



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

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Fifteenth (15th) Annual General Meeting of **MEDIA PRIMA BERHAD** ("the Company") will be held at the Topaz Ballroom (Level G), One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor, Malaysia on Thursday, 21 April 2016 at 10.00 a.m. for the transaction of the following business :-

**AGENDA**

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 and the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
2. To approve the payment of final single-tier dividend of 5.0 sen per ordinary share for the financial year ended 31 December 2015. **Resolution 1**
3. To re-elect Lydia Anne Abraham who retires in accordance with Article 100 of the Company's Articles of Association. **Resolution 2**
4. To re-elect the following Directors who retire in accordance with Article 105 of the Company's Articles of Association :-
  - i. Raja Datuk Zaharaton binti Raja Zainal Abidin **Resolution 3**
  - ii. Datuk Mohd Nasir bin Ahmad **Resolution 4**
5. To consider and if thought fit, to pass the following resolutions :-
  - i. "That Tan Sri Dato' Seri Mohamed Jawhar who retires pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next annual general meeting of the Company". **Resolution 5**
  - ii. "That Dato' Gumuri bin Hussain who retires pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next annual general meeting of the Company". **Resolution 6**

6. To approve the payment of Directors' fees of RM456,589.00 for the financial year ended 31 December 2015. **Resolution 7**
7. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Board of Directors to determine their remuneration. **Resolution 8**

### **SPECIAL BUSINESS**

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

8. **Proposed Retention of Independent Non-Executive Director**

"That subject to the passing of Resolution 5, Tan Sri Dato' Seri Mohamed Jawhar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby redesignated and retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."

**Resolution 9**

9. **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;

**Resolution 10**

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 ordinary resolution passed at that meeting, either unconditionally or subject to conditions; or
- ii. the expiration of the period within which the next AGM of the Company 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.”

10. 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.

## **NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN** that a final single-tier dividend of 5.0 sen per ordinary share for the financial year ended 31 December 2015, if approved by the shareholders at the Fifteenth (15<sup>th</sup>) Annual General Meeting, will be paid on 24 June 2016 to Depositors whose names appear in the Record of Depositors at the close of business on 3 June 2016.

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 3 June 2016 in respect of transfers;

- b. shares deposited into the Depositor's Securities Account before 12.30 p.m. on 1 June 2016 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)**

**FARNIDA BINTI NGAH (MIA 22495)**

Group Company Secretaries

**Kuala Lumpur**

Date : 30 March 2016

**Notes :-**

**Proxy**

1. Only members whose names appear in the Record of Depositors on 14 April 2016 ("General Meeting Record of Depositors") shall be eligible to attend in person or appoint proxies to attend and/or vote on their behalf at the AGM.
2. A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of a proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified.
4. Where a member of the company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized 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 appointed under a power of attorney. 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.
6. Duly completed Proxy Form must be deposited at 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 set for holding the meeting or any adjournment thereof.

**Explanatory Notes :-**

**1. Audited Financial Statements for financial year ended 31 December 2015**

The Audited Financial Statements in Agenda 1 is meant for discussion only as it does not require shareholders' approval under the provisions of Section 169(1) and (3) of the Companies Act, 1965. Hence, it will not be put for voting.

**2. Resolution 5 and Resolution 6 : Proposed Re-appointment of Directors pursuant to Section 129 of the Companies Act 1965**

The re-appointment of Tan Sri Dato' Seri Mohamed Jawhar and Dato' Gumuri bin Hussain, persons over the age of 70 years as Directors of the Company to hold office until the conclusion of the next annual general meeting of the Company shall take effect if the proposed Resolution 5 and 6 have been passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person, or where proxies are allowed, by proxy, at the 15<sup>th</sup> AGM.

**3. Resolution 9 : Proposed Retention of Independent Non-Executive Director**

The Malaysian Code on Corporate Governance 2012 prescribes that approval of shareholders be sought in the event that the Company intends to retain as an Independent Director, a person who has served in that capacity for more than 9 years.

The Nomination & Remuneration Committee and Board of Directors have assessed the independence of Tan Sri Dato' Seri Mohamed Jawhar and recommended him to be retained as Independent Non-Executive Director of the Company based on the following justifications :-

- i. He fulfills the criteria under the definition of Independent Director as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ;
- ii. He is familiar with the Group's business operations which enables him to participate actively and contribute positively during deliberations or discussions at Board and Board Committee Meetings;
- iii. He has devoted sufficient time and attention to his professional obligations and attended the Board and Board Committee Meetings for an informed and balanced decision-making ; and
- iv. He has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company without being subject to the influence of the Management.

**4. Resolution 10 : Proposed Renewal of Share Buy-Back Authority**

Please refer to the Statement to Shareholders dated 30 March 2016 for further information.