



MEDIA PRIMA BERHAD
Registration No : 200001030368 (532975 A)

NOTICE OF 19TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth (19th) Annual General Meeting (“AGM”) of **MEDIA PRIMA BERHAD** (“the Company”) will be held at the Broadcast Venue at Theatrette, Ground Floor, Balai Berita, Anjung Riong, No. 31, Jalan Riong, Bangsar, 59100 Kuala Lumpur, Malaysia on Wednesday, 8 July 2020 at 10.00 a.m. for the transaction of the following business :-

ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Directors and Auditors thereon. | <i>Please refer to Explanatory Note 1</i> |
| 2. | To re-elect Raja Datuk Zaharaton binti Raja Zainal Abidin who retires in accordance with Article 20.3 of the Company’s Constitution and being eligible, has offered herself for re-election. | Resolution 1 |
| 3. | To re-elect the following Directors who retire in accordance with Article 20.8 of the Company’s Constitution and being eligible, have offered themselves for re-election :- | |
| | i. Datuk (Dr) Syed Hussian bin Syed Junid | Resolution 2 |
| | ii. Dato’ Iskandar Mizal bin Mahmood | Resolution 3 |
| | iii. Mohamad bin Abdullah | Resolution 4 |
| 4. | To approve the payment of Directors’ fees of RM443,713.00 for the financial year ended 31 December 2019. | Resolution 5 |
| 5. | To approve the payment of Directors’ benefits of up to RM1,400,000.00 for the period from 9 July 2020 until the next AGM of the Company. | Resolution 6 |
| 6. | To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Board of Directors to determine their remuneration. | Resolution 7 |

SPECIAL BUSINESS

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

ORDINARY RESOLUTIONS

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 8

8. Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT subject to the provisions of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiary companies (collectively "Media Prima Group") to grant new shareholders' mandate for recurrent related party transactions ("RRPTs") of a revenue or trading nature ("Proposed New Shareholders' Mandate") as set out in Section 2.2 of the Circular to Shareholders dated 10 June 2020 with the related parties mentioned therein.

Resolution 9

THAT the Proposed New Shareholders' Mandate is subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public;
- (b) disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the Proposed New Shareholders' Mandate during the financial year where aggregate value is equal to or exceeds the applicable prescribed threshold under the MMLR and/or the relevant Practice Notes ; and

- (c) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public;
- (d) disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the Proposed New Shareholders' Mandate during the financial year where aggregate value is equal to or exceeds the applicable prescribed threshold under the MMLR and/or the relevant Practice Notes; and
- (e) annual renewal and such approval shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is to be held pursuant to Section 30 of the Companies Act 2016 (but shall not extend to such extensions as may be allowed pursuant to Section 340 of the Companies Act 2016, whichever earlier.

AND THAT the Directors be and are hereby authorised to complete and execute all such acts and things (including such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

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

BY ORDER OF THE BOARD

TAN SAY CHOON (MAICSA 7057849)
SSM Practising Certificate No. 202008003070

Kuala Lumpur
10 June 2020

Notes :

1. In light of the COVID-19 outbreak and as part of the safety measures, the 19th AGM of the Company will be conducted on a fully virtual basis through live webcast and online remote voting using the Remote Participation and Voting Facilities (“RPV facilities”) which are available on Boardroom Share Registrars Sdn Bhd’s Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my/>. Please follow the procedures provided in the Administrative Details for the 19th AGM in order to register, participate and vote remotely via the RPV facilities.
2. The venue of the 19th AGM as stated in this Notice of AGM is the Broadcast Venue, strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. No Shareholders/proxy(ies) from the public will be physically present at the Broadcast Venue.
3. Only members whose names appear in the Record of Depositors on 1 July 2020 (“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.
4. 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.
5. 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.
6. 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.
7. 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.
8. Duly completed Proxy Form must be deposited at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof. Alternatively, the form of proxy can be deposited electronically through the Share Registrar’s website, Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my/> before the proxy form lodgement cut-off time as mentioned above. Please follow the procedures provided in the Administrative Details for the 19th AGM in order to register, participate and vote.

Explanatory Notes :-

1. Audited Financial Statements for financial year ended 31 December 2019

The Audited Financial Statements 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. Re-election of Directors pursuant to the Company’s Constitution

Raja Datuk Zaharaton binti Raja Zainal Abidin who retires pursuant to Article 20.3 of the Company’s Constitution, has offered herself for re-election at the 19th AGM.

Datuk (Dr) Syed Hussian bin Syed Junid, Dato’ Iskandar Mizal bin Mahmood and Mohamad bin Abdullah who retire pursuant to Article 20.8 of the Company’s Constitution, have offered themselves for re-election at the 19th AGM.

3. Resolution 5 : 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 2019 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 2019 will only be made if the proposed Resolution 5 has been approved at the 19th AGM of the Company.

4. Resolution 6 : Payment of Directors' benefits

The payment of Directors' benefits comprise the meeting allowance and other emoluments and benefits to the Directors such as insurance and medical and other claimable benefits including reimbursable expenses incurred in the course of carrying out their duties as Company Directors.

The total amount of benefits payable to the Directors is estimated to be up to RM1,400,000.00 (from 8 July 2020 to the next AGM in 2021), taking into account various factors which include amongst others, the number of scheduled board meetings and board committee meetings as well as the number of Directors involved in these meetings.

The payment of the benefits to the Directors will be made on a monthly basis and/or as and when incurred if the proposed Resolution 6 has been passed at the 19th AGM. The Board is of the view that it is fair and equitable for the Directors 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.

5. Resolution 8 : 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 19th AGM, which may delay the capital raising initiatives and incur relevant cost in organising the general meeting.

6. Resolution 9 : Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature "(Proposed New Shareholder' Mandate)".

The Proposed New Shareholders' Mandate, if passed, will enable the Media Prima Group to enter into RRPTs of a revenue or trading nature, which are necessary for the day-to-day operations of the Media Prima Group, undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favorable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

Details of the Proposed New Shareholders' Mandate are set out in Appendix A of the Circular to Shareholders dated 10 June 2020. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

7. Personal Data Privacy Notice :

By registering for the remote participation and electronic voting or submitting an instrument appointing a proxy(ies), attorney(s) and/or representative(s) to attend, participate and vote at the 19th AGM and/or any adjournment thereof, a member of the Company :

- (i) consents 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 proxy(ies), attorney(s) and/or representative(s) appointed for the 19th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 19th 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"),
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies), attorney(s) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies), attorney(s) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies), attorney(s) and/or representative(s) for the Purposes, and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.