



**MEDIA PRIMA BERHAD**  
[Registration No : 200001030368 (532975-A)]  
(Incorporated in Malaysia)

## **NOTICE OF 22<sup>ND</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-Second (22<sup>nd</sup>) Annual General Meeting (“AGM”) of **MEDIA PRIMA BERHAD** (“the Company”) will be held on a fully virtual basis through live streaming and Remote Participation and Electronic Voting (“RPEV facilities”) which are available at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657) on Thursday, 23 November 2023 at 2.30 p.m. for the transaction of the following business :-

### **ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial period ended 30 June 2023 and the Reports of the Directors and Auditors thereon.  
*(Please refer to Explanatory Note 1)*
2. To re-elect Mohd Rafiq bin Mat Razali who retires in accordance with Article 20.3 of the Company’s Constitution and being eligible, has offered himself for re-election.  
*(Please refer to Explanatory Note 2)* **Resolution 1**
3. To re-elect Datuk Phang Ah Tong who retires in accordance with Article 20.8 of the Company’s Constitution and being eligible, has offered himself for re-election.  
*(Please refer to Explanatory Note 2)* **Resolution 2**
4. To re-elect Datuk Shireen Ann Zaharah binti Muhiudeen who retires in accordance with Article 20.8 of the Company’s Constitution and being eligible, has offered herself for re-election.  
*(Please refer to Explanatory Note 2)* **Resolution 3**
5. To approve the payment of Directors’ fees of RM466,420.00 for the period from 1 January 2022 up to 30 June 2023.  
*(Please refer to Explanatory Note 3)* **Resolution 4**
6. To approve the payment of Directors’ fees for the period from 1 July 2023 until the next AGM of the Company based on the Directors’ fee structure.  
*(Please refer to Explanatory Note 4)* **Resolution 5**
7. To approve the payment of Directors’ benefits of up to RM1,400,000.00 for the period from 24 November 2023 until the next AGM of the Company.  
*(Please refer to Explanatory Note 5)* **Resolution 6**

8. To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Board of Directors to determine their remuneration. **Resolution 7**

*(Please refer to Explanatory Note 6)*

## **SPECIAL BUSINESS**

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

### **ORDINARY RESOLUTIONS**

9. **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 total number of issued shares 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**

*(Please refer to Explanatory Note 7)*

10. **Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Shareholders’ Mandate”)**

"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 renew the existing shareholders’ mandate for recurrent related party transactions (“RRPTs”) of a revenue or trading nature with the related parties as set out in Section 2.2 of the Circular to Shareholders dated 26 October 2023.

**Resolution 9**

THAT the Proposed 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 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) 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 340 of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340 of the Companies Act 2016, whichever is 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.”

*(Please refer to Explanatory Note 8)*

11. 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**  
26 October 2023

**Notes :**

1. The 22<sup>nd</sup> AGM of the Company will be conducted on a fully virtual basis via Remote Participation and Electronic Voting facilities (collectively referred hereinafter as “RPEV” or “Virtual AGM”).
2. An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia. With the RPEV facilities, this will facilitate and enable all shareholders to participate fully in the proceedings by audio and/or video capabilities without the need to be physically present at the Meeting venue.
3. Shareholders who wish to participate in the 22<sup>nd</sup> AGM will have to register online and attend remotely. Kindly read and follow the procedures provided in the Administrative Details for the 22<sup>nd</sup> AGM in order to register, participate and vote remotely.
4. Only members whose names appear in the Record of Depositors on 16 November 2023 (“General Meeting Record of Depositors”) shall be entitled to participate in the 22<sup>nd</sup> AGM.
5. 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.
6. 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.
7. 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.
8. 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.
9. Duly completed Proxy Form must be deposited at Boardroom Share Registrars Sdn Bhd office at 11<sup>th</sup> 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 Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com/> before the proxy form lodgement cut-off time as mentioned above. Kindly read and follow the procedures provided in the Administrative Details for the 22<sup>nd</sup> AGM in order to register, participate and vote remotely.

**Explanatory Notes :-****1. Audited Financial Statements for the financial period ended 30 June 2023**

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. Resolution 1, 2 and 3 : Re-election of Directors pursuant to the Company's Constitution**

For the purpose of determining the eligibility of the Director to stand for re-election at the 22<sup>nd</sup> AGM, the Board through its NRC had assessed the retiring Directors, and considered the following:

- The Director's performance and contribution based on the outcome of the Board Effectiveness Evaluation Exercise ;
- The Director's level of contribution to the Board's deliberations through his/her skills, experience and strength in qualities ; and
- The level of independence demonstrated by the Independent Directors, and his/her ability to act in the best interest of the Company in decision-making.

Based on the outcome of the above assessment, the Board approved the NRC's recommendation that Mohd Rafiq bin Mat Razali, Datuk Phang Ah Tong and Datuk Shireen Ann Zaharah binti Muhiudeen who are standing for re-election have met the performance criteria required of an effective and high performance Board and have the ability to continuously discharge their duties diligently as Directors of the Company.

Mohd Rafiq bin Mat Razali who retires pursuant to Article 20.3 of the Company's Constitution, has offered himself for re-election at the 22<sup>nd</sup> AGM. Datuk Phang Ah Tong and Datuk Shireen Ann Zaharah binti Muhiudeen who retire pursuant to Article 20.8 of the Company's Constitution, have offered themselves for re-election at the 22<sup>nd</sup> AGM.

All the three Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the 22<sup>nd</sup> AGM of the Company.

The profiles of Mohd Rafiq bin Mat Razali, Datuk Phang Ah Tong and Datuk Shireen Ann Zaharah binti Muhiudeen are set out in the Statement Accompanying the Notice of 22<sup>nd</sup> AGM.

**3. Resolution 4 : Directors' Fees for the Period from 1 January 2022 up to 30 June 2023**

The fees for the Directors for the Period from 1 January 2022 up to 30 June 2023 is based on the Directors' fee structure as follows :-

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

**4. Resolution 5 : Directors' Fees for the Period from 1 July 2023 until next AGM of the Company**

The Nomination & Remuneration Committee ("NRC") of the Company is responsible to conduct periodic reviews of the Board remuneration policy to ensure that the NEDs are remunerated at an appropriate level for their commitment to the Company and to attract and retain high calibre and experienced individuals to oversee the Company's business and development. In performing the duties as required under its Terms of Reference, the NRC had in May 2023 reviewed the remuneration of the NEDs.

The Board subsequently approved the NRC's recommendation in respect of the fees payable to the NEDs to be increased as set out in the fee structure below:

	<b>Fees per annum for the period from 1 January 2022 until 30 June 2023</b>	<b>Proposed fees per annum for the period from 1 July 2023 until the next AGM of the Company.</b>
<b>Directors fees</b>	<b>Per Annum (RM)</b>	<b>Per Annum (RM)</b>
<b>Independent Non-Executive Chairman</b>	75,000	90,000
<b>Independent Non-Executive Directors</b>	60,000	72,000

The Board is of the view that it is fair and equitable that the directors' fees be revised upon considering the following:

- i. the rising expectations in terms of time commitment by NEDs who are expected to play a more constructive and forward-looking role ;
- ii. the increased NEDs responsibilities and in recognition of the critical role of the Chairman and Board of MPB in providing oversight and strategic insights in the strategic decision making process;
- iii. the last revision to the directors' fees was undertaken more than twelve (12) years ago in 2010 and in view of the increased NEDs' responsibilities over the past years ; and
- iv. the proposed increase in Directors' Fees was made upon benchmarking against peer companies.

Resolution 5, if passed will facilitate the payment of fees to the NEDs on a monthly basis or in such manner as the Board may determine, upon the Directors discharging their responsibilities and rendering their services to the Company. The aforesaid increase in directors' fees shall continue to be in force until varied by resolution passed by the shareholders in a general meeting.

**5. Resolution 6 : Payment of Directors' benefits**

The payment of Directors' benefits comprise the allowances and other emoluments payable to the Chairman and members of the Board, Board of subsidiaries and Board Committees 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 24 November 2023 to the next AGM in 2024), 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 22<sup>nd</sup> 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. In the event that the amount proposed is insufficient, approval will be sought at the next AGM for the shortfall.

**6. Resolution 7 : Re-appointment of Auditors**

Based on the External Auditors Evaluation result for the Financial Year under review, the Board Audit Committee and Board are satisfied with the quality of service, adequacy of resources provided, communication, independence, objectivity and professionalism demonstrated by the External Auditors, Messrs PricewaterhouseCoopers PLT (“PwC”), in carrying out their duties. Being satisfied with PwC’s performance, the Board recommends their re-appointment for shareholders’ approval at the forthcoming AGM.

**7. 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 22<sup>nd</sup> AGM, which may delay the capital raising initiatives and incur relevant cost in organising the general meeting.

**8. Resolution 9 : Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Shareholders’ Mandate”).**

The Proposed 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 Shareholders’ Mandate are set out in the Circular to Shareholders dated 26 October 2023. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

**9. 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 22<sup>nd</sup> 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 22<sup>nd</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 22<sup>nd</sup> 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.