

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN, that the Fifty-Second (52nd) Annual General Meeting (“AGM”) of Star Media Group Berhad (“the Company”) will be conducted entirely through live streaming at the broadcast venue, Cyberhub, Level 2, Menara Star, 15 Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan (“Broadcast Venue”) and online voting using the Remote Participation and Voting facilities at <https://tjih.online> on **Monday, 27 May 2024** at **10.00 a.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors’ and Auditors’ Reports thereon.
Refer to Explanatory Note 1
2. To approve the payment of the first and final single-tier dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 December 2023.
Refer to Explanatory Note 2 **Ordinary Resolution 1**
3. To re-elect the Director, Ms Tee Chew Lay who is retiring pursuant to Clause 96(c) of the Company’s Constitution, and who being eligible, offer herself for re-election.
Ordinary Resolution 2

Tan Sri Dato’ Seri Chor Chee Heung and Dato’ Dr. Mohd Aminuddin Bin Mohd Rouse who retire by rotation in accordance with Clause 116 of the Company’s Constitution, have expressed their intention not to seek re-election. Hence, both Directors will retain office until the close of the 52nd AGM.
Refer to Explanatory Note 3
4. To approve the payment of fees to the Non-Executive Directors from the 52nd AGM until the next AGM of the Company based on the fee structure for the Non-Executive Directors.
Refer to Explanatory Note 4 **Ordinary Resolution 3**
5. To approve the payment of benefits payable to the Non-Executive Directors (excluding Non-Executive Directors’ fees) of up to an amount of RM600,000 from the 52nd AGM until the next AGM of the Company.
Refer to Explanatory Note 4 **Ordinary Resolution 4**
6. To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.
Refer to Explanatory Note 5 **Ordinary Resolution 5**

AS SPECIAL BUSINESS

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

7. **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“**THAT**, pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) and subject to approval of the relevant regulatory bodies and/or parties, where required, the Directors be and are hereby authorised to allot and issue shares in the Company at any time at such price and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares so issued does not exceed ten percent (10%) of the issued capital of the Company for the time being and that,

the Directors be and are also empowered 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 in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT, pursuant to Section 85 of the Act, read together with Clause 49(a) of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act.”
Refer to Explanatory Note 6

Ordinary Resolution 6

8. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

“THAT, subject always to the Companies Act 2016 (“the Act”), the provisions of the Company’s Constitution, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other applicable laws, guidelines, rules and regulations for the time being in force and the approvals of the relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company 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 and expedient in the interest of the Company, provided that:

- (a) the aggregate number of ordinary shares to be purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the total number of issued shares as quoted on Bursa Securities as at the point of purchase(s);
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained earnings of the Company at the time of the said purchase(s); and
- (c) the authority shall commence upon the passing of this Resolution and continue to be in force until:
 - (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which this Resolution was passed, at which time it will lapse unless by an ordinary resolution passed at the next general meeting, the authority is renewed, either unconditionally or subject to conditions;
 - (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

Notice of Annual General Meeting (cont'd.)

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

- (aa) cancel all the ordinary shares so purchased; and/or
- (bb) retain the ordinary shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or transfer under an employees' share scheme (if any) and/or transfer as purchase consideration; and/or
- (cc) retain part thereof as treasury shares and cancel the remainder;

and/or 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 do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the best interest of the Company.”

Refer to Explanatory Note 7

Ordinary Resolution 7

9. **PROPOSED VARIATION TO THE UTILISATION OF PROCEEDS RAISED FROM THE DISPOSAL OF CITYNEON HOLDINGS LIMITED, A FORMER INDIRECT SUBSIDIARY COMPANY OF STAR MEDIA GROUP BERHAD TO LUCRUM 1 INVESTMENT LIMITED WHICH WAS COMPLETED ON 12 JULY 2017 (“PROPOSED VARIATION”)**

“**THAT**, approval be and is hereby given to the Company to vary the intended manner of utilisation of the proceeds raised from the Disposal as set out in Section 4 of the Circular to Shareholders of the Company dated 22 June 2017 in the manner and to the extent set out in Section 2 of the Circular to Shareholders of the Company dated 26 April 2024.

AND THAT, the Board of Directors of the Company (“Board”) be and is hereby authorised to do all acts, deeds and things, as necessary to give full effect to the Proposed Variation with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by any relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Variation.”

Refer to Explanatory Note 8

Ordinary Resolution 8

10. To transact any other business for which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to approval of the shareholders at the 52nd AGM to be held on Monday, 27 May 2024, a first and final single-tier dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 December 2023 will be payable on 12 June 2024 to shareholders whose names appear in the Record of Depositors at the close of business on 29 May 2024.

A depositor shall qualify for entitlement to the dividend only in respect of:

- (a) Shares transferred into the Depositor's Securities account before 4.30 p.m. on 29 May 2024 in respect of transfers;
- (b) Shares deposited into the Depositors' Securities account before 12.30 p.m. on 27 May 2024 in respect of securities exempted from mandatory deposit; and
- (c) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

HOH YIK SIEW

(MAICSA 7048586)
(SSM PC No.: 202008003427)
Company Secretary

Petaling Jaya
26 April 2024

IMPORTANT NOTICE

Virtual AGM

- 1) The 52nd AGM of the Company will be conducted **on a virtual basis by way of live streaming and online remote voting** via the Remote Participation and Voting facilities ("RPV") which will be made available on the online portal of Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") at <https://tiih.online>.
- 2) The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 ("the Act") which requires the Chairman of the meeting to be present at the main venue of the meeting. **Members, proxies and/or corporate representatives will not be allowed to physically present at the Broadcast Venue on the day of the meeting.**
- 3) Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the AGM via RPV provided by Tricor. Please refer to the Administrative Guide for the 52nd AGM for the procedures to register and participate in the meeting via RPV.

Entitlement to participate and vote

- 4) For the purpose of determining a member who shall be entitled to attend the 52nd AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a **General Meeting Record of Depositors ("ROD") as at 17 May 2024**. Only a member whose name appears on the ROD as at 17 May 2024 shall be entitled to participate in this AGM.

Appointment of Proxy

- 5) A member may appoint not more than two (2) proxies to participate on his/her behalf via RPV. 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. If a member is not able to participate in the AGM, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.
- 6) 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.

Notice of Annual General Meeting (cont'd.)

- 7) 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.
- 8) 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.
- 9) The Proxy Form can be submitted through either one (1) of the following avenues:

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 form

The Proxy Form can be electronically lodged via Tricor's TIIH Online website at <https://tiah.online>. Please refer to the procedure for electronic lodgement of the Proxy Form via TIIH Online in the Administrative Guide for the 52nd AGM.

Last date and time for lodging the Proxy Form is **Saturday, 25 May 2024 at 10.00 a.m.** which is at least forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.

Any notice of termination of a person's authority to act as proxy is upon the Share Registrar of the Company receiving a notice of termination at least forty-eight (48) hours before the commencement of the AGM or adjourned AGM. The notice of termination must be in writing and deposited at Tricor of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or please write in to is.enquiry@my.tricorglobal.com.

- 10) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 52nd AGM of the Company shall be put to vote by way of a poll.

Personal Data Privacy

- 11) 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.

EXPLANATORY NOTES:

FOR ORDINARY BUSINESS

1. **Audited Financial Statements for the financial year ended 31 December 2023 ("FY2023")**
The Audited Financial Statements for FY2023 laid at this meeting pursuant to Section 340(1)(a) of the Companies Act 2016 ("the Act") are meant for discussion only under Agenda item no. 1. It does not require shareholders' formal approval, and therefore, is not put forward for voting.
2. **Ordinary Resolution 1
First and final single-tier dividend for FY2023**
With reference to Section 131 of the Act, a company may only make a distribution to the shareholders out of profits of the Company available if the Company is solvent. On 21 March 2024, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval. The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within 12 months immediately after the distribution is made on 12 June 2024 in accordance with the requirements under Section 132(2) and (3) of the Act.
3. **a) Ordinary Resolution 2
Re-election of Director who retires in accordance with Clause 96(c) of the Company's Constitution**
Clause 96(c) of the Company's Constitution provides that any director who is appointed as an addition to the Board, shall hold office only until the conclusion of the next AGM and shall be eligible for re-election. The Board through the Nomination Committee reviewed the appointment of Ms Tee Chew Lay ("Ms Tee") and agreed with the Committee's recommendation to appoint her as a Director of the Company. Ms Tee has completed the Director's fit and properness assessment prior to her appointment on 1 March 2024. Ms Tee has also provided declaration/confirmation of independence. Her profile can be found under the section entitled "Profiles of Directors" in this Annual Report.

Ms Tee will upon re-election as a Director at the 52nd AGM, remain as an Independent Non-Executive Director of the Company.

b) Re-election of Directors who retire in accordance with Clause 116 of the Company's Constitution

- i) Tan Sri Dato' Seri Chor Chee Heung, who shall retire at the Company's 52nd AGM as the Independent Non-Executive Chairman pursuant to Clause 116 of the Company's Constitution, has indicated that he will not be standing for re-election at the AGM. Tan Sri Dato' Seri Chor Chee Heung will retire as a Director of the Company and cease to be the Chairman of the Remuneration Committee and the Strategy and Investment Committee respectively with effect from the close of the 52nd AGM.
- ii) Dato' Dr. Mohd Aminuddin Bin Mohd Rouse, who shall retire at the Company's 52nd AGM as the Non-Independent Non-Executive Director pursuant to Clause 116 of the Company's Constitution, has indicated that he will not be standing for re-election at the AGM. Dato' Dr. Mohd Aminuddin Bin Mohd Rouse will retire as a Director of the Company and cease to be a member of the Audit Committee and Strategy and Investment Committee with effect from the close of the 52nd AGM.

The Board will identify suitable candidates to be appointed as Directors of the Company and shall make the relevant announcements regarding their appointments in due course.

**4. Ordinary Resolutions 3 and 4
Payment of Non-Executive Directors' ("NEDs") Fees and Benefits**

Section 230(1) of the Act provides that amongst others, the fees and benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval be sought at the 52nd AGM on the Directors' remuneration in two (2) separate resolutions.

- i) **Ordinary Resolution 3** on the payment of directors' fees to the NEDs from the 52nd AGM until the conclusion of the next AGM of the Company.

The Remuneration Committee ("RC") had on 19 February 2024 reviewed the remuneration package for the NEDs based on their roles and responsibilities. The RC viewed that the current remuneration for the NEDs remain competitive and appropriate to retain and motivate Directors to serve on the Board

of the Company. The Board subsequently at its meeting held on 20 February 2024 approved the RC's recommendation for the Directors' fees to remain unchanged, as set out in the table below:

Board	Fees
Chairman	RM220,000 per annum
Member	RM82,500 per annum

- ii) **Ordinary Resolution 4** is on the benefits payable (excluding Directors' fees) to the NEDs of the Company and its subsidiaries of an aggregate amount of RM600,000 from the 52nd AGM until the conclusion of the next AGM of the Company in 2025.

The Directors' benefits mainly comprise allowances and other emoluments payable to the NEDs of the Company and subsidiaries, Board Committees and such other committees as may be established by the Board. The benefits include the Board Committee allowance and meeting allowance as set out in the table below, golf membership, and other claimable benefits. There are no changes to the following allowances since the last AGM.

Description	Chairman	Member
Board Committee allowance (per annum)		
Audit Committee	RM30,000	RM23,000
Nomination Committee	RM18,000	RM13,000
Remuneration Committee	RM22,000	RM17,000
Strategy and Investment Committee	RM18,000	RM13,000
Meeting allowance (per attendance)		
Board	RM1,500	RM1,500
Board Committees	RM1,000	RM1,000

Note: The Group Chief Executive Officer does not receive any Directors' remuneration.

The estimated amount of benefits payable to the NEDs from the 52nd AGM to the next AGM is based on the aforesaid remuneration structure and taking into account various factors including the Board size, and the number of scheduled meetings as well as the number of NEDs involved in these meetings. It also caters for unforeseen circumstances, for example, additional unscheduled Board and Board Committee meetings and allowance payable to the NED(s) for taking on additional responsibilities.

Notice of Annual General Meeting (cont'd.)

The proposed Resolutions 3 and 4, if passed, will facilitate the payment of Directors' fees and Board Committee allowance on a monthly basis and/or as and when incurred. The Board opined that it is just and equitable for the NEDs to be paid such payment on such basis upon them discharging their responsibilities and rendering their services to the Company.

The Board will seek shareholders' approval at the next AGM in the event the Directors' fees and allowances proposed are insufficient. The breakdown of the remuneration of the NEDs paid for the FY2023 is disclosed in the Corporate Governance Overview Statement in this Annual Report. Any NED who is a shareholder of the Company will abstain from voting on Resolutions 3 and 4 at the AGM.

5. **Ordinary Resolution 5
Re-appointment of Auditors**

Pursuant to Section 273(b) of the Act, the term of office of the present External Auditors, Messrs BDO PLT, shall lapse at the conclusion of this AGM unless they are re-appointed by the shareholders to continue in office.

Messrs BDO PLT have indicated their willingness to continue their service. The proposed re-appointment of Messrs BDO PLT as External Auditors of the Company has been considered against the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This proposed Resolution 5, if passed, will also give the Directors of the Company, the authority to determine the remuneration of the Auditors.

FOR SPECIAL BUSINESS

6. **Ordinary Resolution 6
Authority to Allot and Issue Shares**

The proposed Resolution 6 is a renewal of the general authority for the Directors to issue shares pursuant to Section 75 and Section 76 of the Act. If passed, it will empower the Directors from the conclusion of the above AGM until the conclusion of the next AGM of the Company or at the expiring of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by ordinary resolution of the Company in a general meeting, to allot and issue shares in the Company up to an amount not exceeding ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being for

such purposes as the Directors consider would be in the interests of the Company.

The general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to the placing of shares, funding future investment(s), acquisition(s) and working capital and thereby reducing administrative time and cost associated with the convening of separate general meeting(s).

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last AGM held on 22 May 2023 pursuant to this authority.

7. **Ordinary Resolution 7
Renewal of Share Buy-Back Authority**

The proposed Resolution 7, if passed, will allow the Company to purchase its own shares through Bursa Securities 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.

Shareholders' approval for the proposed renewal does not impose an obligation on the Company to purchase its own shares. Rather, it will allow the Board to exercise the power of the Company to purchase its own shares at any time within the abovementioned period subject to the compliance with the provisions of the Act and the requirements of Bursa Securities and/or any other relevant authorities. Please refer to the Share Buy-Back Statement dated 26 April 2024 for further information.

8. **Ordinary Resolution 8
Proposed Variation**

The proposed Resolution 8, if passed, will provide the Company with flexibility to utilise the remaining funds from the total Disposal Proceeds for working capital requirements as well to support its existing business operations and potential expansion. The Proposed Variation will not limit the Company to continuously exploring any potential strategic investment opportunities and/or product offerings, with the aim to enhance the earnings of the Group. Please refer to the Circular to Shareholders dated 26 April 2024 for further information.