

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-First (51st) Annual General Meeting ("AGM") of Star Media Group Berhad ("the Company") will be conducted through live streaming from the broadcast venue at Cyberhub, Level 2, Menara Star, 15, Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan ("Broadcast Venue") on **Monday, 22 May 2023 at 10.00 a.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon

Refer to Explanatory Note 1

2. To approve the payment of a first and final single-tier dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 December 2022.

Refer to Explanatory Note 2

Ordinary Resolution 1

3. To re-elect Madam Wong You Fong who retires by rotation pursuant to Clause 116 of the Company's Constitution and who being eligible, offers herself for re-election as a Director of the Company.

Refer to Explanatory Note 3

Ordinary Resolution 2

Mr Choong Tuck Oon and Ms Christina Foo retire as Directors in accordance with Clause 116 and Clause 96(c) of the Company's Constitution respectively at the conclusion of this 51st AGM.

Refer to Explanatory Note 3

4. To approve the payment of Non-Executive Directors' fees based on the fee structure as disclosed in the Explanatory Note 4, from the 51st AGM until the next AGM of the Company.

Refer to Explanatory Note 4

Ordinary Resolution 3

5. To approve the payment of benefits payable to the Non-Executive Directors (excluding Non-Executive Directors' fees) of up to RM550,000 from the 51st AGM until the next AGM of the Company.

Refer to Explanatory Note 4

Ordinary Resolution 4

6. To re-appoint Messrs BDO PLT as Auditors of the Company, to hold office until the conclusion of the next AGM and to authorise the Directors of the Company to fix their remuneration.

Refer to Explanatory Note 5

Ordinary Resolution 5

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following motions as resolutions:

ORDINARY RESOLUTION

7. AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 ("THE ACT")

"**THAT**, subject always to the Act, the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad and any other relevant governmental/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 and upon such terms and conditions, for such purposes and to such person or persons whomsoever, the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed ten percent (10%) of total number of issued shares of the Company for the time being, AND THAT, the Directors be and are empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued; 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."

Ordinary Resolution 6

Refer to Explanatory Note 6

ORDINARY RESOLUTION

8. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

"**THAT**, subject always to the Companies Act 2016 ("the Act"), the provisions of the Company's Constitution, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations for the time being in force and the approvals of the relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that:

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

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

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

and/or in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements of Bursa Securities and any other relevant authority for the time being in force;

NOTICE OF ANNUAL GENERAL MEETING (CONT'D.)

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

Ordinary Resolution 7

Refer to Explanatory Note 7

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

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to approval of the shareholders at the 51st AGM to be held on Monday, 22 May 2023, a first and final single-tier dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 December 2022 will be payable on 6 June 2023 to shareholders whose names appear in the Record of Depositors at the close of business on 24 May 2023.

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

- Shares transferred into the Depositor's Securities account before 4.30 p.m. on 24 May 2023 in respect of transfers;
- Shares deposited into the Depositors' Securities account before 12.30 p.m. on 22 May 2023 in respect of securities exempted from mandatory deposit; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

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

Petaling Jaya
21 April 2023

Important Notice

Virtual AGM

- The 51st AGM of the Company will be conducted **on a virtual basis by way of live streaming and online remote voting** via the Remote Participation and Voting facilities ("RPV") which will be made available on the online portal of Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") at <https://tjih.online> or <https://tjih.com.my>.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 ("the Act") which requires the Chairman of the meeting to be present at the main venue of the meeting. Members/Proxies/Corporate Representatives **will not be allowed to attend the 51st AGM in person** at the Broadcast Venue on the day of the meeting.

- Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 51st AGM via RPV provided by Tricor. Please refer to the Administrative Guide for the 51st AGM for the procedures to register and participate in the meeting via RPV.

Entitlement to participate and vote

- For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 15 May 2023**. Only members whose names appear in the General Meeting Record of Depositors shall be entitled to participate at the 51st AGM or appoint proxy(ies) to participate on his/her behalf.

Appointment of Proxy

- 5) A member who is entitled to participate in this AGM via RPV is entitled to appoint not more than two (2) proxies to participate on his/her behalf. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. If a member is not able to participate in the AGM, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.
- 6) A proxy may but need not be a member of the Company and there shall be no restrictions as to the qualification of the proxy. In the case of a corporation, the Proxy Form must be executed under seal or signed by an officer or attorney duly authorised.
- 7) If there is no indication as to how a member wishes his/her vote to be cast, the proxy will vote or abstain from voting at his/her discretion. In the event a member duly executes the Proxy Form but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his/her proxy.
- 8) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- 9) The Proxy Form must be submitted in the following manner: In default, the Proxy Form shall not be treated as valid:

In hard copy form

The Proxy Form shall be deposited at the Share Registrar's Office, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur; or

By electronic form

The Proxy Form can be electronically lodged via Tricor's TIIH Online website at <https://tiih.online>. Please refer to the procedure for electronic lodgement of the Proxy Form via TIIH Online in the Administrative Guide for the 51st AGM.

Last date and time for lodging the Proxy Form is **Saturday, 20 May 2023 at 10.00 a.m.** which is at least forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.

Personal Data Privacy

- 10) By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the shareholder of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The shareholder agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

Explanatory Notes:

FOR ORDINARY BUSINESS

1. **Audited Financial Statements for the financial year ended 31 December 2022 ("FY2022")**
The Audited Financial Statements for FY2022 laid at this meeting pursuant to Section 340(1)(a) of the Companies Act 2016 are meant for discussion only under Agenda item no. 1. It does not require shareholders' formal approval, and therefore, is not put forward for voting.
2. **Ordinary Resolution 1
Declaration of a first and final single-tier dividend**
Pursuant to Paragraph 8.26(2) of the Listing Requirements of Bursa Securities, the first and final single-tier dividend, if approved, will be paid no later than three (3) months from the date of shareholders' approval.
3. **Ordinary Resolution 2
Re-election of Director**
Clause 116 of the Company's Constitution provided that an election of Directors shall take place each year at the AGM of the Company where one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest one-third (1/3), shall retire from office and shall be eligible for re-election PROVIDED ALWAYS THAT, all Directors shall retire from office once at least every three (3) years.

The following Directors are due for retirement in accordance with Clause 116 of the Company's Constitution:

- i) Madam Wong You Fong ("Madam Wong")
- ii) Mr Choong Tuck Oon ("Mr Choong")

Madam Wong, the Independent Non-Executive Director of the Company has offered herself for re-election at this 51st AGM. Please refer to pages 22 and 24 in the Annual Report for the profile of Director standing for re-election.

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Mr Choong has been serving as the Independent Non-Executive Director of the Company since his appointment to the Board on 1 June 2017. Mr Choong who is due to retire by rotation pursuant to Clause 116 of Company's Constitution, did not offer himself for re-election. Hence, he will retain office until the close of the 51st AGM of the Company.

Ms Christina Foo was appointed as the Independent Non-Executive Director of the Company on 1 October 2022. According to Clause 96(c) of the Company's Constitution, new Director(s) appointed in the year is subject to retirement and re-election by shareholders at the next AGM after their appointment. Ms Christina Foo is to hold office until the 51st AGM and shall be eligible, for re-election, but she has expressed her intention not to seek re-election. Hence, she will retain office until the close of the 51st AGM of the Company.

For the purpose of determining the eligibility of the Director to stand for re-election at the 51st AGM, the Board through its Nomination Committee ("NC") had assessed the retiring Director, Madam Wong who has offered herself for re-election and considered the following:

- i) Madam Wong's performance and level of contribution to the Board through her skills, knowledge, experience and strength in qualities.
- ii) Fit and properness of Madam Wong to continue as a Director of the Company based on her declaration under the Directors' Fit and Proper Policy adopted by the Company. The Board agreed that Madam Wong has met the relevant criteria under the said policy.
- iii) The independence demonstrated by Madam Wong and her ability to continue to act in the best interests of the Company.

Based on the above, the Board concluded that Madam Wong has met the criteria on character, experience, integrity, competence and time to effectively discharge her role as Director and is satisfied that Madam Wong has met the criteria of independence as prescribed in the Listing Requirements of Bursa Securities. The Board approved the NC's recommendation that Madam Wong who retires pursuant to Clause 116 of the Company's Constitution, is eligible to stand for re-election at this 51st AGM. Madam Wong had abstained from deliberation and decision on her eligibility to stand for re-election as a Director of the Company.

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

Section 230(1) of the Act provides that amongst others, the fees and benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval shall be sought at the 51st AGM for the payment of fees and benefits to the NEDs of the Company under Resolutions 3 and 4 as follows:

- i) **Ordinary Resolution 3** on payment of directors' fees to the NEDs from the 51st AGM until the next AGM of the Company.

The Remuneration Committee ("RC") had on 14 February 2023 reviewed the remuneration package for the NEDs. Subsequently, the Board approved the RC's recommendation for the Directors' remuneration including fees to remain unchanged, i.e., same as the fees approved in last AGM in 2022 as follows:

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

- ii) **Ordinary Resolution 4** on the payment of benefits (excluding Directors' fees) to the NEDs of up to RM550,000 from the 51st AGM until the next AGM in 2024. At the last AGM, i.e., 50th AGM held on 23 May 2022, the Company had obtained shareholders' approval for the benefits payable to the NEDs of up to RM500,000.

The Directors' benefits mainly comprise Board Committee allowance and meeting allowance as stated below, golf membership, and other claimable benefits. The Directors' benefits remained unchanged as per the benefits approved at the last AGM held in 2022.

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

Note: The Group Chief Executive Officer does not receive any Directors' remuneration including the above allowances

The estimated amount of fees and benefits payable to the NEDs from the 51st AGM until the next AGM in 2024 is proposed, taking into account various factors including the same Board size, and the number of scheduled meetings for the Board of Directors and Board Committees. The estimated amount of remuneration also caters for unforeseen circumstances, for example, additional unscheduled Board and Board Committee meetings and allowance payable to the NED(s) for taking on additional responsibilities. The detailed remuneration paid to the NEDs in respect of the preceding financial year ended 31 December 2022 is set out in the Corporate Governance Overview Statement in this Annual Report.

The proposed Resolutions 3 and 4, if passed, is to facilitate the payment of Directors' fees and Board Committee allowance on a monthly basis and/or as and when incurred. The Board opined that it is just and equitable for the NEDs to be paid such payment on such basis upon them discharging their responsibilities and rendering their services to the Company. In the event that the amount proposed is insufficient, approval will be sought at the next AGM in 2024 for the shortfall. Any NED who is a shareholder of the Company will abstain from voting on Resolutions 3 and 4 at the 51st AGM.

5. Ordinary Resolution 5 Re-appointment of Auditors

The Audit Committee ("AC") had undertaken an annual review of the suitability, effectiveness of the external audit process, performance and independence of the External Auditors, BDO PLT as prescribed under Paragraph 15.21 of the Listing Requirements of Bursa Securities. The AC had also considered the Annual Transparency Report provided by BDO PLT in assessing its suitability as the Company's Auditors.

The Board, with the concurrence of the AC, is satisfied with the suitability of BDO PLT based on the quality of service, adequacy of resources provided, independence, objectivity and professionalism demonstrated by the External Auditors in carrying out their functions. The Board had at its meeting held on 21 February 2023 approved the recommendation of the AC to seek shareholders' approval on the re-appointment of BDO PLT as Auditors of the Company to hold office until the conclusion of the next AGM. The re-appointment of BDO PLT as the Auditors of the Company is subject to the approval of the shareholders at the 51st AGM.

FOR SPECIAL BUSINESS

6. Ordinary Resolution 6 Authority to Issue Shares

Ordinary Resolution 6 is for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to the Act, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares).

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fundraising activities, funding the working capital or strategy development of the Group. The approval is sought to eliminate any delay arising from and cost involved in convening a separate general meeting to obtain shareholders' approval for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM. At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the General Mandate is sought, the Company will make an announcement in respect thereof.

The Company had during the 50th AGM held on 23 May 2022 obtained its shareholders' approval for the General Mandate. No share was issued pursuant to the General Mandate as at the date of this Notice.

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

Ordinary Resolution 7, if passed, will allow the Company to purchase its own shares through Bursa Securities of up to ten percent (10%) of the total number of issued shares of the Company. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company.

Shareholders' approval for the proposed renewal does not impose an obligation on the Company to purchase its own shares. Rather, it will allow the Board to exercise the power of the Company to purchase its own shares at any time within the abovementioned period subject to the compliance with the provisions of the Act and the requirements of Bursa Securities and/or any other relevant authorities. Please refer to the Share Buy-Back Statement dated 21 April 2023 for further information.