

# CHINA INTEGRATED MEDIA CORPORATION LIMITED

ACN 132 653 948

## NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary 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 11 August 2014 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 Extraordinary General Meeting are those who are registered Shareholders at 10:00 am (CST) on 9 August 2014.

### **Resolution 1. Removal of Auditor**

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

"That, BDO Audit Partnership (SA), the current auditor of the Company be removed as the auditor of the Company effective from the date of the meeting."

### **Resolution 2. Appointment of Auditor**

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

"That, subject to the passing of Resolution 1, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, Stewart Brown Audit Services Pty Limited, having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect after the meeting."

By order of the Board of  
China Integrated Media Corporation Limited



Con Unerkov  
Company Secretary  
11 July 2014

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

## Notice of Extraordinary General Meeting – Explanatory Memorandum

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### INTRODUCTION

#### Shareholder meetings

All shareholders on the Company's share register as at 10:00 am (CST) on 9 August 2014 are eligible to vote on the resolutions put forward at this Extraordinary General Meeting.

### ORDINARY BUSINESS

#### Resolution 1 and 2 – 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 an extraordinary general meeting of which 2 months notice of intention to move the resolution has been given. The notice of intention to remove BDO Audit Partnership (SA) is provided to shareholders with this Notice of Extraordinary 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 an extraordinary general meeting may appoint an auditor to replace an auditor removed under Section 329 of the Corporations Act.

If BDO Audit Partnership (SA) is removed under Resolution 1, the Director propose that Stewart Brown Audit Services Pty Limited of Level 2, 70 Hindmarsh Square, Adelaide SA 5000 be appointed as the Company's auditor effective from the Extraordinary General Meeting. The notice of intention to remove BDO Audit Partnership (SA) as auditor of the Company and nomination of Stewart Brown Audit Service Pty Limited as auditor of the Company is provided to shareholders in Annexure A to this Notice of Extraordinary General Meeting.

If Resolution 1 and 2 are passed, the appointment of Stewart Brown Audit Services Pty Limited as the Company's auditor will take effect at the close of this Extraordinary General Meeting.

The Board recommends that shareholders vote in favour of Resolution 1 and 2.

## **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 9 August 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 10am (CST) on 9 August 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 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 Extraordinary General 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.

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**Annexure A – Nomination from a shareholder for the appointment of Stewart Brown Audit Services Pty Limited as Auditor**

9 July 2014

Dr. Herbert Ying Chiu Lee  
Director  
China Integrated Media Corporation Limited  
Suite 5, Level 2  
187 Rundle Street  
Adelaide SA 5000

Dear Dr. Lee,

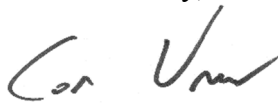
**Nomination of Stewart Brown Audit Services Pty Limited as Auditor of China Integrated Media Corporation Limited**

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 resolution that:

- (a) BDO Audit Partnership (SA) be removed as auditor of the Company; and
- (b) Stewart Brown Audit Services Pty Limited of Level 2, 70 Hindmarsh Square, Adelaide SA 5000 be appointed as the new auditor of the Company.

Furthermore, for the purposes of Section 328B(1) of the *Corporation Act 2001 (cth)*, we hereby nominate Stewart Brown Audit Services Pty Limited as auditor of the Company and consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Statement for the general meeting of the Company required by section 328B(3)(4) of the *Corporation Act 2001 (cth)*.

Yours sincerely,



Con Unerkov  
Director  
Jadman International Limited

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**PROXY FORM**  
**CHINA INTEGRATED MEDIA CORPORATION LIMITED**  
**(ACN 132 653 948)**

**Extraordinary General Meeting -**

I/We .....  
 (please print)

of .....  
 being a member of **China Integrated Media Corporation Limited:**

Name of proxy .....  
 (please print)

or failing him or her the Chairman of the meeting as my/our proxy to vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on **Monday, 11 August 2014 at 10:00am** and at any adjournment of that meeting.

**IMPORTANT NOTE:**

*If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on these items below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on these items and your votes will not be counted in computing the required majority if a poll is called on these items.*

▶

*The Chairman of the Meeting intends to vote undirected proxies in favour of each of these items.*

**Proxy instructions**

I/We instruct my/our proxy to vote as follows:

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1 – Removal of Auditor			
Resolution 2 – Appointment of Auditor			

**SIGNATURE OF MEMBERS**

Member 1 (Individual)

Sole Director and Sole Company Secretary

Joint Member 2 (Individual)

Director/Company Secretary (delete one)

Joint Member 3 (Individual)

Director

Date

REFER TO THE REVERSE FOR INSTRUCTION ON COMPLETING THIS FORM

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## Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, a separate proxy form should be used for each proxy. Each proxy must be appointed to represent a specified proportion of the member's voting rights or the number of votes given to each proxy, and this must be clearly written on the front of each form.
3. A proxy need not be a member of the Company.
4. A proxy has authority to vote on the member's behalf, as he or she thinks fit, on any motion to adjourn the meeting, or any other procedural motion, unless the member gives a direction to the contrary.
5. The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be signed either under seal or under the hand of a duly authorized officer or attorney, in accordance with the member's constitution and Corporations Act 2001.
6. To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be lodged with the Company's Registered Office at Suite 5, Level 2, 187 Rundle Street, Adelaide, SA 5000, Australia or by facsimile on +618 8312 0248, not later than 10:00am (CST) on Saturday, 9 August 2014.