



**BERJAYA
BERJAYA MEDIA BERHAD**

(Company No. 290601-T)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Third Annual General Meeting of the Company will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 28 September 2017 at 10.00 a.m. for the following purposes:-

- AGENDA**
- To receive and adopt the audited financial statements of the Company for the financial year ended 30 April 2017 and the Directors' and Auditors' Reports thereon. **Resolution 1**
 - To approve the payment of Directors' fees amounting to RM60,000 to the Non-Executive Directors of the Company for the financial year ended 30 April 2017. **Resolution 2**
 - To approve the payment of Directors' Remuneration (excluding Directors' fees) to the Non-Executive Directors of the Company up to an amount of RM48,000 for the period from 31 January 2017 until the next Annual General Meeting of the Company to be held in 2018. **Resolution 2**
 - To re-elect Datuk Seri Azman Bin Ujang who retires by rotation pursuant to Article 104(1) of the Company's Articles of Association and who being eligible, offers himself for re-election. **Resolution 3**
 - To re-appoint Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**
 - As special business:-

To consider and, if thought fit, pass the following Ordinary Resolutions:-

(i) Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016

"THAT, subject always to the Companies Act, 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act, 2016, to issue and allot shares in the Company from time to time at such price and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 5

(ii) Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with persons connected with Tan Sri Dato' Seri Vincent Tan Chee Yiu

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with persons connected with Tan Sri Dato' Seri Vincent Tan Chee Yiu as specified in Section 2.3 of the Circular to Shareholders dated 17 August 2017 ("Proposed Mandate I") which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such ordinary resolution for the Proposed Mandate I was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

And Further That authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution."

Resolution 6

(iii) Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Datuk Seri Azman Bin Ujang

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with Datuk Seri Azman Bin Ujang as specified in Section 2.3 of the Circular to Shareholders dated 17 August 2017 ("Proposed Mandate II") which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such ordinary resolution for the Proposed Mandate II was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

And Further That authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution."

Resolution 7

(iv) Proposed Retention of Independent Non-Executive Director

"THAT Datuk Seri Azman Bin Ujang be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has been an Independent Director on the Board of the Company for a cumulative term of more than 9 years."

Resolution 8

By Order of the Board
WONG SIEW GUEK
(MAICSA 7042922)
Secretary

Kuala Lumpur
17 August 2017

NOTES:

- Audited Financial Statements**
The Audited Financial Statements are meant for discussion only as it does not require shareholders' approval pursuant to the provisions of Section 340(1)(a) of the Companies Act, 2016 ("CA 2016"). Hence, this item on the Agenda is not put forward for voting.
- Directors' Fee**
The quantum of the Directors' Fees for each of the Non-Executive Directors is the same as the previous financial year ended 30 April 2016.
- Directors' Remuneration (excluding Directors' Fees)**
Section 230(1) of the CA 2016 provides that the "fees" of the Directors and "any benefits" payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Accordingly, shareholders' approval shall be sought at this Annual General Meeting ("AGM") for the payment of Directors' Remuneration (excluding Directors' Fees) payable to the Non-Executive Directors of the company for the period from 31 January 2017 until the next AGM of the Company under Resolution 2.
The current Directors' Remuneration (excluding Directors' Fees) payable to the Non-Executive Directors for the Company includes meeting allowances.
In determining the estimated amount of remuneration payable to Non-Executive Directors, the Board considered various factors including the number of scheduled meetings for the Board of Directors ("Board"), Board Committees and general meetings of the Company as well as the number of Non-Executive Directors involved in these meetings.
In the event, where the payment of Directors' Remuneration (excluding Directors' fees) payable during the above period exceeded the estimated amount sought at this AGM, a shareholders' approval will be sought at the next AGM.
- Re-election of Director**
In accordance with Article 104(1) of the Company's Articles of Association, one-third (1/3) of the Directors shall retire from the office at least once in every three (3) years and the retiring Directors can offer themselves for re-election. Accordingly, Mr Loh Chen Peng and Datuk Seri Azman Bin Ujang shall retire by rotation at this Twenty-Third AGM. Datuk Seri Azman Bin Ujang, being eligible, has offered himself for re-election whilst Mr Loh Chen Peng, who has served the Board for more than 14 years, has given notice that he does not wish to seek re-election at this AGM. Hence, Mr Loh Chen Peng will retire from office at the conclusion of this Twenty-Third AGM.
- Re-appointment of Auditors**
Deloitte has converted its legal entity status from unlimited liability partnership under the Partnership Act 1961 to limited liability partnership under the Limited Liability Partnerships Act 2012 on 3 January 2017. Accordingly, the re-appointment of Deloitte as Auditors is to be made in the name of Deloitte PLT.
- Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016**
Resolution 5 is proposed for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Sections 75 and 76 of the CA 2016, to issue and allot new shares in the Company from time to time at such price provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.
As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 28 September 2016 and which will lapse at the conclusion of the Twenty-Third AGM.
The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with persons connected with Tan Sri Dato' Seri Vincent Tan Chee Yiu**
Resolution 6 is in relation to the approval on the Shareholders' Mandate on Recurrent Related Party Transactions and if passed, will allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions with persons connected with Tan Sri Dato' Seri Vincent Tan Chee Yiu in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The explanatory notes on Resolution 6 are set out in the Circular to Shareholders dated 17 August 2017 which is despatched together with the Company's 2017 Annual Report.
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Datuk Seri Azman Bin Ujang**
Resolution 7 is in relation to the approval on the Shareholders' Mandate on Recurrent Related Party Transactions and if passed, will allow the Company and its subsidiary companies to enter into Recurrent Related Party Transactions with Datuk Seri Azman Bin Ujang in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The explanatory notes on Resolution 7 are set out in the Circular to Shareholders dated 17 August 2017 which is despatched together with the Company's 2017 Annual Report.
- Proposed Retention of Independent Non-Executive Director**
Resolution 8 is proposed pursuant to Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012 and if passed, will allow Datuk Seri Azman Bin Ujang to be retained and continue to act as an Independent Non-Executive Director of the Company. The full details of the Board's justifications for the retention of Datuk Seri Azman Bin Ujang is set out in the Statement on Corporate Governance in the Company's 2017 Annual Report.
- Proxy and Entitlement of Attendance**
 - A member of the Company who is entitled to attend, speak and vote at the meeting is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member.
 - A member, other than an authorised nominee or an exempt authorised nominee may appoint not more than two (2) proxies.
 - An authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), may appoint at least one (1) proxy in respect of each securities account.
 - An exempt authorised nominee, as defined under the SICDA, and holding ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), may appoint multiple proxies in respect of each of its omnibus account.
 - Where more than one (1) proxy is appointed, the number of shares represented by each proxy must be clearly indicated in the Form of Proxy.
 - An individual member who appoints a proxy must sign the Form of Proxy personally or by his attorney duly authorised in writing. A corporate member who appoints a proxy must execute the Form of Proxy under seal or under the hand of its officer or attorney duly authorised.
 - The duly executed Form of Proxy must be deposited at the Company's Registered Office at Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No 1, Jalan Imbi, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting.
 - Only members whose names appear in the Record of Depositors as at 20 September 2017 shall be entitled to attend and vote at the meeting.
- Poll Voting**
Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.