



MEDIA GROUP

STAR MEDIA GROUP BERHAD

(Company No. 10894-D)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Star Media Group Berhad ("**STAR MEDIA**" or the "**Company**") will be held at the Cybertorium, Level 2, Menara Star, 15 Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan on Friday, 7 July 2017 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY LAVIANI PTE. LTD., A WHOLLY-OWNED SUBSIDIARY COMPANY OF STAR MEDIA GROUP BERHAD, OF 128,458,590 ORDINARY SHARES IN CITYNEON HOLDINGS LIMITED ("CITYNEON"), REPRESENTING APPROXIMATELY 52.51% OF THE EQUITY INTEREST IN CITYNEON TO LUCRUM 1 INVESTMENT LIMITED FOR A TOTAL DISPOSAL CONSIDERATION OF SGD115,612,731 (EQUIVALENT TO APPROXIMATELY RM360,179,902) TO BE SATISFIED ENTIRELY VIA CASH ("PROPOSED DISPOSAL")

"**THAT**, subject to approvals of the relevant authority and/ or parties being obtained, the board of Directors of Star Media ("**Board**") be and is hereby authorised to dispose of the entire equity interest of 128,458,590 ordinary shares, representing 52.51% of the equity interest in Cityneon, an indirect subsidiary company of Star Media to Lucrum 1 Investment Limited for a total disposal consideration of SGD115,612,731 (equivalent to approximately RM360,179,902) to be satisfied entirely via cash, in accordance with the terms and conditions of the conditional share purchase agreement dated 12 May 2017 entered into between Laviani Pte. Ltd. and Lucrum 1 Investment Limited;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the aforesaid Proposed Disposal with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps in any manner as they may deem necessary or expedient in the best interest of the Company."

BY ORDER OF THE BOARD

ONG WEI LYMN (MAICSA 0826394)

HOH YIK SIEW (MAICSA 7048586)

Company Secretaries

Petaling Jaya, Selangor Darul Ehsan

22 June 2017

Notes:-

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors of the Company on 29 June 2017 shall be eligible to attend, participate, speak and vote at the meeting.*
2. *Pursuant to Paragraph 8.29(A)(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice shall be put to vote by poll.*
3. *A member shall be entitled to appoint up to two (2) proxies to attend, participate, speak and vote at the same meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company and there shall be no restrictions as to the qualification of the proxy.*
4. *Where a member of the Company is an Exempt Authorised Nominee (as defined under Paragraph 7.21(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) which hold ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account ("**Omnibus Account**"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.*
5. *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney. Any alteration to the proxy form must be initialled.*
6. *All original proxy forms must be deposited at the Registered Office of the Company at Level 15, Menara Star, 15 Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time approved for holding the meeting or adjournment thereof. The original proxy form can also be deposited in the ballot box provided at the reception counter, Ground Floor of Menara Star.*