

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN, that the Fifty-Fourth (54th) Annual General Meeting (“AGM”) of Star Media Group Berhad (“the Company”) will be held at the Cybertorium, Level 2, Menara Star, 15 Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan on **Monday, 18 May 2026** 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 2025 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 1.5 sen per ordinary share in respect of the financial year ended 31 December 2025.
Refer to Explanatory Note 2 **Ordinary Resolution 1**
3. To re-elect the following Directors who are retiring pursuant to Clause 116 of the Company’s Constitution:
(a) Datuk Wong You Fong
(b) Ms Tee Chew Lay
Refer to Explanatory Note 3 **Ordinary Resolution 2**
Ordinary Resolution 3
4. To approve the payment of Directors’ fees with effect from the conclusion of the 54th AGM until the next AGM of the Company based on the fee structure proposed for the Non-Executive Directors.
Refer to Explanatory Note 4 **Ordinary Resolution 4**
5. To approve the payment of benefits to Non-Executive Directors (excluding Directors’ fees) of up to an amount of RM600,000 with effect from the conclusion of the 54th AGM until the next AGM of the Company.
Refer to Explanatory Note 4 **Ordinary Resolution 5**
6. To re-appoint Messrs BDO PLT as Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration.
Refer to Explanatory Note 5 **Ordinary Resolution 6**

AS SPECIAL BUSINESS

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

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

“THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) and subject to approval of the relevant regulatory bodies and/or parties, where required, the Directors be and are hereby authorised to allot and issue shares in the Company at any time at such price and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares so issued does not exceed ten percent (10%) of the issued capital of the Company for the time being and that, the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT, pursuant to Section 85 of the Act, read together with Clause 49(a) of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act.”
Refer to Explanatory Note 6 **Ordinary Resolution 7**

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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;

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

Refer to Explanatory Note 7

Ordinary Resolution 8

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

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NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to approval of the shareholders at the 54th AGM to be held on Monday, 18 May 2026, a first and final single-tier dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 December 2025 will be payable on 15 June 2026 to shareholders whose names appear in the Record of Depositors at the close of business on 22 May 2026.

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

- (a) Shares transferred into the Depositor's Securities account before 4.30 p.m. on 22 May 2026 in respect of transfers;
- (b) Shares deposited into the Depositors' Securities account before 12.30 p.m. on 21 May 2026 in respect of securities exempted from mandatory deposit; and
- (c) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

HOH YIK SIEW

(MAICSA 7048586)

(SSM PC No.: 202008003427)

Company Secretary

Petaling Jaya
17 April 2026

IMPORTANT NOTICE:

Members Entitled to Attend

- 1) For the purpose of determining who shall be entitled to participate in this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the General Meeting Record of Depositors. A member whose name appears in the Record of Depositors of the Company as at **12 May 2026** shall be entitled to attend, participate, speak (collectively, "participate") and vote at this AGM.

Appointment of Proxy

- 2) A member may 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. Alternatively, a member can also appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.
- 3) 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. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or signed by an officer or attorney so authorised.
- 4) 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.
- 5) 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.

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- 6) The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, must be deposited not less than 48 hours before the time for holding the 54th AGM or any adjournment thereof through either one of the following avenues:

In hard copy form

The Proxy Form shall be deposited at the Share Registrar's Office, Tricor Investor & Issuing House Services Sdn. Bhd. 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 drop-in box at 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 with the Share Registrar of the Company via Vistra Share Registry and IPO (My) Portal ("The Portal") at <https://srmy.vistra.com>. Please refer to the procedure for electronic submission of the Proxy Form via The Portal in the Administrative Notes for the 54th AGM.

Any notice of termination of a person's authority to act as proxy must be forwarded to the Share Registrar at least 48 hours prior to the commencement of the AGM or adjourned AGM.

- 7) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions set out in the Notice of the 54th AGM of the Company shall be put to vote by way of a poll.

Personal Data Privacy

- 8) By 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 2025 ("FY2025")

The Audited Financial Statements for FY2025 laid at the AGM pursuant to Section 340(1)(a) of the Companies Act 2016 ('the Act') are meant for discussion only under Agenda Item 1. It does not require shareholders' approval, and therefore, this item is not put forward for voting.

2. Ordinary Resolution 1

Payment of Final Dividend for FY2025

With reference to Section 131 of the Act, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 25 March 2026, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval. The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within 12 months immediately after the distribution is made on 15 June 2026 in accordance with the requirements under Section 132(2) and (3) of the Act.

3. Ordinary Resolutions 2 and 3

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

Clause 116 of the Company's Constitution provides 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 and being eligible, have offered themselves for re-election at this AGM:

- i) Datuk Wong You Fong
- ii) Ms Tee Chew Lay

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The Board, through the Nomination Committee, conducted an annual assessment and evaluation of the Directors retiring at the forthcoming AGM. The Board is satisfied that the retiring Directors have met the necessary performance criteria, in particular the character, skills, experience, integrity, and competence, required to maintain an efficient Board. These Directors continue demonstrating commitment of time and act in the best interests of the Company as a whole.

Furthermore, the retiring Directors have declared they are free from any business dealings or interests that might influence or compromise, their capacity to exercise impartial and informed judgment. The Board also concurs that the Independent Non-Executive Director, Ms Tee Chew Lay, continues to provide independent judgment to Board deliberations in the best interests of the Company. Based on these key justifications, the Board recommends or supports the above retiring Directors to be re-elected at the forthcoming AGM.

The retiring Directors had abstained from deliberations and decisions regarding their re-election at the board meeting. Any Director who is also a shareholder of the Company will abstain from voting on their respective re-election at the 54th AGM. The profiles of the Directors who are standing for re-election under Item 3 of this Agenda are set out in the Board of Directors' profile of the Annual Report 2025.

4. Ordinary Resolutions 4 and 5

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. The Company pays Directors' fees and benefits to the NEDs. In this respect, the Board proposed that the shareholders' approval be sought at the 54th AGM on the Directors' remuneration in two (2) separate resolutions.

- i) **Ordinary Resolution 4** is to approve the payment of Directors' fees to the NEDs for the services rendered by them based on the following fee structure effective from the conclusion of the 54th AGM until the next AGM of the Company.

The Remuneration Committee reviews the NEDs' remuneration annually, taking into consideration their respective roles and responsibilities. Following a review, the Board concluded that the current remuneration package remains competitive and sufficient to retain and motivate Directors. Accordingly, the Board recommends maintaining the existing fee structure which remains unchanged from the previous AGM, for shareholders' approval as detailed below:

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

- ii) **Ordinary Resolution 5** is on the benefits payable (excluding Directors' fees) to the NEDs of the Company and its subsidiaries of an aggregate amount of RM600,000 from the conclusion of the 54th AGM until the next AGM of the Company.

The Directors' benefits mainly comprise allowances and other emoluments payable to the NEDs of the Company and subsidiaries, for services on the Board, Board Committees and other committees as may be established by the Board. These benefits include the Board Committee and meeting allowances (detailed in the table below), Company car and personal driver for Board Chairman and other claimable benefits as well as allowances payable to Director who serves on the subsidiary company. These allowances remain unchanged since the last AGM.

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

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

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The estimated directors' benefits payable to the NEDs from the 54th AGM to the next AGM is based on the aforesaid remuneration structure, considering factors such as board size, the number of scheduled meetings and NED participation. The estimate also accounts for unforeseen circumstances, such as additional unscheduled Board and Board Committee meetings and allowances payable for additional responsibilities.

Resolutions 4 and 5, if approved, will authorise the payment of relevant fees and allowances, 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 approved directors' fees and allowances are insufficient, the Board will seek shareholder approval for any necessary adjustments at the following AGM.

The FY2025 remuneration breakdown of the NEDs is provided in the Corporate Governance Overview Statement of this Annual Report. NEDs who are also shareholders of the Company will abstain from voting on Resolutions 4 and 5 at the AGM.

5. **Ordinary Resolution 6** **Re-appointment of Auditors**

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

Messrs BDO PLT have expressed their willingness to continue as the Company's External Auditors. The proposed re-appointment of Messrs BDO PLT has been evaluated against the criteria in Paragraph 15.21 of the Listing Requirements of Bursa Securities. If approved, Resolution 6 will also authorise the Board to determine the Auditors' remuneration.

FOR SPECIAL BUSINESS

6. **Ordinary Resolution 7** **Authority to Allot and Issue Shares**

The proposed Resolution 7 is intended to grant authority for the Directors to issue shares under Section 75 and Section 76 of the Act. If approved, this resolution will empower the Directors, to issue and allot new shares in the Company at any time to such person(s) in their absolute discretion without convening a general meeting provided that the aggregate number of the shares does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being (hereinafter referred to as the "General Mandate"). The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

The purpose of seeking the General Mandate is to provide flexibility to the Directors to undertake any possible fundraising activities, including but not limited to the placement of shares to fund the Company's current and/or future investments, working capital, acquisitions and/or such other purposes as the Directors consider would be in the best interest of the Company. This reduces the administrative time and costs associated with convening separate general meetings. No shares have been issued or allotted by the Company under this authority since its approval at the last AGM on 26 May 2025.

7. **Ordinary Resolution 8** **Renewal of Share Buy-Back Authority**

The proposed Resolution 8, if approved, will provide the mandate for the Company to repurchase up to ten percent (10%) of its total number of issued ordinary shares. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

Shareholder approval does not obligate the Company to purchase its own shares but allows the Board to exercise this power within the specified period, subject to compliance with the Act, the Listing Requirements of Bursa Securities, and other relevant regulations. Please refer to the Share Buy-Back Statement dated 17 April 2026 for further information.