



**MEDIA PRIMA BERHAD**  
**(Company No: 532975 A)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twelfth (12<sup>th</sup>) Annual General Meeting of **MEDIA PRIMA BERHAD** ("the Company") will be held at the Mutiara Grand Ballroom, Ground Floor, The Royale Bintang Damansara, 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor, Malaysia on Tuesday, 23 April 2013 at 10.00 a.m. for the following purposes :-

### **AGENDA**

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2012 and Reports of the Directors and Auditors thereon.  
**(Resolution 1)**
  
2. To approve a final single tier dividend of 7.0 sen per ordinary share for the financial year ended 31 December 2012.  
**(Resolution 2)**
  
3. To re-elect the following Directors who retire in accordance with Articles 100 and 101 of the Company's Articles of Association and being eligible, have offered themselves for re-election: -
  - (i) Dato' Abdul Kadir bin Mohd Deen **(Resolution 3)**
  
  - (ii) Tan Sri Lee Lam Thye **(Resolution 4)**
  
4. To approve the Directors' fees of RM435,000.00 for the financial year ended 31 December 2012.  
**(Resolution 5)**
  
5. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to determine their remuneration. **(Resolution 6)**

## 6. **AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following Ordinary Resolutions and Special Resolution with or without modifications: -

### **Ordinary Resolutions**

#### **(A) Redesignation and retention of Independent Director**

“THAT pursuant to Recommendation 3.3 of the Malaysian Code On Corporate Governance 2012, Tan Sri Lee Lam Thye who has served the Board as an Independent Non-Executive Director of the Company for a term of nine years since 18 August 2003 be and is hereby redesignated and retained as an Independent Non-Executive Director of the Company.”  
**(Resolution 7)**

#### **(B) Proposed Renewal of Share Buy-Back Authority**

“THAT, subject to the provisions of the Companies Act, 1965, the Articles of Association of the Company, Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements and the approvals of all relevant government and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each of the Company (“Proposed Share Buy-back”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of Shares to be purchased pursuant to this resolution does not exceed ten per cent (10%) of the total issued and paid-up share capital for the time being of the Company and an amount not exceeding the Company’s retained profits and/or share premium of the Company be allocated by the Company for the Proposed Share Buy-Back;

THAT at the discretion of the Directors, upon such purchase by the Company of its own shares, the purchased shares will be cancelled and/or retained as treasury shares and subsequently be cancelled, distributed as dividends or resold on Bursa Securities;

THAT the directors be and are hereby empowered to do all acts and things and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as the Directors may deem fit and expedient in order to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required or imposed by any relevant authorities and/or any amendments, variations and/or modifications in the interest of the Company as may be approved by any relevant authorities if such approvals are required;

AND THAT the authority hereby given shall commence immediately upon the passing of this resolution and shall continue in force until: -

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it will lapse, unless the authority is renewed by an ordinary resolution passed at the meeting, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first but not so as to prejudice the completion of the purchase of its own shares by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of Bursa Securities Main Market Listing Requirements or any other relevant authorities.”

***(Resolution 8)***

## **Special Resolution**

### **(C) Proposed Amendments to the Articles of Association of the Company**

“THAT the proposed amendments to the existing Articles of Association of the Company as set out in Part B of the Statement to Shareholders dated 1 April 2013 be and are hereby approved and adopted.

AND THAT the Directors be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendments to the Articles of Association of the Company.”

***(Resolution 9)***

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 1965 and the Company’s Articles of Association.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend at this 12<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 62 of the Company’s Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 16 April 2013. Only a depositor whose name appears on the Record of Depositors as at 16 April 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

## NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS ALSO HEREBY GIVEN** that a final single tier dividend of 7.0 sen per ordinary share for the financial year ended 31 December 2012, if approved by the shareholders at the Twelfth (12<sup>th</sup>) Annual General Meeting, will be paid on 28 June 2013 to Depositors whose names appear in the Record of Depositors at the close of business on 7 June 2013.

A Depositor shall qualify for entitlement to the dividend only in respect of:-

- a. shares transferred into the Depositor's Securities Account before 4.00 p.m. on 7 June 2013 in respect of transfers;
- b. shares deposited into the Depositor's Securities Account before 12.30 pm. on 5 June 2013 in respect of shares exempted from mandatory deposit; and
- c. shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

### BY ORDER OF THE BOARD

**TAN SAY CHOON (MAICSA 7057849)**  
**TASNEEM MOHD DAHALAN (LS 6966)**  
Company Secretaries

Petaling  
Date: 1 April 2013

#### Notes: -

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (or in the case of a corporation, to appoint a representative) to attend and vote in his stead. A proxy need not be a member of the Company.
2. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. In the case of a corporation, it shall be executed under its Common Seal or signed by its attorney duly authorised in writing or by an officer on behalf of the corporation.
3. The instrument appointing the proxy must be deposited with the Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Explanatory Notes on Special Business :
  - a. **Ordinary Resolution 7 – Redesignation and retention of Tan Sri Lee Lam Thye as Independent Non-Executive Director of the Company pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012**

The Nomination Committee has assessed the independence of Tan Sri Lee Lam Thye, who has served as an Independent Non-Executive Director of the Company for a term of nine years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:

- i. He fulfills the criteria stated under the definition of Independent Director as defined in the Listing Requirements of Bursa Malaysia Securities Berhad and he is able to provide proper checks and balances thus bring an element of objectivity to the Board of Directors.
- ii. Tan Sri Lee Lam Thye has vast experience in a diverse range of businesses and has an unerringly acute understanding of the socio-economic infrastructure of the nation. He currently serves as the Chairman of the National Institute of Occupational Safety & Health under the Ministry of Human Resource. He is also the Chairman of the SP Setia Foundation and Vice Chairman of the Malaysia Crime Prevention Foundation. Previously he served as a Member of the Special Royal Commission, set up to enhance the operations and management of the Royal Malaysian Police. He was also Chairman of the National Service Training Council and a former Member of the Malaysian Human Rights Commission. Before retiring from politics in 1990, Tan Sri Lee Lam Thye served as the State Legislative Assemblyman for Bukit Nenas, Selangor from 1969 to 1974 and from 1974 to 1990 as the Member of Parliament for Bandar Kuala Lumpur/Bukit Bintang.  
  
YBhg Tan Sri Lee Lam Thye is a highly regarded social activist in the country with experience in broad areas of social services and community welfare. Based on this and his vast networking throughout the years, Tan Sri has been able to provide constructive opinions and exercise independent judgment and has the ability to act in the best interest of the Company.
- iii. He has always actively participated in Board and Board Committees discussions and has continuously provided an independent view to the Board.
- iv. He has the calibre, qualifications, experiences and personal qualities to consistently challenge management in an effective and constructive manner.

**b. Ordinary Resolution 8**

Please refer to Part A of the Statement to Shareholders dated 1 April 2013 for further information.

**c. Special Resolution 9**

Please refer to Part B of the Statement to Shareholders dated 1 April 2013 for further information.