

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT**, an Extraordinary General Meeting (“EGM”) of Star Media Group Berhad (“the Company”) will be conducted on a fully virtual basis through live streaming from the broadcast venue at Cyberhub, Level 2, Menara Star, 15, Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan (“Broadcast Venue”) using the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) via TIIH Online website at <https://tiah.online> on **Wednesday, 31 May 2023 at 10:00 a.m.** or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:

**ORDINARY RESOLUTION**

**PROPOSED DISPOSAL OF TWO (2) UNITS OF DOUBLE STOREY SEMI-DETACHED FACTORY AND WAREHOUSE ANNEXED WITH A ONE-AND-A-HALF (1½)-STOREY OFFICE BUILDING AND OTHER ANCILLARY BUILDINGS TO BE ERECTED ON PART OF THE LAND HELD UNDER GERAN 204624, LOT 78658, MUKIM DAMANSARA, DAERAH PETALING, NEGERI SELANGOR BY SMG LAND SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, TO MATANG BERHAD AT THE AGGREGATE DISPOSAL CONSIDERATION OF RM33,000,000.00 TO BE SATISFIED VIA A COMBINATION OF CASH PAYMENT OF RM4,118,700.00 AND VIA ISSUANCE OF 357,000,000 NEW ORDINARY SHARES OF MATANG BERHAD AT THE ISSUE PRICE OF RM0.0809 EACH (“PROPOSED DISPOSAL”)**

“**THAT**, contingent upon the fulfilment of all other conditions precedent under the conditional sale and purchase agreement dated 10 February 2023 (“SPA”) between the Company, SMG Land Sdn Bhd (“Vendor”) and Matang Berhad (“Purchaser”) and subject to all approvals being obtained from the relevant authorities and parties (if required), approval be and is hereby given for the disposal of two (2) units of double storey semi-detached factory and warehouse annexed with a one-and-a-half (1½)-storey office building and other ancillary buildings to be erected on part of the land held under Geran 204624, Lot 78658, Mukim Damansara, Daerah Petaling, Negeri Selangor by the Vendor, a wholly-owned subsidiary of the Company, to the Purchaser for a total consideration of RM33,000,000.00 to be satisfied via a combination of cash payment of RM4,118,700.00 and via issuance of 357,000,000 new ordinary shares of the Purchaser at an issue price of RM0.0809 each, in accordance with the terms and conditions as set out in the SPA;

**AND THAT**, the Board of Directors of the Company be and is hereby authorised and empowered to give full effect to the Proposed Disposal with full power to assent to any conditions, variations, modifications and/or amendments in any manners as may be required and permitted by the relevant authorities and to deal with all matters incidental, ancillary to and/or relating thereto and to take all such steps and to do such acts (including to execute such documents, agreements, undertakings and confirmations as may be required), deeds, things and matters as they may deem necessary or expedient to implement, finalise, to give full effect and complete the Proposed Disposal.”

**By Order of the Board  
STAR MEDIA GROUP BERHAD**

**HOH YIK SIEW**

(MAICSA 7048586)

(SSM PC No. 202008003427)

Company Secretary

Petalang Jaya

Date: 16 May 2023

**Notes:****Entitlement to participate and vote**

- a) Only members whose names appear in the General Meeting **Record of Depositors as at 24 May 2023** shall be entitled to participate and/or vote at the EGM or appoint proxy(ies) to participate and/vote on his/her behalf.

**Virtual EGM**

- b) The EGM of the Company will be conducted **on a virtual basis by way of live streaming and online remote voting** via Remote Participation and Voting (“RPV”) facilities which will be made available on the online portal of Tricor at <https://tiah.online> or <https://tiah.com.my> (Domain registration number with MYNIC: D1A282781). Please refer to the Administrative Guide for the EGM of the Company that is available for download at <https://bit.ly/smgegm2023>.
- c) For the purpose of complying with Section 327(2) of the Companies Act 2016, the Chairman of the meeting is required to be present at the Broadcast Venue of the EGM. **Members/Proxies/Corporate Representatives will not be allowed to attend this EGM in person** at the Broadcast Venue on the day of the EGM. If a member is not able to attend the EGM via the RPV facilities, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.

**Appointment of Proxy**

- d) A member entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. 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.
- e) A proxy may 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 Proxy Form must be executed under seal or signed by an officer or attorney duly authorised.
- f) If there is no indication as to how a member wishes his/her vote to be cast, the proxy will vote or abstain from voting at his/her discretion. In the event a member duly executes the Proxy Form but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his/her proxy.
- g) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- h) The Proxy Form must be submitted in the following manner. In default, the Proxy Form shall not be treated as valid:

**In hard copy form**

The Proxy Form shall be deposited at the Share Registrar’s Office, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur; or

**By electronic means**

The Proxy Form can be electronically lodged via Tricor’s TIIH Online website at <https://tiah.online>. Kindly refer to the Administrative Guide for the EGM on the procedure for electronic lodgement of the Proxy Form via TIIH Online.

Last date and time for lodging the Proxy Form is **Monday, 29 May 2023 at 10.00 a.m.** being not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.

**Personal Data Privacy**

- i) By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the shareholder of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The shareholder agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder’s breach of warranty.