

STAR MEDIA GROUP BERHAD

(Company No.: 10894-D)

("Star" or "the Company")

Summary record of the proceedings of the Forty-Sixth Annual General Meeting ("46th AGM" or "the Meeting") of the Company held at the Cybertorium, Level 2, Menara Star, 15 Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 15 May 2018 at 10.00 a.m.

- Present :
- Directors
 - Dato' Fu Ah Kiow (Chairman)
(also proxy for shareholders as per the attendance list)
 - Tan Sri Dato' Sri IR Kuan Peng Soon (Deputy Chairman)
 - Datuk Seri Wong Chun Wai (Group Managing Director & CEO)
("Group MD/CEO") – also a shareholder
 - Mr Lee Siang Chin (Senior Independent Director)
 - Datin Linda Ngiam Pick Ngoh - *also a shareholder*
 - Dato' Dr Mohd Aminuddin bin Mohd Rouse
 - Mr Choong Tuck Oon
 - Madam Wong You Fong
- :
- Shareholders (including corporate representative)
 - As per attendance list
(Total 195 representing 2,251,390 ordinary shares)
- :
- Proxies
 - As per attendance list
(Total 88 representing 548,089,564 ordinary shares of which 61,614,854 ordinary shares were represented by the Chairman)
- In attendance :
- Mr Roy Tan (Group Chief Operating Officer)
 - Datuk Calvin Kan King Seong (Group Chief Operating Officer, Print)
 - Mr Ragesh Rajendran (Group Chief Financial Officer) ("Group CFO")
 - Ms Ong Wei Lynn (Group Company Secretary)
 - Ms Kimberly Hoh (Assistant Company Secretary)
- By invitation :
- As per attendance list

1.0 WELCOMING SPEECH AND INTRODUCTION

- 1.1 Dato' Fu Ah Kiow presided as Chairman of the Meeting and welcomed all shareholders, proxies and invitees present at the 46th AGM of the Company ("the Company" or "Star").
- 1.2 The Chairman then introduced his fellow board members and representative from the external auditors, Mr Pang Chee Hao from Messrs BDO as well as the Group Company Secretary who were in attendance.

2.0 QUORUM OF MEETING

The Company Secretary confirmed that the required quorum to convene the Meeting in accordance with Article 75 of the Company's Articles of Association was present.

3.0 NOTICE OF MEETING

With permission from the members present, the Notice of Meeting having been circulated to all shareholders within the prescribed period was taken as read.

4.0 PROCEDURES OF MEETING

4.1 In accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the AGM must be voted by poll.

4.2 The polling process was facilitated by Tricor Investor & Issuing House Services Sdn Bhd, the share registrar of the Company and the poll results was verified by Coopers Professional Scrutineers Sdn Bhd, an independent scrutineer appointed by the Company.

4.3 Dato' Fu Ah Kiow as Chairman of the Meeting exercised his right under Article 81 of the Company's Articles of Association and demanded for a poll in respect of all the resolutions to be put to vote at the Meeting. The poll process for the resolutions would commence upon completion of the deliberation of all items to be transacted at the AGM.

4.4 As at 9 May 2018, being the cut-off date for determining who shall be entitled to attend, speak, participate and vote at the Company's 46th AGM, the Company had 10,340 depositors, and the adjusted paid-up share capital stood at RM737,956,402.00 comprising 737,956,402 ordinary shares of RM1.00 each (excluding 687,200 ordinary shares held as treasury shares).

4.5 The Company received in total 95 valid proxy forms from shareholders for a total of 548,109,564 ordinary shares representing 74.3% of the total share capital of the Company. Out of those, there were 25 shareholders who appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented were 61,614,854 or 8.3% of the total share capital of the Company.

5.0 PRESENTATION

Chairman invited the Group MD/CEO to present to the Meeting an overview of the Group's performance for the financial year ended ("FYE") 2017.

The Group MD/CEO made a brief presentation which covered the following areas:

- (i) Revenue and profit before taxation (“PBT”) by segments with comparison for financial years 2016 and 2017;
- (ii) print readership, radio listenership data and English news portal performance; and
- (iii) market outlook and key strategies for FYE 2018 and ahead.

6.0 AUDITED FINANCIAL STATEMENTS (“AFS”) FOR THE FYE 2017 TOGETHER WITH THE REPORT OF THE DIRECTORS AND THE AUDITORS (“REPORTS”) THEREON

The Chairman informed that the Company’s AFS for FYE 2017 were tabled for discussion purposes only and the shareholders’ approval was not required under the Companies Act. The Chairman then invited questions from the floor regarding the Financial Statements.

- 6.1** Chairman informed that the Company received some questions from the Minority Shareholder Watchdog Group (“MSWG”) for this Meeting. For the benefit of the shareholders, the Group MD/CEO presented the list of questions from MSWG and the Company’s response to the questions, as attached.

The Chairman also noted MSWG’s further comments at the Meeting and informed that The Star has always striven to provide readers with neutral and unbiased news. The Company will remain as the people’s paper and endeavour to report impartially.

- 6.2** After addressing all the questions raised by MSWG, Chairman invited questions from the floor. In summary, the key points raised by the shareholders/corporate representatives/proxies and the responses by the Board/Management are as follows:

- a) A shareholder shared the proposal by the Malaysian Media Council that the ministry is considering the removal of political party ownership of media companies to encourage editorial freedom. The Chairman informed that Star is a public listed company and the shareholders do not interfere in the Company’s business operations. He emphasized that the Company will strive to offer balanced reporting covering wide range of views and perspectives.
- b) On the points raised by a shareholder relating to Section 13, Petaling Jaya development project (“Menara Star 2”), the Company’s Senior General Counsel replied that Star had on 15 February 2018 in accordance with its rights under the Sale and Purchase Agreement, claimed on the Bank Guarantees (“BG”) in favour of Star for the sum of RM50.0 million from two (2) banks after Jaks Island Circle Sdn Bhd (“Jaks”) failed to complete and deliver Menara Star 2 in accordance with the deadline which had expired on 15 February 2018. The Company is currently waiting for the Court’s decision on the injunction filed by Jaks to restrain the banks from releasing the proceeds of the BG to the Company.

The Chairman added that as at 31 December 2017, the construction of Menara Star 2 was 97.27% completed based on the stage of completion certificate issued by PI Architect. Meanwhile, the Liquidated and Ascertained Damages (LADs) or

the accrued interest due to delay of vacant possession of Menara Star 2 will continue to run until completion and delivery of the building.

- c) Responding to a query on the increase in administrative expenses in 2017 which had doubled compared to 2016, Group CFO clarified that this was mainly due to several major one-off costs amounting to RM190.0 million incurred during the year, which mainly relates to mutual separation scheme/early retirement option exercise implemented in December last year (RM56.0 million) and property, plant and equipment (“PPE”) impairment and written-off (RM87.0 million).
- d) Responding to a query on the drop in the Company’s share price and whether the dividend payout is sustainable in the long run, Chairman informed that the key risk remains the declining trend in print adex due to shift to digital platforms. The Company is moving forward with its transformation plan and focus on beefing up its digital segment to boost earnings. For instance, the launch of dimsum.my, a video on demand service is part of the Group’s digital transformation initiative. At the same time, the Company has been undertaking various cost-cutting measures since last year to improve operating margins and enhance shareholders value. He added that the Company is continuously looking for new investment opportunities in both media and non-media segments.
- e) A shareholder enquired on the reason to impair the plant and machineries for the Penang Plant and Star Media Hub considering substantial investment in the printing line in recent years. Chairman explained that this was part of the Company’s ongoing cost-rationalisation exercise and also part of the Company’s transformation drive towards digitalization. Management was of the view that there will be no further impairment losses on the carrying amount of other PPE.
- f) Responding to another query on the financial performance of dimsum.my, Group COO, Mr Roy Tan informed that its performance is tracking in line with internal expectations. The team will continue to drive more subscriptions on dimsum.my, targeting the younger age group. In terms of distribution, it is currently available in Malaysia, Singapore and Brunei via mobile and web applications as well as Chromecast and AirPlay. He added that 60% of dimsum.my consumers are woman and 68% are below 35 years old which is a sizeable target market for growth. Dimsum.my also collaborates with regional content partners such as China, Hong Kong, Thailand and Taiwan to continue to build its library content.
- g) In response to shareholders’ queries on StarBiz Premium and The Star Epaper, Group MD/CEO informed that the readership of The Star Epaper is growing steadily and performing better than print. The growth is not limited to Epaper but The Star Online (“TSOL”) as well. It was noted that TSOL is the most followed online business news portal, attracting 1.4 million unique visitors with five million page views. The Company also continues its collaboration with other regional papers to boost sales. With regards to the performance of StarBiz Premium, a collaboration between StarBiz and Wall Street Journal as well as the Singapore Business Times, Group MD/CEO informed that the number of subscribers for StarBiz Premium is growing since it was launched in November 2017. He added that the business strategy going forward is to focus on enhancing content and beef up digital segments to improve revenue.

The AFS for the FYE 2017 together with the Reports of the Directors and Auditors thereon were received.

**7.0 RE-ELECTION OF DIRECTOR, DATUK SERI WONG CHUN WAI
(Ordinary Resolution 1)**

7.1 The Chairman proceeded to Resolution 1 on the re-election of Datuk Seri Wong Chun Wai as Director of the Company pursuant to Article 117 of the Company's Articles of Association. Datuk Seri Wong retired as a Director of the Company and being eligible, has offered himself for re-election.

7.2 Ordinary Resolution 1 was duly proposed by Mr Ting Keng Fui and seconded by Ms Mah Seng Ling.

7.3 The Chairman invited questions from the floor. With no questions from the floor, the Chairman proceeded to the next resolution.

8.0 RE-ELECTION OF DIRECTOR, DATIN LINDA NGIAM PICK NGOH

8.1 The Chairman informed that Datin Linda Ngiam Pick Ngoh did not wish to seek re-election as Director and shall accordingly retire at the conclusion of the Company's 46th AGM.

8.2 The Chairman expressed appreciation on behalf of the Board, for Datin Linda Ngiam's contribution and services to the Board.

**9.0 RE-ELECTION OF DIRECTOR, MR CHOONG TUCK OON
(Ordinary Resolution 2)**

9.1 The Chairman moved on to the next resolution in the agenda. In accordance with Article 101 of the Company's Articles of Association, Mr Choong Tuck Oon is retiring from office and being eligible, has offered himself for re-election.

9.2 Ordinary Resolution 2 was duly proposed by Mr Krishnamoorthy A/L A.K Muthaly and seconded by Mr Seng Sheng Yeow.

9.3 The Chairman invited questions from the floor. With no questions from the floor, the Chairman proceeded to the next resolution.

**10.0 RE-ELECTION OF DIRECTOR, MADAM WONG YOU FONG
(Ordinary Resolution 3)**

10.1 In accordance with Article 101 of the Company's Articles of Association, Madam Wong is retiring from office and being eligible, has offered herself for re-election.

10.2 Ordinary Resolution 3 was duly proposed by Mr Ting Keng Fui and seconded by Mr Loo Phan Kooi.

10.3 The Chairman invited questions from the floor. With no questions from the floor, the Chairman proceeded to the next resolution.

**11.0 PAYMENT OF DIRECTORS' FEES OF UP TO RM668,000 TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY
(Ordinary Resolution 4)**

- 11.1 The Chairman proceeded to the next item. There was no increase in Directors' fees for the Non-Executive Directors of the Company compared to the last financial year.
- 11.2 Ordinary Resolution 4 was duly proposed by Ms Soh Sze Jean and seconded by Mr Yeo Eng Siang.
- 11.3 The Chairman invited questions from the floor. With no questions from the floor, the Chairman proceeded to the next resolution.

**12.0 PAYMENT OF DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) TO THE NON-EXECUTIVE DIRECTORS AFTER THE CONCLUSION OF THIS AGM UNTIL THE NEXT AGM OF THE COMPANY
(Ordinary Resolution 5)**

- 12.1 The Chairman informed that the Directors' benefits payable to Non-Executive Directors of up to RM700,000 comprised of meeting allowances, board committee allowances and other emoluments. The details of the benefits payable were set out in the Note (3) of the Notice of AGM.
- 12.2 Ordinary Resolution 5 was duly proposed by Mr Loo Phan Kooi and seconded by Mr Poey Yee Meng.
- 12.3 The Chairman invited questions from the floor. With no questions from the floor, the Chairman proceeded to the next resolution.

**13.0 RE-APPOINTMENT OF AUDITORS
(Ordinary Resolution 6)**

- 13.1 Messrs BDO has expressed their willingness to continue office as Auditors of the Company.
- 13.2 Ordinary Resolution 6 was duly proposed by Ms Mah Seng Ling and seconded by Mr Ting Keng Fui.
- 13.3 The Chairman invited questions from the floor. With no questions from the floor, the Chairman proceeded to the next resolution.

SPECIAL BUSINESS

14.0 AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016 (Ordinary Resolution 7)

14.1 Ordinary Resolution 7 was duly proposed by Ms Soh Sze Jean and seconded by Mr Ting Keng Fui.

14.2 The Chairman invited questions from the floor. With no questions from the floor, the Chairman proceeded to the next resolution.

15.0 RENEWAL OF AUTHORITY FOR STAR TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO 10% OF ITS TOTAL SHARE CAPITAL (“PROPOSED SHARE BUY-BACK”) (Ordinary Resolution 8)

15.1 The Chairman informed that the details and rationale for the proposed share buy-back were set out in the Statement to Shareholders dated 20 April 2018.

15.2 Ordinary Resolution 8 was duly proposed by Ms Mah Seng Ling and seconded by Mr Loo Phan Kooi.

15.3 The Chairman invited questions from the floor. With no questions from the floor, the Chairman proceeded to the next resolution.

16.0 RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”) (Ordinary Resolution 9)

16.1 The Chairman informed that the rationale for seeking the shareholders’ approval for the Proposed Shareholders’ Mandate was set out in the Circular dated 20 April 2018.

16.2 Datuk Seri Wong Chun Wai who was deemed interested in the Proposed Shareholders’ Mandate for RRPT had abstained and would continue to abstain from all deliberations and voting on the resolution approving the Resolution 9.

16.3 Ordinary Resolution 9 was duly proposed by Ms Soh Sze Jean and seconded by Mr Loo Phan Kooi.

16.4 The Chairman invited questions from the floor. With no questions from the floor, the Chairman proceeded to the next resolution.

17.0 PROPOSED AMENDMENT TO THE COMPANY'S MEMORANDUM OF ASSOCIATION (OBJECT CLAUSE)
(Special Resolution 1)

- 17.1** The rationale for seeking the shareholders' approval for the Proposed Amendment to the Object Clause is set out in the explanatory notes in the Notice of AGM.
- 17.2** The Special Resolution 1 was duly proposed by Mr Chan Shiang Chiat and seconded by Mr Loo Phan Kooi.
- 17.3** The Chairman invited questions from the floor. With no questions from the floor, the Chairman proceeded to the next resolution.

18.0 PROPOSED AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION
(Special Resolution 2)

- 18.1** The rationale for seeking the shareholders' approval for the Proposed Amendment to the Company's Articles of Association is set out in the explanatory notes in the Notice of AGM.
- 18.2** The Special Resolution 2 was duly proposed by Mr Krishnamoorthy A/L A.K Muthaly and seconded by Mr Loo Phan Kooi.
- 18.3** The Chairman invited questions from the floor. With no questions from the floor, the Chairman proceeded to the next resolution.

19.0 ANY OTHER BUSINESS

The Chairman informed that no notice for other business pursuant to the Companies Act, 2016 had been received.

20.0 ELECTRONIC POLLING PROCEDURES

- 20.1** Having dealt with all the items on the agenda, the Chairman invited the representative from Tricor Investor Issuing House Services Sdn Bhd, the Poll Administrator to brief the floor on the procedures for the conduct of electronic poll voting at the Meeting.
- 20.2** After the briefing, the Chairman declared the closure of the registration of attendance for Meeting and adjourned the Meeting at 12.15 noon for the electronic polling process. All members were requested to return to the meeting hall by 12.30 p.m. for the declaration of poll results.

21.0 ANNOUNCEMENT OF POLL RESULTS

Having received the poll results from the scrutineers, the Meeting resumed at 12.30 p.m. for the declaration of results by the Chairman.

- 21.1** The poll results for Ordinary Resolution 1 are as follows:

Ordinary Resolution 1 – Re-election of Datuk Seri Wong Chun Wai

	Number of shares	%
For	548,711,714	99.994
Against	31,000	0.006
Total	548,742,714	100.000

It was RESOLVED:

“THAT, Datuk Seri Wong Chun Wai be and is hereby re-elected as Director of the Company.”

21.2 The poll results for Ordinary Resolution 2 are as follows:

Ordinary Resolution 2 – Re-election of Mr Choong Tuck Oon

	Number of shares	%
For	548,762,714	100.000
Against	0	0
Total	548,762,714	100.000

It was RESOLVED:

“THAT, Mr Choong Tuck Oon be and is hereby re-elected as Director of the Company.”

21.3 The poll results for Ordinary Resolution 3 are as follows:

Ordinary Resolution 3 –Re-election of Madam Wong You Fong

	Number of shares	%
For	548,732,714	99.995
Against	30,000	0.005
Total	548,762,714	100.000

It was RESOLVED:

“THAT, Madam Wong You Fong be and is hereby re-elected as Director of the Company.”

21.4 The poll results for Ordinary Resolution 4 are as follows:

Ordinary Resolution 4 –Payment of Directors’ fees

	Number of shares	%
For	548,759,414	99.999
Against	3,300	0.001
Total	548,762,714	100.000

It was RESOLVED:

“THAT, the payment of Directors' fees of up to RM668,000 for the financial year ended 31 December 2017 be and is hereby approved.”

21.5 The poll results for Ordinary Resolution 5 are as follows:

Ordinary Resolution 5 – Payment of Non-Executive Directors' Benefits

	Number of shares	%
For	548,704,914	99.989
Against	57,800	0.011
Total	548,762,714	100.000

It was RESOLVED:-

“THAT, the payment of Non-Executive Directors' benefits of up to RM700,000 from the 46th Annual General Meeting to the 47th of the Company, be and is hereby approved.”

21.6 The poll results for Ordinary Resolution 6 are as follows:

Ordinary Resolution 6 – Re-appointment of Auditors

	Number of shares	%
For	548,732,714	99.995
Against	30,000	0.005
Total	548,762,714	100.000

It was RESOLVED:

“THAT, Messrs BDO be and is hereby re-appointed as Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting at a fee to be determined by the Directors.”

21.7 The poll results for Ordinary Resolution 7 are as follows:

Ordinary Resolution 7 – Authority to allot and issue shares

	Number of shares	%
For	390,866,709	76.798
Against	118,089,705	23.202
Total	548,762,714	100.000

It was RESOLVED:

“THAT, subject always to the Companies Act, 2016 (“the Act”), the Constitution of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 75 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed ten per

centum (10%) of total number of issued shares/total number of voting shares of the Company for the time being and that the Directors are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued.”

21.8 The poll results for Ordinary Resolution 8 are as follows:

Ordinary Resolution 8 – Proposed Renewal of Shareholders’ Mandate for Share Buy-Back

	Number of shares	%
For	430,656,314	99.904
Against	412,000	0.096
Total	548,762,714	100.000

It was RESOLVED:

“THAT, subject always to the Companies Act, 2016 (“Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution, Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements (“Listing Requirements”) and any other relevant authority or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares in the Company’s total number of issued shares 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, necessary and expedient in the interest of the Company, provided that:

- (a) the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten per centum (10%) of the total number of issued shares or the total number of voting shares of the Company at any point in time of the said purchase(s);
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained earnings of the Company at the time of the said purchase(s); and
- (c) the authority conferred by this resolution shall commence immediately 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 the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
 - (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

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

- (aa) cancel all the shares so purchased; and/or
- (bb) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
- (cc) retain part thereof as treasury shares and cancel the remainder;

and 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 take all such steps as are necessary (including the opening and maintaining of a depository account(s) under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the said Directors may deem fit and expedient in the best interests of the Company.”

21.9 The poll results for Ordinary Resolution 9 are as follows:

Ordinary Resolution 9 – Proposed Renewal of Shareholders’ Mandate for RRPT

	Number of shares	%
For	548,667,414	99.986
Against	75,300	0.014
Total	548,762,714	100.000

It was RESOLVED:

“THAT, pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Company and its subsidiaries (“Star Media Group”) be and are hereby authorised to enter into any of the recurrent transactions of a revenue or trading nature as set out in Section 2.3 of Part B of the Circular to Shareholders dated 20 April 2018 with the related party mentioned therein which are necessary for the Star Media Group’s day-to-day operations, subject further to the following:-

- (i) the transactions are in the ordinary course of business on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and

- (ii) disclosure of the aggregate value of the transactions of the Proposed Shareholders' Mandate conducted during the financial year will be disclosed in the Annual Report for the said financial year,

THAT, such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the Meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(1) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340 (4) of the Act); or
- (iii) revoked or varied by the Company in a general meeting,

whichever is earlier;

AND THAT, the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

21.9 The poll results for Special Resolution 1 are as follows:

Special Resolution 1 – Proposed Amendment to the Company's Memorandum of Association

	Number of shares	%
For	548,762,714	100.000
Against	0	0
Total	548,762,714	100.000

It was RESOLVED:

"THAT, the Clause 3 of the Memorandum of Association of the Company be hereby amended by adding the following new object clause immediately after the existing object clause 3 (58):

58(A) To carry on the business as managers, promoters and organisers of all kinds of events, entertainments, sports, recreations and amusements, whether indoor or outdoor including funfairs, exhibitions, games, competitions, tournaments, concerts, cinematograph and television performances, stage and variety shows, pyrotechnic, aerial and spectacular displays, dancing, skating performances and other forms and types of like enterprises generally and to carry on any other trade, business or activities in connection with or ancillary to any of the above businesses."

22.9 The poll results for Special Resolution 2 are as follows:

Special Resolution 1 – Proposed Amendment to the Company’s Articles of Association

	Number of shares	%
For	548,762,714	100.000
Against	0	0
Total	548,762,714	100.000

It was RESOLVED:

“**THAT** the Company’s Articles of Association be hereby amended by deleting the existing Article 125 in its entirety and substituting with the following new Article 125:

Existing Article 125

A resolution in writing under the hands of all the Directors for the time being present in Malaysia and who are sufficient to form a quorum shall for all purposes be as valid and effectual as a resolution passed at the meeting of the Directors duly called and constituted

New Article 125

A resolution in writing signed or approved by all the Directors for the time being in Malaysia by letter, telefax, electronic mail or any form of electronic approval or electronic signature or digital signature via software, electronic devices or other means of telecommunication apparatus or devices, shall be as valid and effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted, and an alternate director may sign such resolution on behalf of his appointor. All such resolutions may consist of several documents in like form, each signed by one (1) or more or their alternates.”

22.0 CONCLUSION OF MEETING

There being no further business, the Meeting was declared closed by the Chairman at 12.45 p.m. with a vote of thanks to the Chairman and Board.

Minority Shareholder Watchdog Group's ("MSWG") Q&A

Financial and Operation Matters

1. The Print & Digital segment revenue and profit before tax declined significantly in FY2017 by RM100.48 million or 18.3% and RM196.571 million or 216.7% respectively compared to FY2016. However, excluding the one-off expenses such as impairment and write-off on property, plant and equipment, and mutual separation scheme/early retirement option expenses amounting to a total of RM143.601 million, the Print & Digital segment's profit before tax had actually declined by RM52.970 million or 58.4%.

(i) Would there be any major one-off expense in FY2018?

The Group is currently undergoing a transformation exercise. We are still assessing and unable to determine the impact at this juncture.

(ii) What were the major items that contributed to the significant decline in revenue and PBT after excluding the one-off expenses?

The decline is mainly attributed to the drop in Print revenue in FY2017. Overall Newspaper Adex fell by 21.9% in 2017 as compared 2016 due to poor consumer and business sentiments. We were also impacted by the weak market sentiments.

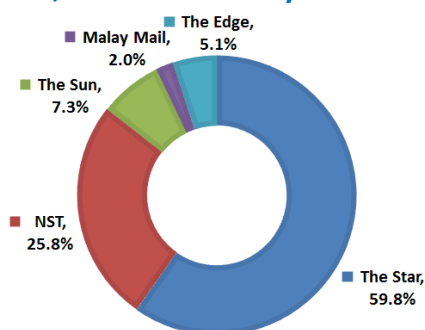
(iii) With the cessation of the operations of its television subsidiary, Li TV Holdings Limited in October 2017, the Group was able to focus on its OTT platform spearheaded by its video-on-demand service called dimsum.

What was the contribution from the Digital & OTT to the revenue and PBT of the Print & Digital segment in FY2017 and what is the expected contribution to the revenue and PBT of the Print & Digital segment in FY2018?

The digital segment contributed approximately 6% to the Group's revenue in FY2017. We do not expect it to increase significantly in FY2018.

- 2) As reported in the Chairman's Statement on page 32 of the Annual Report, the total rate card spending in 2017 was lower at RM6.43 billion compared to RM7.37 billion a year ago. What was the Company's market share in the total rate card spending?

Total English newspapers Adex, Peninsular Malaysia YTD Dec (%)



3) As reported in the Management Discussion and Analysis on page 36 of the Annual Report, the combined daily print and ePaper circulation for The Star as at 30 June 2017 stood at 332,542 copies according to the Audit Bureau of Circulation. This represents a decline of approximately 26,900 copies or 7.5% compared to the circulation as at 30 June 2016.

(i) What is the breakdown of the circulation of the daily print between print and ePaper?

	1.1.2017 to 30.6.2017			1.1.2016 to 30.6.2016		
	Print	ePaper	Total	Print	ePaper	Total
Daily Star	217,082	115,460	332,542	248,559	110,883	359,442

(ii) What measures have been taken to improve the circulation moving forward?

We will continue to grow the ePaper and put in place various initiatives to defend the print. Some of these initiatives include:

- a. Continue to nurture future readers (NIE/EBO)
- b. Loyalty programme
- c. Subscription drives & contest
- d. Working with residents associations to connect with readers

4) What is the latest development on the legal dispute between the Company and Jaks Island Circle Sdn Bhd pertaining to the latter's failure to deliver vacant possession of Tower A in Section 13 Petaling Jaya within the stipulated deadline as reported on page 210 of the Annual Report?

- Jaks Island Circle Sdn. Bhd. had on 23.2.2018 filed 2 Originating Summons into the High Court of Malaysia to injunct Star from receiving the bank guarantees and to injunct the Banks from releasing their respective RM25 million.

- Star had on 28.2.2018 claimed against the corporate guarantee issued by Jaks Resources Berhad demanding to complete and deliver vacant possession of Tower A with certificate of completion and compliance by 30.6.2018.

- Both the bank guarantees and corporate guarantee were provided for as security by JIC for its performance in the sale and purchase agreement dated 19.8.2011 between Star and Jaks Island Circle.

- The Court had granted numerous adjournments with an ad interim stay on the matter and fixed 11.5.2018 as the final hearing date.

- However because it was a public holiday, the Court has yet to provide us with another hearing date.

Corporate Governance Matters

- 1) The Company in its CG Report stated that it has adopted Step Up Practice 4.3 of MCCG which requires the Board to have a 9-year tenure limit policy for its independent directors. In the explanation column for Step-Up Practice 4.3 of the CG Report, the Company stated that the Board has adhered to the limits of tenure for Independent Non-Executive Director (“INED”) to 9 years as prescribed in the Board Charter and upon completion of such tenure, the INED may continue to serve on the Board, subject to re-designation as a Non-Independent Director.

However, we noted that in the explanation column for Practice 4.2 of the CG Report, the Company also stated that “should the Board intend to retain any of its Independent Directors beyond 9 years or 12 years, it would provide justification and seek annual shareholders’ approval based on the prescribed mechanism by MCCG.”

This is contrary to Step Up Practice 4.3 which does not provide for any extension of tenure beyond the 9-year tenure of INEDs. We hope the Board would take note of this.

The Company has adopted a 9-year tenure limit policy for its independent directors. Any independent director who has served on the board for more than 9 years from the date of his/her first appointment, will be re-designated as non-independent director.

If the Board is of the view that any of its independent directors should remain so after 9 years, the Company will seek its shareholders’ approval.

- 2) The Company did not disclose the senior management’s remuneration component in bands of RM50,000 as recommended under Practice 7.2 of MCCG and there was no explanation of a suitable alternative practice to meet the intended outcome.

Under Paragraph 3.2A (b), Practice Note 9 of the Main Market Listing Requirements, the Company must disclose the alternative practice it has adopted and how such alternative practice achieves the Intended Outcome as set out in MCCG. We hope the Board would take note of this.

The Board strongly feels that due to confidentiality and security reasons, it is not necessary to disclose the senior management’s detailed remuneration components in bands at this juncture, as mentioned in page 57 of our Annual Report.

- 3) The Company in its CG Report stated that it has applied Practice 12.3 of MCCG. Practice 12.3 refers to facilitating or providing platform for shareholders to vote remotely without being physically present at the Company’s AGM. Based on the Company’s explanation of Practice 12.3, we wish to highlight that the Company has not applied the Practice.

We hope the Board would take note of this.

Shareholders who are unable to attend and vote at the AGM of the Company can do so via appointment of proxy(ies).

The Company has also leveraged on technology to facilitate electronic voting for better efficiency and accuracy. The poll results of the AGM are announced to Bursa Malaysia on the same day of the meeting.