



MEDIA PRIMA BERHAD
(Company No: 532975 A)

NOTICE OF 17TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth (17th) Annual General Meeting of **MEDIA PRIMA BERHAD** ("the Company") will be held at Ballroom 2, 1st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Wednesday, 25 April 2018 at 10.00 a.m. for the transaction of the following business :-

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 and the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
2. To re-elect Raja Datuk Zaharaton binti Raja Zainal Abidin who retires in accordance with Article 100 of the Company's Articles of Association. **Resolution 1**
3. To re-elect the following Directors who retire in accordance with Article 105 of the Company's Articles of Association :-
 - i. Tan Sri Ismee bin Haji Ismail **Resolution 2**
 - ii. Datuk Kamal bin Khalid **Resolution 3**
4. To approve the payment of Directors' fees of RM451,740.00 for the financial year ended 31 December 2017. **Resolution 4**
5. To approve the payment of benefits payable to the Non-Executive Group Chairman and Non-Executive Directors up to an amount of RM1,400,000.00, from 26 April 2018 until the next AGM of the Company. **Resolution 5**
6. To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Board of Directors to determine their remuneration. **Resolution 6**

SPECIAL BUSINESS

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

7. Authority to Allot and Issue Shares

“THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the governmental and/or regulatory authorities, where such approval is necessary, the Directors be and are hereby given full authority to allot and issue shares in the Company, at any time, and upon such terms and conditions and for such purposes at the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the issued capital of the Company for the time being and that the Directors be and are hereby given full authority to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company”.

Resolution 7

8. To transact any other business of which due notice has been given.

BY ORDER OF THE BOARD

TAN SAY CHOON (MAICSA 7057849)

FARNIDA BINTI NGAH (MIA 22495)

Group Company Secretaries

Kuala Lumpur

Date : 28 March 2018

Notes :-

Proxy

1. Only members whose names appear in the Record of Depositors on 18 April 2018 ("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 the proxy.
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 authorised 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 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 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 2017

The Audited Financial Statements in Agenda 1 are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. They do not require shareholders' approval and hence, will not be put for voting.

2. Resolution 4 : Directors' Fees

The fees for the Directors as set out below has been implemented since Financial Year ("FY") 2010 and the Board had agreed that the Directors' Fees in respect of FY 2017 be maintained as follows :-

Non-Executive Group Chairman	RM75,000 per annum
Non-Executive Director ("NED")	RM60,000 per annum

The payment of the Directors Fees in respect of the FY 2017 will only be made if the proposed Resolution 4 has been approved at the 17th AGM of the Company.

3. Resolution 5 : Benefits payable to the NEDs

The benefits payable to the NEDs comprise the allowances and other emoluments payable to the Non-Executive Group Chairman and Members of the Board and Board Committees as set out below :-

1	Monthly Fixed Allowance	Group Chairman	RM45,000 per month	
		Chairman of Operating Subsidiaries of Media Prima Berhad ("MPB")	RM3,000 to RM5,000 per month	
2	Meeting Allowance (per meeting)		Chairman	Member
		Board of MPB	RM2,000	RM1,000
		Board of Operating Subsidiaries of MPB	RM1,000	RM750
		Board Committees	RM2,000	RM1,000
3	Other benefits	Medical coverage and other claimable benefits.		

The Monthly Fixed Allowance is given to the Group Chairman and Chairman of the Operating Subsidiaries of MPB, in recognition of their significant roles in leadership and oversight, and their wide-ranging scope of responsibilities.

The total amount of benefits payable to the NEDS is estimated to be up to RM1,400,000.00 (from 26 April 2018 to the next AGM in 2019), taking into account various factors which include amongst others, the number of scheduled meetings for the Board, Board of subsidiaries and Board Committees as well as the number of NEDs involved in these meetings.

The payment of the benefits to the NEDs will be made on a monthly basis and/or as and when incurred if the proposed Resolution 5 has been passed at the 17th AGM. The Board is of the view that it is fair and equitable for the NEDs to be paid the Directors' remuneration (excluding Director's fees) on a monthly basis and / or as and when incurred, given that they have duly discharged their responsibilities and provided their services to the Company and the Group throughout the said period.

4. Resolution 7 : Authority to Directors to Allot and Issue Shares

The proposed resolution is a general mandate from the shareholders of the Company in accordance with Section 75 and 76 of the Companies Act 2016 for Directors to allot and issue new shares in the Company of up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Company may deem fit in the best interest of the Company including for any possible fund raising for the Company's working capital requirements and strategic investments.

The Resolution, if approved, will give the Company and its Directors the mandate and flexibility to allot and issue shares in the Company for possible fund raising initiatives without the need to seek shareholders' approval via a general meeting subsequent to this 17th AGM, which may delay the capital raising initiatives and incur relevant cost in organising the general meeting.