



China Integrated Media Corporation Limited
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A.B.N. 98 132 653 948

CHINA INTEGRATED MEDIA CORPORATION LIMITED

ACN 132 653 948

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 11.00 AM (Australian Central Standard Time)
DATE: 12 October 2016
PLACE: Level 7, 420 King William Street, Adelaide, South Australia, 5000, Australia

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

If you are unable to attend the Extraordinary 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.

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NOTICE OF EXTRAORDINARY GENERAL MEETING

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

Venue: Level 7
420 King William Street
Adelaide, South Australia, 5000, Australia

Date: 12 October 2016

Time: 11.00 AM (ACST)

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 Extraordinary 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 Extraordinary General Meeting are those who are registered shareholders ("Shareholder(s)") of the Company at 5.00 pm (AEST) on Monday 10 October 2016.

AGENDA

Resolutions

1. RESOLUTION 1 - APPROVAL OF NAME CHANGE

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

*'That, with effect from the date that the Australian Securities & Investments Commission (ASIC) alters the details of the Company's registration and pursuant to and in accordance with section 157 of the Corporations Act, the name of the Company be changed to **Integrated Media Technology Limited**.'*

Explanatory Statement

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

Proxies

Please note that:

- (a) A Shareholder entitled to attend and vote at the Extraordinary 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 authorising 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 Extraordinary General Meeting or handed in at the Extraordinary 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 Extraordinary General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00pm AEST on Monday 10 October 2016.

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

By Order of the Board of Directors

/S/ Dr. Herbert Ying Chiu Lee

Dr Herbert Ying Chiu Lee

Director

Date 14 September 2016

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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 Extraordinary General Meeting to be held on Wednesday, 12 October 2016 at 11.00am (ACST) (**EGM**).

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 resolution in the accompanying Notice of Extraordinary General Meeting.

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

1. RESOLUTION 1– APPROVAL OF NAME CHANGE

Given the Company's focus in the media and technology sectors and its expansion internationally, the Directors of the Company consider it appropriate to change the Company's name to "**Integrated Media Technology Limited**". Resolution 1 seeks Shareholder approval for that change in accordance with section 157 of the Corporations Act.

Resolution 1 is a special resolution and pursuant to Section 157 (1) A of the Corporations Act 2001 requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by corporate representative).

The change of name will take effect from when the ASIC alters the details of the Company's registration.

The Directors unanimously recommend that shareholders vote in favour of Resolution 1.

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.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Extraordinary General Meeting of the Company to which this Notice of Meeting relates will be held at 11.00am ACST on Wednesday, 12 October 2016 at:

Level 7
420 King William Street
Adelaide, South Australia, 5000, Australia

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the Extraordinary 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 Extraordinary 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.

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.

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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 7324 6018
(outside Australia) +61 8 7324 6018

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00AM (ACST) on Monday, 10 October 2016.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 ENTER SHAREHOLDER DETAILS

Enter your 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:

- 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.
- 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 **11:00am (ACST) on Monday, 10 October 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 Extraordinary General Meeting of the Company to be held at **Level 7, 420 King William Street, Adelaide, SA, 5000 on Wednesday, 12 October 2016 at 11.00am (ACST)** 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.

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 Change of Name to "Integrated Media Technology Limited"	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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