

STAR MEDIA GROUP BERHAD

(Company No.: 10894-D)

("Star" or "the Company")

Summary record of the proceedings of the Forty-Eighth Annual General Meeting ("48th AGM" or "the Meeting") of the Company held at the Broadcast Venue, Cyberhub, Level 2, Menara Star, 15, Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan on Monday, 22 June 2020 at 10.00 a.m. by electronic means through live webcast.

PRESENT

Directors : Mr Chan Seng Fatt (Chairman of the Meeting, Independent Non-Executive Director) (*also proxy for shareholders*)
Madam Wong You Fong (Independent Non-Executive Director)
Mr Loh Chee Can (Independent Non-Executive Director)

BY LIVE WEBCAST

Directors : Dato' Fu Ah Kiow (Chairman and Independent Non-Executive Director)
Dato' Dr Mohd Aminuddin bin Mohd Rouse (Non-Independent Non-Executive Director)
Mr Choong Tuck Oon (Independent Non-Executive Director)

Absent with : Tan Sri Dato' Sri Kuan Peng Soon (Deputy Chairman and Non-Independent
apologies Non-Executive Director)

In : Management
Attendance Mr Sam Au (Group Chief Financial Officer)
Ms Esther Ng (Chief Content Officer)
Ms Lydia Wang (Chief Revenue Officer)
Mr Kang Yew Jin (Group Chief Technology Officer)
Mr Freddy Loo (Senior General Manager, Analytics)
Mr Terence Raj (General Manager, Group People)
Ms Lam Swee Kim (Chief Marketing Officer, SMG Entertainment Sdn Bhd)
Ms Soh Sze Jean (Senior General Counsel)
Ms Chai Ming Jye (Assistant General Manager, Internal Audit)
Pn Siti Hajar Binti Abdul Rahman (Senior Manager, Corporate Communication)

External Auditors

Mr Tang Seng Choon (Engagement Partner, Messrs BDO PLT)
Mr Brendan Francis Lim Jern Zhen (Audit Engagement Director, Messrs BDO PLT)

Secretary

Ms Kimberly Hoh (Group Company Secretary)

Poll Administrator

Ms Wong Yoke Fun (Director, Tricor Investor & Issuing House Services Sdn Bhd)

Scrutineer

Mr Chuah Poo Sian (Director, Coopers Professional Scrutineers Sdn Bhd)

Shareholders : Attendance by live webcast

1. WELCOME BY CHAIRMAN OF THE MEETING

- 1.1 Mr Chan Seng Fatt presided as Chairman of the Meeting (hereinafter referred to as “the Chairman”). He welcomed all to the 48th AGM of the Company and informed that the proceeding of the Meeting would be conducted via online live webcast in accordance with Clause 69 of the Company’s Constitution, Section 327 of the Companies Act 2016 and the Securities Commission Malaysia (“SC”) Guidance Notes.
- 1.2 The Chairman informed that the Company was in compliance with the SC’s Revised Guidance Note dated 18 June 2020 whereby participants who are above the age of 60 years old are not allowed to be physically present at the meeting/broadcast venue in accordance to the Standard Operating Procedure (“SOP”) by the Majlis Keselamatan Negara (“MKN”) in conducting meetings. Hence, all the board members who are above the age of 60 years old participated the AGM remotely. Mr Chan informed that he had consented to his appointment as Chairman of the Meeting in accordance with Clause 78 of the Company’s Constitution.
- 1.3 The Chairman acknowledged all the shareholders had pre-registered to join the Meeting to participate and vote via Remote Participation & Voting (“RPV”) facilities provided by our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”).
- 1.4 The Chairman then introduced the Directors, Group CFO and Company Secretary as well as the representatives from the external audit firm, Messrs BDO PLT, Poll Administrator, Tricor and Independent Scrutineer, Coopers Professional Scrutineers Sdn Bhd (“Coopers”) who were present at the broadcast venue. He also conveyed the apologies for Tan Sri Kuan Peng Soon for not being able to attend the Meeting.

2. QUORUM OF MEETING

The Company Secretary confirmed that a quorum was present and the Chairman declared that the AGM open.

3. NOTICE

The Notice convening the Meeting, having been in the hands of the shareholders for the requisite period, was with the concurrence of the meeting, taken as read.

4. SUMMARY OF PROXIES RECEIVED

As part of good governance, Chairman informed that the Company had received in total thirty (30) valid proxy forms from shareholders for a total of 401,440,860 ordinary shares representing 55% of the total share capital of the Company. Out of those, there were seven (7) shareholders who appointed the Chairman as proxy to vote on their behalf and the shares so represented were 1,490,500 or 0.2% of the total share capital of the Company. The Chairman would vote in accordance with the respective instructions on all of the resolutions to be voted on at this AGM.

5. PROCEDURES OF MEETING

- 5.1 The Chairman informed that the voting at the 48th AGM would be conducted by poll pursuant to paragraph 8.29A of the Main Market Listing Requirements (“LR”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) by way of electronic voting (“e-voting”) via RPV on TIIH Online.
- 5.2 The polling process was facilitated by Tricor and the poll results were verified by Coopers, an independent scrutineer appointed by the Company.
- 5.3 Shareholders who attended the 48th AGM via live webcast were briefed on the e-voting process. The voting session commenced from the start of the Meeting at 10.00 a.m.
- 5.4 The Chairman informed the shareholders on the posting of questions during the AGM using the query box function. Meanwhile, the Company would endeavor to address all relevant questions. He also informed that the Company would respond to the shareholders directly after the AGM if their questions were not addressed during the Meeting.
- 5.5 The Chairman further informed that the Company had received questions posed by a certain individual shareholder in essence relates directly to a complain made by this shareholder on the Chairman of the Board, Dato’ Fu Ah Kiow to the regulatory bodies in June 2020. Dato’ Fu has since taken a legal action against this shareholder which he was of the opinion defamatory of him. Hence, the Chairman made a ruling that questions pertaining to the allegation would not be answered at the Meeting as the matter is currently pending in Court.

ORDINARY BUSINESS

6. AUDITED FINANCIAL STATEMENTS (“AFS”) FOR THE FINANCIAL YEAR ENDED 2019 (“FYE 2019”) TOGETHER WITH THE REPORT OF THE DIRECTORS AND THE AUDITORS THEREON

The Chairman informed the Meeting that the AFS of the Company for the FYE 2019 were meant for discussion only as it did not require shareholders’ approval. Hence, it would not be put for voting.

7. RE-ELECTION OF DATO’ FU AH KIW AS DIRECTOR OF THE COMPANY (Ordinary Resolution 1)

- 7.1 In accordance with Clause 116 of the Company’s Constitution, Dato’ Fu Ah Kiow retired as a Director of the Company and being eligible, had offered himself for re-election.

Ms Yap Pek Pooi proposed the motion as follows:

“THAT, the re-election of Dato’ Fu Ah Kiow as a Director of the Company be hereby approved.”

The motion was seconded by Ms Mah Seng Ling.

8. RE-ELECTION OF MADAM WONG YOU FONG AS DIRECTOR OF THE COMPANY (Ordinary Resolution 2)

- 8.1 In accordance with Clause 116 of the Company’s Constitution, Madam Wong You Fong retired as a Director of the Company and being eligible, had offered herself for re-election.

Ms Yap Pek Pooi proposed the motion as follows:

“THAT, the re-election of Madam Wong You Fong as a Director of the Company be hereby approved.”

The motion was seconded by Ms Mah Seng Ling.

9. PAYMENT OF DIRECTORS' FEES UP TO AN AMOUNT OF RM700,000 TO THE NON-EXECUTIVE DIRECTORS ("NEDs") FOR THE FYE 2019 (Ordinary Resolution 3)

- 9.1 The Chairman informed that Ordinary Resolution 3 was to seek shareholders' approval on the payment of directors' fees up to an amount of RM700,000 to the NEDs of the Company for FYE 2019. There was no increase in the fees for the NED compared to the last financial year.

Ms Yap Pek Pooi proposed the motion as follows:

"THAT, the payment of Directors' fees up to an amount of RM700,000 to the Non-Executive Directors in respect of the financial year ended 31 December 2019 be approved."

The motion was seconded by Ms Mah Seng Ling.

10. PAYMENT OF DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) TO THE NEDs UP TO RM500,000 FROM THE CONCLUSION OF 48TH AGM UNTIL THE NEXT AGM OF THE COMPANY (Ordinary Resolution 4)

- 10.1 The Chairman informed that Ordinary Resolution 4 was to approve the payment of NEDs' benefits up to RM500,000 from the conclusion of the 48th AGM until the next AGM of the Company. There was no increase in the payment of Directors' benefits.

Ms Yap Pek Pooi proposed the motion as follows:

"THAT, the payment of Directors' benefits (excluding Directors' fees) to the NEDs up to RM500,000 from the conclusion of the 48th AGM until the next AGM of the Company be approved."

The motion was seconded by Ms Mah Seng Ling.

11. RE-APPOINTMENT OF MESSRS BDO PLT AS AUDITORS OF THE COMPANY (Ordinary Resolution 5)

- 11.1 The Chairman informed that Messrs BDO PLT have confirmed their willingness to accept re-appointment as Auditors of the Company.

Ms Yap Pek Pooi proposed the motion as follows:

“THAT, Messrs BDO PLT be and are hereby appointed as Auditors of the Company for the financial year ending 31 December 2020 and the Directors be authorised to fix their remuneration.”

The motion was seconded by Ms Mah Seng Ling.

SPECIAL BUSINESS

12. PROPOSED AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016 (Ordinary Resolution 6)

- 12.1 Ms Yap Pek Pooi proposed the motion for Resolution 6 as follows and it was duly seconded by Ms Mah Seng Ling.

“THAT, subject always to 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 Companies Act 2016, 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 percent (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 Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued.”

13. PROPOSED 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 7)

- 13.1 The Chairman informed the Meeting that Resolution 7 was the renewal of general mandate to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company. The details of the Proposed Share Buy-back are set out in the Statement to Shareholders dated 22 May 2020.

Ms Yap Pek Pooi proposed the motion for the following and it was duly seconded by Ms Mah Seng Ling.

“THAT, subject always to the Companies Act 2016 (“the Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution, Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) 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 percent (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.”

14. QUESTIONS & ANSWERS (“Q&A”) SESSION

- 14.1 The Chairman referred to the questions received before the AGM and other questions posted at the AGM. Questions raised and replies made during and after the AGM are set out in the Appendix ‘A’ annexed to this minutes.

15. POLL SESSION

- 15.1 After the Q&A session, the Meeting proceeded to continue with the voting session for another ten (10) minutes before the Poll Administrator and Scrutineer proceeded for verification of the votes.

16. ANNOUNCEMENT OF POLL RESULTS

- 16.1 The Chairman called the Meeting to order for the announcement of poll results and called upon the Scrutineer to announce the results of the poll.
- 16.2 The Scrutineer informed that the poll results were compiled by the Company’s Share Registrar, namely Tricor and verified by Coopers. The Scrutineer then proceeded to announce the poll results of the resolutions as below.
- 16.3 Upon the conclusion of the announcement of the results, the Chairman declared that all the resolutions on the agenda were carried.
- 16.4 **Ordinary Resolution 1 relating to the re-election of Dato’ Fu Ah Kiow as a Director of the Company**

Resolution	FOR		AGAINST		TOTAL	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Ordinary Resolution 1	325,622,796	80.832	77,218,101	19.168	402,840,897	100.000

16.5 Ordinary Resolution 2 relating to the re-election of Madam Wong You Fong as a Director of the Company

Resolution	FOR		AGAINST		TOTAL	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Ordinary Resolution 2	402,406,496	99.891	439,401	0.109	402,845,897	100.000

16.6 Ordinary Resolution 3 relating to payment of Directors' fees up to an amount of RM700,000 to the NEDs for the FYE 2019

Resolution	FOR		AGAINST		TOTAL	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Ordinary Resolution 3	402,230,896	99.835	666,001	0.165	402,896,897	100.000

16.7 Ordinary Resolution 4 relating to payment of Directors' benefits (excluding Directors' fees) to the NEDs up to RM500,000 from the conclusion of the 48th AGM until the next AGM of the Company

Resolution	FOR		AGAINST		TOTAL	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Ordinary Resolution 4	402,253,196	99.860	565,701	0.140	402,818,897	100.000

16.8 Ordinary Resolution 5 relating to re-appointment of Messrs BDO PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration

Resolution	FOR		AGAINST		TOTAL	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Ordinary Resolution 5	402,506,796	99.898	409,101	0.102	402,915,897	100.000

16.9 **Ordinary Resolution 6 relating to the authority to allot and issue shares pursuant to Section 75 of the Companies Act 2016**

Resolution	FOR		AGAINST		TOTAL	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Ordinary Resolution 6	324,929,296	80.653	77,943,601	19.347	402,872,897	100.000

16.10 **Ordinary Resolution 7 relating to the renewal of general mandate for Proposed Share Buy-back**

Resolution	FOR		AGAINST		TOTAL	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Ordinary Resolution 7	402,111,796	99.800	805,101	0.200	402,916,897	100.000

17. CONCLUSION OF MEETING

There being no further business, the Chairman declared the Meeting closed at 11.45 a.m. and thanked all present for their attendance.

Confirmed as a Correct Record

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 Mr Chan Seng Fatt
 Chairman of the Meeting

APPENDIX A

Response to substantial and relevant questions

No.	Shareholders / Proxies	Questions	Responses
1.	Gho Chee Yuan Yeoh Aik Cheong Teh Kian Lang, Wong Sai Hoe Gerard Lim Jit Heng Leo Ann Puat Krishnamoorthy A/L A.K. Muthaly	What are the steps taken by the Board and Management to diversify Star's business in view of the declining revenue and profits from the media business since 2014?	<p>The Group CFO, Mr Sam Au replied that the Group is aware of the structural change and the challenges faced by the media industry, which is the reason the Group embarks on its digital transformation journey. The transformation would require persistent efforts in the long run. The Company is starting to see encouraging results from its digital segment which recorded a double-digit growth of 18% in FYE 2019. He added that the transformation strategies revolve around three (3) pillars which include optimising base, leveraging analytics and creating new revenue stream. With these three (3) pillars, the Company is able to bring the right content at the right time to serve readers with the right advertisement and hence, improving customers experience, personalisation and discoverability.</p> <p>In addition, the Group has since two (2) years ago embarked on a journey to transform services to be O2O (offline to online or vice versa) to provide integrated marketing campaigns and solutions to clients. The Company has rebranded its sales team to Client Brand Marketing to help clients solve their marketing needs to drive consumer engagement through our different media platforms such as Star Daily paper, Star Online, Radio, Events and Exhibitions and so on.</p> <p>The Star has always been a premium and credible brand beyond just news.</p>

No.	Shareholders / Proxies	Questions	Responses
			<p>The Company has all the components and offerings to provide differentiated and integrated services to businesses and consumers. With that, the Company is accelerating push on digital services, brand marketing, e-commerce, entertainment and industry verticals to diversify revenue streams.</p> <p>GCFO shared that the Board is also actively looking into potential merger and acquisition (“M&A”) targets to capitalise strong balance sheet to bring in new synergy businesses as well as other new businesses with promising outlook.</p>
2.	Wong Chie Kheong Krishnamoorthy A/L A.K. Muthaly	Share price has dropped to a low of RM0.20. What will the Board of Directors do to strengthen the share price?	The Chairman of the Meeting replied that share prices of the Company are driven by fundamental factors and market sentiments. The Company has bought back its shares since two (2) months ago to stabilise its share prices. He added that the Board and Management would continue to focus their effort to improve and strengthen the Group’s performance in the foreseeable future.
3.	Ho Wah Foon	What is the latest development on Star’s legal suit against JAKS Resources Berhad (“JRB”) ? Does the Company expect to get the RM50.0 million compensation back soon?	Senior General Counsel, Ms Soh Sze Jean replied that major updates of the legal proceedings had been disclosed in Note 29 to the Audited Financial Statements for the FYE 2019 in the Annual Report. The Company had received RM50.0 million bank guarantees in January 2019. There are currently two (2) suits between the parties, (i) filed by the Company against JRB and (ii) filed by JRB and Jaks Island Circle Sdn. Bhd. against the Company.

No.	Shareholders / Proxies	Questions	Responses
			<p>The meeting was informed that the hearing for Summary Relief Application and Striking Out Application both filed by the Company which were supposed to be on 18 June 2020 has been adjourned to 14 July 2020 in view of the Recovery Movement Control Order (“MCO”). In summary, the Company was of the view that it has merits to the legal dispute based on the information provided by the external solicitors.</p>
4.	Loo Phan Kooi	<p>The Board should be mindful of the potential loss in readership with the implementation of paywall for The Star Online (“TSOL”) and there should be relevant plans in place to tackle this issue.</p>	<p>Senior General Manager, Analytics, Mr Freddy Loo replied that paywall for TSOL has gone live since 11 March 2020. The readership has been holding steady compared to last year and it had reached its peak in March 2020 due to the widespread interest in Covid-19 coverage. Management has taken the relevant efforts and will continue to take proactive steps to maintain and grow the readership including introduction of StarPlus, aggressive promotions, introduction of interest-based newsletter and revamped content strategy based on consumer behaviour.</p>
5.	Krishnamoorthy A/L A.K. Muthaly	<p>What is the rationale in keeping loss making dimsum entertainment (“dimsum”)?</p>	<p>The Group CFO informed that the Company is aware that over the top (“OTT”) business requires a long gestation period. The losses by dimsum is within the Board’s expectation. The losses have been on a declining trend with improvement on both the top and bottom-line performance in 2019. In assessing its investment in dimsum, the Company also takes into consideration other factors such as its user base to determine the enterprise value of the investment.</p>

No.	Shareholders / Proxies	Questions	Responses
			<p>The Group CFO further informed that the Group is re-strategizing its business models including dimsum in a move to diversify and sustain growth post MCO.</p>
6.	<p>Khoo Mon Lung Foong Dau Peng</p>	<p>How is dimsum’s performance compared to other peers in the market? What are the strategies in place for dimsum?</p>	<p>The Chief Marketing Officer (“CMO”) of SMG Entertainment Sdn Bhd (“SMG Entertainment”), Ms Lam Swee Kim shared that OTT space is a competitive industry and it is crucial to differentiate among the other players. With that, dimsum has strategically aligned its content offering to cover a range of content primarily from the Asean region. Dimsum is also leveraging on Star Media Group’s ecosystem and database to pave way to many affiliate partners such as telcos and global brands for collaboration.</p> <p>She further informed that dimsum continues to build the Video-On-Demand (“VOD”) service with affiliate partners to ensure the service is distributed across global hardware partnerships in the region and telco integrations. In addition, a new revenue stream in advertising has also been developed. There is an increased demand in OTT video advertising inventory and this shift is happening in the region.</p>
7.	<p>Yeoh Aik Cheong Pang Chin Hong Hoo Shao Ling Joseph Lam Wai</p>	<p>What is the Company’s plan with cash position of close to RM300.0 million? Is there a plan to declare back as dividend to the shareholders if the Company did not have any concrete plan for investment?</p>	<p>The Group CFO informed that the Group has a strong balance sheet with cash reserve of more than RM300.0 million with no borrowings as of 31 December 2019. This would serve as a solid base for the Group to capitalise on M&A opportunities during the market consolidation and even penetrating new businesses that have a promising outlook. The</p>

No.	Shareholders / Proxies	Questions	Responses
			<p>Group's ability to distribute dividend is subject to various factors such as financial performance and excess funds after considering working capital and business expansion requirements. He added that the Group had declared a dividend of 2 sen per share for the FYE 2019 and the payment was made on 17 April 2020.</p>
8.	<p>Wong Chie Kheong Teh Kian Lang Wong Sai Hoe</p>	<p>Previously, Star was planning to dispose some assets. What is the status?</p>	<p>The Company continues to look at the proposed redevelopment of its assets to unlock value. The Group CFO informed that the Company has leased out some of the properties located in Butterworth, Ipoh, Putrajaya and converted the Bintang Cottage House in Cameron highland into an Airbnb homestay for better monetisation. Currently, Management is on the lookout for joint-venture partners to develop several parcels of land. The Company will make the relevant announcement(s) to the Exchange, where necessary in accordance with the Listing Requirements of Bursa Malaysia.</p>
9.	<p>Wong Chie Kheong</p>	<p>Star user interface for accessing The Star ePaper online needs to be improved or revamped for simplicity to tailor all user interface from simple text browser to browser on Smart TV.</p>	<p>Management welcomed and appreciated feedback from users and consumers. Group Chief Technology Officer, Mr Kang Yew Jin shared that continuous efforts are in place to improve The Star ePaper. The Company has launched a new version of the app on 19 February 2020 which allows the Company to roll out enhancements easier, faster and much cleaner with simpler interface.</p> <p>He shared that the Company has also launched new version apps for Star Mobile, Kuali and 988. He confirmed that so far, only dimsum app can be</p>

No.	Shareholders / Proxies	Questions	Responses
			used on Smart TV. Nevertheless, the team will continue to assess user's demand and look into the potential development of the products to increase engagement.
10.	Tan Hooi Im Pang Chin Hong Stephen Lye Tuck Meng	Are sales affected during the MCO period and what if this situation is prolonged? What is the Group's strategy moving forward due to this pandemic?	Group CFO informed that there have been many internal enhancements to improve efficiency during and post MCO period. It is critical to continue to serve consumers during the ongoing MCO period. For instance, the Company was offering a free one-month The Star ePaper subscription and 3-month complimentary access to dimsum for new users. Besides, the Group is also shifting its focus on organising various virtual events such as webinar, virtual education fairs, digital property fairs, etc to cater the needs of the consumers. As business landscape is expected to be challenging moving forward, the team will continue to explore potential business opportunities to sustain and grow its operations and strengthen its market position. The Group's transformation and rationalisation initiatives have resulted in driving down operating cost while improving efficiency and this will be an ongoing effort for the Group as it progresses.
11.	Gho Chee Yuan Ling Chin Huat	Are there plans to implement Voluntary Separation Scheme ("VSS") and/or Mutual Separation Scheme ("MSS") in the near future? How many people would be affected if the layoff exercise was to take place?	General Manager, Group People, Mr Terence Raj informed that the Company is still studying the headcount requirements of all departments/units which are strictly based on operational needs. The Company ensures that the manpower rationalisation exercise adhere to the good practices and laws presently in place.

No.	Shareholders / Proxies	Questions	Responses
12.	Gho Chee Yuan	Is the major shareholder considering to take Star Media private?	The Chairman replied that as of to-date, the Company did not receive any privatisation offer from any shareholders.
13.	Gerard Lim Jit Heng	Why subscribers of the physical paper do not get free online access for TSOL?	The Group CFO responded that the Company is offering discount for subscription to TSOL as part of the loyalty programme for subscribers.
14.	Kong Chew Thai	What is the Company going to do to recover market share in the Classifieds advertisements for properties, auto and jobs?	The Chief Revenue Officer, Ms Lydia Wang responded that continuous efforts are in place to improve the performance of the classified products particularly enhancement to the digital portals. She added that the Company has introduced a new category in the marketplace which focus on delivery business. She added that there is also an ongoing drive to push small and medium-sized enterprises to go digital to tap a bigger market.
15.	Kong Chew Thai	Is the Company going to stream Chinese drama, e.g. from HKTVB for dimsum?	The CMO of SMG Entertainment informed that dimsum has been offering Hong Kong drama since 2017 and it is still ongoing. There are plans to expand the offerings of more Cantonese content to include entertainment and lifestyle shows.
16.	Wong Sai Hoe Leo Ann Puat Wong Chie Kheong	When will corporate appoint new Chief Executive Officer (“CEO”)? Is there any potential candidate now?	Chairman of the Board, Dato’ Fu informed that the Company has taken the necessary steps for the search of the Group CEO candidate and the formal procedure will take place to appoint the new Group CEO once the suitable candidate is identified. Dato’ Fu added that the selection of the CEO is a very stringent process and the Board would vet the candidates thoroughly before appointing one. While all efforts

No.	Shareholders / Proxies	Questions	Responses
			would be made to fill this position quickly, the Company would not rush the decision as this is a very critical role.
17.	Ting Keng Fui	In the sustainability commitments, in particular the first commitment on page 83 of the Annual Report 2019, entitled content creation, sourcing and management, the commitment is to produce and publish content that is accurate, credible and truthful. Can the news reported as such avoid sensational news, especially of politics in Malaysia? Media is generally a service rendered to the public “that inform, educate, enlighten and enrich the public” and the proliferation of the news do not fulfil such service.	The Chief Content Officer, Ms Esther Ng responded that The Star is a broad-based media to inform, educate and entertain readers through its wide range of topics including political news. The Star cannot opt not to publish political coverage due to sensationalism but mainly, the objective is to convey the facts accurately to the readers.
18.	Joseph Lam Wai	Why did the Company stop share buy back when its share price is RM0.35 whilst the cash per share is RM0.53? This will certainly create shareholder value.	The Group CFO explained that the share price of the Company is driven by many factors, which include share market volatility, macroeconomic and geopolitical conditions, etc. Besides, it also depends on the Company’s availability of internally generated funds for the share buy-back.
19.	Leo Ann Puat Krishnamoorthy A/L A.K. Muthaly	Why is Dato’ Fu not chairing the AGM?	Chairman of the Board, Dato’ Fu clarified that the Company has to comply with the SC’s Revised Guidance Note dated 18 June 2020 which stipulates that listed issuers including Star Media Group Berhad must abide by the SOP by MKN in conducting meetings. The Board agreed that no participants above the age of 60 including directors should be physically present at the meeting/broadcast venue. Hence, Mr Chan whom had consented to his

No.	Shareholders / Proxies	Questions	Responses
			appointment, was appointed as Chairman for the 48 th AGM of the Company.
20.	Lee Choon Meng	Is there any plan for the Company to diversify into food & beverages business? Is there any plan to explore live event or product launching stream live via The Star platform to earn more income?	Senior General Manager, Analytics, Mr Freddy Loo informed that the Group's radio station, 988 has been carrying out live streaming to promote and sell products online. The Group will continue to push for more e-commerce in tandem with consumers' adoption to buy online.
21.	Lew Tuck Wai	Pages 117 (Cash Flow Statement) and 148 of the Annual Report reported an impairment loss on subsidiaries amounting to RM27.229 million. Which subsidiary(ies) is attributed to this RM27.229 million? What is the possibility of the impairment to be written back?	Group CFO indicated that the impairment loss was related to SMG Entertainment Sdn. Bhd. He informed that the write back is possible if the net realisable value of the asset is more than its carrying value.
22.	Chan Cheng Woon Foong Dau Peng	Please provide the break down of losses of dimsum for each year from 2016 – 2019.	Group CFO informed that the Company was not able to provide the details as requested. The Chairman added that due to the engagement with potential investors, Management was not in position to divulge such information that was deemed sensitive.
23.	Foong Dau Peng	TSOL traffic goes up and down depending on what is happening in the world. I am more concerned about the revenue. Has it been on a double or triple digit growth for the past few years?	Senior General Manager, Analytics, Mr Freddy Loo replied that traffic has increased over time across all digital products of the Company. Continuous efforts are in place to monetise online content.
24.	Chan Cheng Woon Krishnamoorthy A/L A.K. Muthaly	Why are the Board of Directors asking for an increase in remuneration when the staff are asked to get a pay cut and have	The Group CFO clarified that Resolution 3 in the Agenda for the 48 th AGM is to seek shareholders' approval for the payment of fees to

No.	Shareholders / Proxies	Questions	Responses
		been issued MSS?	the Non-Executive Directors of the Company for the FYE 2019. As with last year, there has been no change to the fees.
25.	Pang Chin Hong	There are a lot of illegal and legal VOD streaming sites. What are you doing differently at dimsum to succeed?	CMO, SMG Entertainment informed that SMG Entertainment has joined the anti-piracy task force for the Asean region to counter piracy issues. Besides that, Management is working closely with different hardware brands for smart TV and mobile devices to preload dimsum app into the devices to tackle piracy. SMG Entertainment will ensure that they only work with legitimate partners/broadcasters in the region.
26.	Lee Choon Meng	Any plan to recruit more journalist on part time or salary on variable pay instead of fixed?	The Chief Content Officer, Ms Esther Ng replied that the Company is currently in the midst of reorganising/restructuring the relevant departments including the Content team to optimise manpower and improve work efficiencies. The recruitment of full time or part time journalist is still pending review.
27.	Lew Tuck Wai	Investment Property under construction on pages 131 to 132 of the Annual Report showed a cost amounted to RM134.5 million. Can the Board confirm that this is the property currently under construction at Section 13, Petaling Jaya? Assuming the legal issues are resolved and the property is completed, will there be a revaluation required as per current accounting standards?	Group CFO informed that no revaluation is required as the properties will be evaluated at cost per the prescribed accounting policy.
28.	Krishnamoorthy A/L A.K. Muthaly	Dato' Fu Ah Kiow, Chairman earned RM353,000 last year. Why does he go around telling	The Chairman responded that Dato' Fu did not make such claim. In addition, details of the Directors'

No.	Shareholders / Proxies	Questions	Responses
		that he is not earning anything?	remuneration are disclosed in the Company's Annual Report yearly.
29.	Ting Keng Fui	With the declining performance, can the Remuneration Committee ("RC") and Board consider a comprehensive review of the reward to the Board and Committees, so as to commensurate with the performance and in line with the initiatives undertaken within the group, notwithstanding there is no increase in remuneration currently or the intended 10% remuneration cut?	<p>The Chairman informed that the Company has in place the remuneration policy for the Directors. The RC reviews the remuneration package payable to the Non-Executive Directors annually which commensurates with the performance of the Directors, before recommending the same to the Board and subsequently for the shareholders' approval. He further informed that similarly to last year, the Directors received no increase in fees and benefits. The payment of directors' fees was last revised four (4) years ago.</p> <p>The Chairman also shared that the Board upon recommendation of the RC has agreed to reduce the fees payable to the Non-Executive Directors by 10% effective 1 January 2020 to lead by example and show its joint effort with staff in facing the challenging period.</p>
30.	Teh Kian Lang	Will the Company revert to physical AGM next year? Any e-voucher be given to participating shareholders?	<p>The Company would make the necessary arrangement in line with the Main Market Listing Requirements of Bursa Malaysia and the best practices. The Company would advise accordingly via announcement to Bursa Malaysia.</p> <p>No e-vouchers were given to the participating shareholders.</p>
31.	Wong Chie Kheong	Why the previous CEO left in short term? What is in the interim action without the CEO and when and how should the next CEO be filled?	The previous Group CEO, Mr. Andreas Vogiatzakis cited personal reasons for leaving. In the interim, Mr Sam Au, the Group CFO has been vested with the authority of the

No.	Shareholders / Proxies	Questions	Responses
			<p>Group CEO and he is supported by the Management team together with the Temporary Special Committee (“TSC”) wherein TSC provides guidance and advice to the Group CFO. The Company has commenced searching for a new CEO and have received profiles of some candidates. Selection of the CEO is a very stringent process and the Board would vet the candidates thoroughly before appointing one. While all efforts would be made to fill this position quickly, the Company would not rush the decision as this is a very critical role.</p>
32.	Leo Ann Puat	Why there is no presentation for 2019 performance and outlook as in the past AGMs?	<p>Although it is a virtual AGM, the event is coordinated and hosted at a physical venue in the corporate HQ, so we had to limit the duration of the event due to the Covid-19.</p>
33.	Pang Chin Hong	Buying more shares would trigger general offer by controlling shareholder, MCA. Would that happen if you buy 10% shares?	<p>Pursuant to Paragraph 12.09 of the Main Market Listing Requirements, a listed issuer must not purchase its own shares or hold any of its own shares as treasury shares if this results in the aggregate of the shares purchased or held exceeding 10% of its total number of issued shares.</p> <p>Please refer to the details of the implications of Malaysian Code on Take-Overs and Mergers 2016 (“Code”) are set out in Section 10 of the Share Buy-back Statement dated 22 May 2020 which read as follows:</p> <p>“The Code applies in a situation where a shareholder acquires more than 33% of the voting shares of a company or where a shareholder holding more than 33% but less than 50% of the voting shares of a</p>

No.	Shareholders / Proxies	Questions	Responses
			<p>company, acquires a further 2% of the voting shares within a period of six (6) months.</p> <p>As at the 30 April 2020, the equity interest of Malaysian Chinese Association (“MCA”) amounted to 43.04% of the total number of issued shares or the total number of voting shares of the Company. In the event the Proposed Share Buy-Back is implemented in full within a period of six (6) months and the Star Media Shares are purchased from public shareholders, the equity interest of MCA will increase by approximately 4.10% to 47.14%, which represents an increase by more than 2%.</p> <p>Accordingly, there is an obligation for MCA to undertake a mandatory general offer for the remaining Star Media Shares not held by MCA.</p> <p>However, an exemption from a mandatory offer obligation may be granted by the SC under Part B Paragraph 4.15 of the Code, subject to MCA complying with conditions stipulated in the said Practice Note.</p> <p>In this regard, MCA may apply to SC for the said waiver if the obligation is expected to be triggered as a result of the Proposed Share Buy-Back.”</p> <p>However, an exemption from a mandatory offer obligation may be granted by the SC under Part B Paragraph 4.15 of the Code, subject to MCA complying with conditions stipulated in the said Practice Note.</p> <p>In this regard, MCA may apply to SC for the said waiver if the obligation is</p>

No.	Shareholders / Proxies	Questions	Responses
			expected to be triggered as a result of the Proposed Share Buy-Back.
34.	Pang Chin Hong	Can you share on the market share of The Star newspaper versus competitors NST and The Sun? Has the market share has been maintained or growing?	As disclosed on page 4 of the Annual Report 2019, daily print and ePaper circulation numbers are 216,062 (Jan – Dec 2019). The Star has withdrawn its membership from the Audit Bureau of Circulations (ABC) and hence, the Company is not able to comment on competitors' performance.
35.	Foong Dau Peng	The paywall that the Company built is not good enough. I can still access thestar.com.my for free without paying. Did your team perform a thorough test?	This is a dynamic paywall. It would allow users to read a selection of articles with a dynamically allocated quota, based on your profile. Hence, users would still get to sample some of the articles before requiring to register/subscribe.
36.	Foong Dau Peng	What 100 days action plans did the previous CEO submit? I did not see any substantial actions.	Any strategic and action plans are not meant to be shared for public information.
37.	Lew Tuck Wai	Eighth Power Sdn. Bhd. whose principal activities is to invest in high growth technology-based start-up. What is the budgeted investment for this new business segment and has Star Media Group managed to identify potential business to invest in?	The Company does not have specific budget for this. Should there be any major investments, the Company would be doing the necessary announcement to the public.
38.	Chan Cheng Woon	How much has been spent on buying contents and how much subscriptions has dimsum be obtained?	As of to-date, investment for dimsum was still below budget amount. It has achieved 1.1 million subscribers as disclosed on page 5 of the Annual Report 2019.
39.	Krishnamoorthy A/L A.K. Muthaly	Why Dato' Fu is not retiring when SC does not allow those over 60 to chair the AGM?	Dato' Fu did not chair the 48 th AGM in compliance with the Revised Guidance from SC on the conduct of AGM for listed issuers dated 18 June

No.	Shareholders / Proxies	Questions	Responses
			<p>2020 which states that the listed issuers must abide by the “SOP AM Pelaksanaan Majlis Kerajaan dan Swasta” in conducting meetings. It states that no participants above 60 years old are allowed to be physically present at the meeting which includes the broadcast venue for virtual meetings.</p>
40.	<p>Krishnamoorthy A/L A.K. Muthaly</p>	<p>Mr Chan Seng Fatt heading audit committee and at the same time on the three man board panel</p>	<p>The Company would like to clarify that Mr Chan Seng Fatt is the Chairman of the Audit Committee which is a permanent board committee whereas the TSC is set up to temporarily oversee the operations of the Company until a new Group CEO is appointed per announcement made on 13 May 2020.</p>