

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Seventh Annual General Meeting ("AGM") of Star Media Group Berhad ("the Company") will be held at the Cyberterium, Level 2, Menara Star, 15, Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 15 May 2019 at 10.00 a.m. for the following purposes:

A G E N D A

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Directors' and Auditors' Reports thereon.
Please refer to Explanatory Note 1
- To re-elect the following Directors who retire pursuant to Article 117 of the Constitution of the Company:
 - Tan Sri Dato' Sri IR Kuan Peng Ching @ Kuan Peng Soon
 - Dato' Dr. Mohd Aminuddin bin Mohd Rouse
Please refer to Explanatory Note 2
- To re-elect the following Directors who retire pursuant to Article 101 of the Constitution of the Company:
 - Mr. Chan Seng Fatt
 - Mr. Loh Chee Can
Please refer to Explanatory Note 2
- To approve the payment of Directors' fees amounting to RM653,000 for the Non-Executive Directors in respect of the financial year ended 31 December 2018.
Please refer to Explanatory Note 3
- To approve the payment of benefits payable to the Non-Executive Directors up to RM500,000 from the conclusion of the Forty-Seventh AGM until the next AGM of the Company in year 2020.
Please refer to Explanatory Note 4
- To re-appoint BDO PLT as Auditors of the Company for the financial year ending 31 December 2019 and to authorise the Directors to fix their remuneration.
Please refer to Explanatory Note 5

AS SPECIAL BUSINESS

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

7. ORDINARY RESOLUTION PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016

"THAT, subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 75 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of total number of issued shares/total number of voting shares of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued."
Please refer to Explanatory Note 6

8. ORDINARY RESOLUTION PROPOSED RENEWAL OF AUTHORITY FOR STAR MEDIA GROUP BERHAD TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO TEN PERCENT (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES OR THE TOTAL NUMBER OF VOTING SHARES

"THAT subject always to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares in the Company's total number of issued shares 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, necessary and expedient in the interest of the Company, provided that:

- the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the total number of issued shares or the total number of voting shares of the Company at any point in time of the said purchase(s);
- the maximum funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained earnings of the Company at the time of the said purchase(s); and
- the authority conferred by this resolution shall commence immediately upon the passing of this resolution and continue to be in force until:
 - the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:

- cancel all the shares so purchased; and/or
- retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
- retain part thereof as treasury shares and cancel the remainder;

and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements of Bursa Securities and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary (including the opening and maintaining of a depository account(s) under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the said Directors may deem fit and expedient in the best interests of the Company."
Please refer to Explanatory Note 7

9. ORDINARY RESOLUTION PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

"THAT, pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries ("Star Media Group") be and are hereby authorised to enter into any of the recurrent transactions of a revenue or trading nature as set out in Section 2.3 of Part B of the Circular to Shareholders dated 23 April 2019 with the related party mentioned therein which are necessary for the Star Media Group's day-to-day operations, subject further to the following:-

- the transactions are in the ordinary course of business on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- disclosure of the aggregate value of the transactions of the Proposed Shareholders' Mandate conducted during the financial year will be disclosed in the Annual Report for the said financial year.

THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the Meeting, the authority is renewed;
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(1) of the Companies Act 2016 ("the Act") (but shall not extend to such extensions as may be allowed pursuant to Section 340 (4) of the Act); or
- revoked or varied by the Company in a general meeting, whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate.
Please refer to Explanatory Note 8

10. SPECIAL RESOLUTION PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

"THAT the proposed new Constitution as set out in Part C of the Circular to Shareholders dated 23 April 2019 be and is hereby adopted in place of the existing Memorandum and Articles of Association with immediate effect, AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications and/or amendments as may be required by the relevant authorities and to do all acts and things and take such steps as may be considered necessary to give full effect to the foregoing."
Please refer to Explanatory Note 9

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

HOH YIK SIEW (MAICSA 7048586)
Company Secretary

Petaling Jaya
23 April 2019

Notes:

Proxy

Ordinary Resolution 1
Ordinary Resolution 2

Ordinary Resolution 3
Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

- 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 shall be put to vote by way of poll.
- A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his/her stead. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. A proxy but need not be a member of the Company and there shall be no restrictions as to the qualification of the proxy. In the case of a corporation, the Form of Proxy must be executed under seal or signed by an officer or attorney duly authorised. Any alteration to the Form of Proxy must be initialled.
- 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") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- All original Forms of Proxy must be deposited at the Share Registrar's Office, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the meeting.
- Only Members whose names appear in the General Meeting Record of Depositors as at 7 May 2019 shall be entitled to attend, participate, speak and vote at this Forty-Seventh AGM or appoint proxy(ies) to attend, participate, speak and/or vote on their behalf.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the forthcoming Forty-Seventh AGM and/or any adjournment thereof, a member of the Company:

- consent to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents) the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, claims, demands, losses and damages as a result of the member's breach of warranty.

Explanatory Notes

- Audited Financial Statements for the financial year ended 31 December 2018**
The Audited Financial Statements are laid before the shareholders pursuant to the provision of 340(1)(a) of the Companies Act 2016 for discussion only and will not be put forward for voting.

2. Ordinary Resolutions 1 to 4: Re-election of Directors pursuant to Articles 117 and 101 of the Company's Constitution

- Article 117 of the Constitution provides that at every AGM of the Company, one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3) then the number nearest one-third (1/3) shall retire from office. In addition, Article 119 of the Constitution states that a retiring Director shall be eligible for re-election.
Tan Sri Dato' Sri IR Kuan Peng Ching @ Kuan Peng Soon and Dato' Dr. Mohd Aminuddin bin Mohd Rouse being eligible, have offered themselves for re-election at the Forty-Seventh AGM pursuant to Article 117 of the Constitution.
- Article 101 of the Constitution states that any Director appointed during the year shall hold office only until the next AGM and shall then be eligible for re-election.
Mr. Chan Seng Fatt and Mr. Loh Chee Can who were appointed on 11 August 2018 and 3 January 2019 respectively, being eligible, have offered themselves for re-election at the Forty-Seventh AGM pursuant to Article 101 of the Constitution.

The Board recommends the re-election of the Directors standing for re-election. All Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Nomination Committee and Board Meetings and will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at this AGM.

3. Ordinary Resolution 5 Payment of Directors' Fees to the Non-Executive Directors for the financial year ended 31 December 2018

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits payable to the Directors of listed company and its subsidiaries shall be approved by shareholders at a general meeting. The Company is requesting for the shareholders approval for the payment of fees to the Non-Executive Directors (including former Non-Executive Directors who retired/resigned in 2018) for rendering their services to the Company during the financial year ended 31 December 2018 totalling RM653,000.

4. Ordinary Resolution 6 Payment of Benefits Payable to the Non-Executive Directors from the conclusion of the Forty-Seventh AGM until the next AGM of the Company in year 2020

Pursuant to Section 230 of the Companies Act 2016, any fees and benefits payable to the Non-Executive Directors of a listed company and its subsidiaries shall be approved at a general meeting.

The benefits payable to the Non-Executive Directors of the Company comprising the following:

- Board Committee allowance
- Meeting allowance
- Medical and insurance coverage
- Club membership
- Other claimable benefits including reimbursable expenses incurred in the course of carrying out their duties as Directors.

The payment of benefits to the Non-Executive Directors will be made by the Company as and when incurred provided that the proposed Ordinary Resolution 6 be passed at the Forty-Seventh AGM. The Board is of the view that it is just and equitable for the payment of benefits to the Non-Executive Directors be made as and when incurred, after they have discharged their responsibilities and rendered their services to the Company.

5. Ordinary Resolution 7 Re-appointment of Auditors

The Board had at its meeting held on 26 February 2019 approved the recommendation by the Audit Committee on the re-appointment of BDO PLT as Auditors of the Company. The Board and Audit Committee collectively agreed that BDO PLT has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

6. Ordinary Resolution 8 Proposed Authority to Allot and Issue Shares pursuant to Section 75 of the Companies Act 2016

The Company had, during its Forty-Sixth AGM held on 15 May 2018, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 75 of the Companies Act 2016. No share was issued pursuant to the general mandate as at the date of this Notice.

The proposed Ordinary Resolution 8 is a renewal of the general mandate for issuance of shares by the Company under Section 75 of the Companies Act 2016. The general mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue shares in the Company up to an amount of not exceeding in total ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares) for the purpose of funding the working capital or strategy development of the Group. The approval is sought to avoid any delay and cost in convening separate general meetings for such issuance of shares. This authority, unless revoked or varies by the Company at a general meeting, will expire at the next AGM.

7. Ordinary Resolution 9 Proposed Renewal of Authority for Star Media Group Berhad to Purchase its own Ordinary Shares of up to 10% of its total number of Issued Shares or the total number of Voting Shares

The proposed Ordinary Resolution 9, if passed, will allow the Company to purchase its own shares through Bursa Malaysia Securities Berhad of up to ten percent (10%) of the total number of issued shares of the Company. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company. Please refer to the Share Buy-Back Statement dated 23 April 2019 for further information.

8. Ordinary Resolution 10 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue of Trading Nature

The Proposed Ordinary Resolution 10, if passed, will enable the Company and/or its subsidiary companies to enter into recurrent transactions involving the interests of the Related Party, which are of a revenue of trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business on terms not more favourable than those generally available to the public and are not detrimental to the minority shareholders of the Company. Detailed information on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is set out in Section 2.3 of Part B of the Circular to Shareholders dated 23 April 2019 despatched together with the Company's Annual Report 2018.

9. Special Resolution 1 Proposed Adoption of New Constitution of the Company

The Special Resolution 1, if passed, will streamline the Company's Constitution with the provisions of the Companies Act 2016, amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and enhance administrative efficiency.

In view of the substantial amount of proposed amendments to the Memorandum and Articles of Association, the Board proposed that the existing Memorandum and Articles of Association be amended by the Company in its entirety by the replacement thereof with a new Constitution with immediate effect.

Please refer to Part C of the Circular to Shareholders dated 23 April 2019.

Ordinary Resolution 10

Special Resolution 1