

15. DIRECTORS' REPORT

(Prepared for the inclusion in this Prospectus)

ASIA MEDIA GROUP BERHAD (813137-V)

(Formerly known as Gerak Bayan Sdn Bhd)

35-1, Jalan Bandar 16, Pusat Bandar Puchong,

47100 Puchong, Selangor Darul Ehsan.

Tel: 03-5882 7788

Fax: 03-5882 6622

Registered Office:

Level 8, Symphony House

Pusat Dagangan Dana 1

Jalan PJU 1A/46

47301 Petaling Jaya

Selangor Darul Ehsan

8 December 2010

The Shareholders of Asia Media Group Berhad *(formerly known as Gerak Bayan Sdn Bhd)*

Dear Sir/Madam,

On behalf of the Board of Directors of Asia Media Group Berhad *(formerly known as Gerak Bayan Sdn Bhd)* ("the Company"), I report after due enquiry that during the period from 30 June 2010 (being the date to which the last audited accounts of the Company and its subsidiary companies ("Group") have been made up) to the date of this letter (being a date not earlier than fourteen (14) days before the date of issue of the Prospectus), that:

- (a) the business of the Group has, in the opinion of the Directors of the Company ("Directors"), been satisfactorily maintained;
- (b) in the opinion of the Directors, no circumstances have arisen subsequent to the last audited financial statements of the Group, which have adversely affected the trading or the value of the assets of the Group;
- (c) the current assets of the Group appear in the books at the values which are believed to be realisable in the ordinary course of business;
- (d) save as disclosed in this Prospectus, no contingent liabilities have arisen by reason of any guarantees or indemnities given by the Group;
- (e) since the last audited financial statements of the Group, there has been no default or any known event that could give rise to a default situation, in respect of payments of either interest and/or principal sums in relation to any borrowings of the Group in which the Directors are aware of; and
- (f) save as disclosed in this Prospectus, there have been, since the last audited financial statements of the Group, no material changes in the published reserves or any unusual factors affecting the profit of the Group.

Yours faithfully,

For and on behalf of the Board of Directors of

Asia Media Group Berhad *(formerly known as Gerak Bayan Sdn Bhd)*



Dato' Wong Shee Kai

Executive Director and Chief Executive Officer