



FUNG CHOI MEDIA GROUP LIMITED
(Incorporated in Bermuda)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at YWCA Fort Canning Lodge, 6 Fort Canning Road, Singapore 179494 on Tuesday, 18th November 2014 at 10:00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and consider the Directors' Report and the Audited Financial Statements of the Company for the year ended 30 June 2014 and the Directors' Report and the Auditors Report thereon. (Resolution 1)
2. To approve payment of Directors' fees of S\$233,274 for the financial year ending 30 June 2015. (Resolution 2)
3. To elect Mr Siew Peng Yim, who is retiring pursuant to Bye-Law 85(6) of the Company's Bye-Laws, and who, being eligible, offers himself for election. (Resolution 3)
4. To re-elect Ms Lai Yuen Ling, who is retiring pursuant to Bye-Law 86(1) of the Company's Bye-Laws, and who, being eligible, offers herself for re-election. (Resolution 4)
5. To re-elect Mr Lek Siang Pheng, who is retiring pursuant to Bye-Law 86(1) of the Company's Bye-Laws, and who, being eligible, offers himself for re-election. (Resolution 5)
6. To re-appoint Messrs KPMG as auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:-

7. **Authority be given to the Directors to allot and issue shares up to fifty per centum (50%) of the issued share capital of the Company** "That pursuant to the provisions of Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be given to the Directors, to:

- (a) (i) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options that may or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares (collectively, "Instruments") and,
- (b) (notwithstanding that the authority conferred by paragraph (a) this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit,

Provided That:

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares excluding treasury shares (if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be granted other than on a pro rata basis to existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per centum (20%) of the total number of issued shares excluding treasury shares (if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of the total number of issued shares excluding treasury shares (if any) in the capital of the Company shall be calculated based on the total number of issued shares excluding treasury shares (if any) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws for the time being of the Company and
- (d) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required to be held, whichever is the earlier, except that the Directors shall be authorised to allot and issue shares pursuant to any Instrument made or granted by the Directors while this Resolution was in force notwithstanding that such authority has ceased to be in force at the time of issue of such shares." (Resolution 7)
(See Explanatory Note 2)

BY ORDER OF THE BOARD

Lin Moi Heyang
Company Secretary

Singapore, 3rd November 2014

Explanatory Notes:-

1. Key information of the retiring directors can be found on "Board of Directors and Key Management" section of the Annual Report.
2. The Ordinary Resolution 7 proposed in item no. 7 above, if passed, will authorise the Directors from the date of this Meeting until the conclusion of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law or the bye-laws of the Company to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue shares in the capital of the Company, make or grant Instruments (as defined above) and/or issue shares pursuant to such Instruments. The aggregate number of such shares (including shares issued pursuant to any Instrument made or granted pursuant to this Ordinary Resolution) that the Directors may issue under this Ordinary Resolution shall not exceed fifty per centum (50%) of the total number of issued shares excluding treasury shares (if any) in the capital of the Company at the time of the passing of this Ordinary Resolution. For issue of such shares other than on a pro rata basis to all shareholders, the aggregate number of shares (including shares issued pursuant to any Instrument made or granted pursuant to this Ordinary Resolution) to be issued to existing shareholders shall not exceed twenty per centum (20%) of the total number of issued shares excluding treasury shares (if any) in the capital of the Company at the time of passing of this Ordinary Resolution.

For the purpose of this Ordinary Resolution, the percentage of shares which may be issued pursuant to the authority granted under this Ordinary Resolution is based on the Company's total issued shares excluding treasury shares (if any) at the time this proposed Ordinary Resolution is passed after adjusting for (a) new shares arising from the conversion of any convertible securities existing when this proposed Ordinary Resolution is passed (b) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Ordinary Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and (c) any subsequent bonus issue, consolidation or subdivision of shares.

NOTES:

1. If a Depositor who holds shares through The Central Depository (Pte) Ltd (the "CDP") and whose name appears in the Depository Register (as defined in Section 130A of the Companies Act (Chapter 50) of Singapore) as at a time not earlier than forty-eight (48) hours prior to the time of the Annual General Meeting (the "Meeting") wishes to attend and vote at the Meeting, and if such Depositor is a natural person, he need not complete and submit the Depositor Proxy Form if he is attending the meeting in person; where a Depositor is a corporation and wishes to be represented at the Meeting, it must complete the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road #02-00 Singapore 068898, not less than forty eight (48) hours before the time of the Meeting.
2. If a Shareholder (who or which holds shares in his/its own name) wishes to appoint a proxy/proxies, then the Shareholder Proxy Form must be signed and deposited at the office of the Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road #02-00 Singapore 068898, not less than forty eight (48) hours before the time of the Meeting.