



MEDIA PRIMA BERHAD

[Registration No : 200001030368 (532975-A)]
(Incorporated in Malaysia)

NOTICE OF 23RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third (23rd) 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, 21 November 2024 at 2.30 p.m. for the transaction of the following business :-

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2024 and the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
2. To re-elect Abdullah bin Abu Samah 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 Dato’ Sivananthan A/L Shanmugam 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 2**
4. To approve the payment of Directors’ fees for the period from 22 November 2024 until the next AGM of the Company, based on the Directors’ fee structure.
(Please refer to Explanatory Note 3) **Resolution 3**
5. To approve the payment of Directors’ benefits of up to RM1,400,000.00 for the period from 22 November 2024 until the next AGM of the Company.
(Please refer to Explanatory Note 4) **Resolution 4**
6. To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Board of Directors to determine their remuneration.
(Please refer to Explanatory Note 5) **Resolution 5**

SPECIAL BUSINESS

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

ORDINARY RESOLUTIONS

7. **Authority to Issue Shares pursuant to the Companies Act 2016 and Waiver of Pre-emptive Rights**

"THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company and approvals of the governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time, at such price and upon such terms and conditions, and for such purposes and to such person or persons whomsoever 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 (hereinafter referred to as the "General Mandate");

Resolution 6

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 14.2 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 of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act ;

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 pursuant to the General Mandate on Bursa Securities ;

AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company".

(Please refer to Explanatory Note 6)

8. **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 24 October 2024.

Resolution 7

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 AGM of the Company or the expiration of the period within which the next AGM 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 7)

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

BY ORDER OF THE BOARD

AZLAN BIN AHMAD (LS0009209)
SSM Practising Certificate No. 202308000379
Group Company Secretary

TAN SAY CHOON (MAICSA 7057849)
SSM Practising Certificate No. 202008003070
Joint Group Company Secretary

Kuala Lumpur
24 October 2024

Notes :

1. The 23rd 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 23rd AGM will have to register online and attend remotely. Kindly read and follow the procedures provided in the Administrative Details for the 23rd AGM in order to register, participate and vote remotely.
4. Only members whose names appear in the Record of Depositors on 14 November 2024 (“General Meeting Record of Depositors”) shall be entitled to participate in the 23rd 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 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 Boardroom Smart Investor 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 23rd AGM in order to register, participate and vote remotely.

Explanatory Notes :-**1. Audited Financial Statements for the financial year ended 30 June 2024**

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 and 2 : Re-election of Directors pursuant to the Company’s Constitution

For the purpose of determining the eligibility of the Directors to stand for re-election at the 23rd AGM, the Board through its Nomination & Remuneration Committee (“NRC”) had assessed the retiring Directors, and considered the following:

- the Directors’ performance and contribution based on the outcome of the Board Effectiveness Evaluation Exercise ;
- The Directors’ level of contribution to the Board’s deliberations through their skills, experience and strength in qualities ;
- The level of independence demonstrated by the Independent Directors, and their ability to act in the best interest of the Company in decision-making ; and
- The Directors’ fitness and propriety with reference to the Directors’ Fit and Proper Policy.

Based on the outcome of the above assessments, the Board approved the NRC’s recommendation that Abdullah bin Abu Samah and Dato’ Sivananthan A/L Shanmugam 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.

Abdullah bin Abu Samah and Dato’ Sivananthan A/L Shanmugam who retire pursuant to Article 20.3 of the Company’s Constitution, have offered themselves for re-election at the 23rd AGM.

Both the Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the 23rd AGM of the Company.

The profiles of Abdullah bin Abu Samah and Dato' Sivananthan A/L Shanmugam are set out in the Statement Accompanying the Notice of 23rd AGM.

3. Resolution 3 : Directors' Fees for the period from 22 November 2024 until the next AGM of the Company

The fees for the Directors of the Company is based on the Directors' fee structure as follows :-

Non-Executive Group Chairman	RM90,000 per annum
Non-Executive Director ("NED")	RM72,000 per annum

4. Resolution 4 : 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 22 November 2024 to the next AGM in 2025), 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 4 has been passed at the 23rd AGM. The Board is of the view that it is fair and equitable for the Directors to be paid the Directors' remuneration 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.

5. Resolution 5 : Re-appointment of Auditors

Based on the External Auditors Evaluation result for the Financial Year under review, the Board Audit & Risk Management Committee and the 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 the shareholders' approval at the forthcoming AGM.

6. Resolution 6 : Authority to Issue Shares pursuant to the Companies Act 2016 and Waiver of Pre-emptive Rights

The proposed resolution is a general mandate from the shareholders of the Company in accordance with the Companies Act 2016 for Directors to issue and allot 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 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 23rd AGM, which may delay the capital raising initiatives and incur relevant cost in organising the general meeting.

Pursuant to Section 85(1) of the Companies Act 2016, read together with Clause 14.2 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities. In order for the Board to issue any new shares free of pre-emptive rights, such pre-emptive rights must be waived.

7. Resolution 7 : 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 interests of the minority shareholders of the Company.

Details of the Proposed Shareholders' Mandate are set out in the Circular to Shareholders dated 24 October 2024. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

8. 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 23rd 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 23rd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 23rd 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.