From 1987 to 1988, he acted as the Chief Resident of Emergency Internal Medicine Department of Neihu General Hospital in Taipei. From 1988 to 1995, he acted as the Chief of Internal Medicine Department of Tamsui First Hospital in Taipei County. In 1998, he founded United Asia Medical Network Company Limited in Hong Kong and is currently its Chairman.

Dr. Lai received his medical degree from the Medical College of National Taiwan University in 1985.

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

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 10:30 am (CST) on 28 May 2014.

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 10:30 am (CST) on 28 May 2014 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 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.