



**China Integrated Media Corporation Limited**

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20 February 2013

**Pre-quotation Disclosure**

**To:** Company Announcements Office  
Australian Securities Exchange  
Level 4 Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

The following information is required to be provided to ASX Limited for release to the market in connection with the official quotation of China Integrated Media Corporation Limited ("CIMC" or the "Company").

**Corporate Governance**

The attached statement describes the Company's Corporate Governance Practices as at the date of admission to the official list of ASX Limited.

For and on behalf of the Board

Con Unerkov  
Company Secretary

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## Annexure B

### ASX Corporate Governance Council Recommendations Verification Worksheet

Name of entity

China Integrated Media Corporation Limited

Financial year ended

31 December

	Recommendation	The entity complied for the full period	Remark
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	The entity has established the functions reserved to the board and those delegated to senior executives.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
1.2	The entity has disclosed its process for evaluating the performance of senior executives.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
1.3	The entity has provided the information indicated in the guide to reporting on Principle 1 (see Annexure C).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>			
2.1	A majority of the board are independent directors.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	There is only one independent on the board at the moment and the Company will strive to have the majority of the board to be independent directors when suitable candidates are indentified.
2.2	The chair is an independent director.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	The Chair is not an independent director and the Company will strive to have the Chair to be an independent director when suitable candidate is indentified.
2.3	The roles of chair and chief executive officer are not exercised by the same individual.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
2.4	The board has established a nomination committee.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
2.5	The entity has disclosed the process for evaluating the performance of the board, its committees and individual directors.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
2.6	The entity has provided the information indicated in the guide to reporting on Principle 2 (see Annexure C).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<b>PRINCIPLE 3 – PROMOTE ETHICAL AND RESPONSIBLE DECISION-MAKING</b>			
3.1	The entity has established a code of conduct and disclosed the code or a summary of the code.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
3.2	The entity has established a policy concerning diversity and disclosed the policy or a summary of that policy. The policy includes requirements for the board to establish measurable objectives for achieving gender diversity for the board to assess annually both the objectives and progress in achieving them.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
3.3	The entity has disclosed in its annual report the measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Our annual reports after quotation on the ASX will include these disclosures.
3.4	The entity has disclosed in its annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Our annual reports after quotation on the ASX will include these disclosures.
3.5	The entity has provided the information indicated in the guide to reporting on Principle 3 (see Annexure C).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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Recommendation		The entity complied for the full period	Remark
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN FINANCIAL REPORTING</b>			
4.1	The board has established an audit committee.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
4.2	The audit committee has been structured so that it: <ul style="list-style-type: none"> <li>• consists only of non-executive directors</li> <li>• consists of a majority of independent directors</li> <li>• is chaired by an independent chair, who is not chair of the board</li> <li>• has at least three members.</li> </ul>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Our Audit Committee only consist of one independent non-executive director and the Company will strive to appoint additional independent directors on to the Audit Committee when suitable candidates are on the board.
4.3	The audit committee has a formal charter.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
4.4	The entity has provided the information indicated in the guide to reporting on Principle 4 (see Annexure C).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	The entity has established written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at senior executive level for that compliance and disclosed those policies or a summary of those policies.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
5.2	The entity has provided the information indicated in the guide to reporting on Principle 5 (see Annexure C).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SHAREHOLDERS</b>			
6.1	The entity has a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclosed the policy or a summary of the policy.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
6.2	The entity has provided the information indicated in the guide to reporting on Principle 6 (see Annexure C).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	The entity has established policies for the oversight and management of material business risks and disclosed a summary of those policies.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
7.2	The board requires management to design and implement the risk management and internal control system to manage the entity's material business risks and report to it on whether those risks are being managed effectively. The board has disclosed that management has reported to it as to the effectiveness of the company's management of its material business risks.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
7.3	The board has disclosed whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks..	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
7.4	The entity has provided the information indicated in the guide to reporting on Principle 7 (see Annexure C).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	The board has established a remuneration committee.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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Recommendation		The entity complied for the full period	Remark
8.2	The remuneration committee is structured so that it: <ul style="list-style-type: none"><li>• consists of a majority of independent directors</li><li>• is chaired by an independent chair</li><li>• has at least three members.</li></ul>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Our Remuneration Committee only consist of one independent director and the Company will strive to appoint additional independent directors on to the Remuneration Committee when suitable candidates are on the board.
8.3	The entity clearly distinguishes the structure of non-executive directors' remuneration from that of executive directors and senior executives.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
8.4	The entity has provided the information indicated in the guide to reporting on Principle 8 (see Annexure C).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	