

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Forty-Ninth (49th) 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 on **Monday, 24 May 2021** at **10.00 a.m.** to transact the following business:

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors’ and Auditors’ Reports thereon.  
*Please refer to Explanatory Note 1*
2. To re-elect the following Directors who are due to retire by rotation in accordance with Clause 116 of the Company’s Constitution and being eligible, have offered themselves for re-election:
  - (a) Dato’ Dr. Mohd Aminuddin Bin Mohd Rouse **Ordinary Resolution 1**
  - (b) Mr. Choong Tuck Oon **Ordinary Resolution 2***Please refer to Explanatory Note 2*
3. To re-elect Tan Sri Dato’ Seri Chor Chee Heung who retires by rotation in accordance with Clause 96(c) of the Company’s Constitution and being eligible, has offered himself for re-election. **Ordinary Resolution 3**  
*Please refer to Explanatory Note 3*
4. To approve the payment of Non-Executive Directors’ fees of RM630,000 for the financial year ended 31 December 2020. **Ordinary Resolution 4**  
*Please refer to Explanatory Note 4*
5. To approve the payment of Non-Executive Directors’ fees of up to RM700,000 for the financial year ending 31 December 2021. **Ordinary Resolution 5**  
*Please refer to Explanatory Note 5*
6. To approve the payment of benefits payable to the Non-Executive Directors (excluding Directors’ fees) up to an amount of RM500,000 from 25 May 2021 until the next AGM of the Company. **Ordinary Resolution 6**  
*Please refer to Explanatory Note 6*
7. To re-appoint Messrs. BDO PLT, having consented to act as Auditors of the Company, to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**  
*Please refer to Explanatory Note 7*

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions, which will be proposed as Ordinary Resolutions:

### 8. **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 8**

*Please refer to Explanatory Note 8*

### 9. **PROPOSED RENEWAL OF AUTHORITY FOR STAR MEDIA GROUP BERHAD TO PURCHASE ITS OWN ORDINARY SHARES (“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 funds 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.

## Notice of Annual General Meeting (cont'd.)

**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.”

**Ordinary Resolution 9**

*Please refer to Explanatory Note 9*

10. To transact any other business of which due notice shall have been given.

### **BY ORDER OF THE BOARD**

**HOH YIK SIEW**

(MAICSA 7048586)

(SSM PC No.: 202008003427)

Company Secretary

Petaling Jaya

26 April 2021

## Explanatory Notes:

### 1. Audited Financial Statements for the financial year ended 31 December 2020

The Audited Financial Statements are laid before the shareholders pursuant to Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda item 1. As such, it will not be put forward for voting.

### 2. Ordinary Resolutions 1 and 2 Proposed Re-election of Directors in accordance with Clause 116 of the Company's Constitution

Clause 116 of the Company's Constitution provides that one-third (1/3) of the Directors at the time being shall retire by rotation at the AGM of the Company and shall be eligible for re-election. All Directors are required to retire from office at least once every three (3) years.

The Board of Directors had on 24 February 2021 via the Nomination Committee ("NC") conducted an annual performance evaluation of the Directors including Dato' Dr. Mohd Aminuddin Bin Mohd Rouse and Mr. Choong Tuck Oon and agreed that they have met the Board's expectation in terms of experience, expertise, competency, commitment and individual contribution by continuously performing their duties diligently as Directors of the Company. The NC and Board hereby recommend for the re-election of each Director who is retiring at the 49th AGM.

The Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the board meeting and will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at this AGM.

### 3. Ordinary Resolution 3 Proposed Re-election of Director in accordance with Clause 96(c) of the Company's Constitution

Clause 96(c) of the Company's Constitution stipulates that any newly appointed Director shall hold office until the next AGM of the Company at which the Director is due to retire under this Clause, but shall then be eligible for re-election.

Pursuant to Clause 96(c), Tan Sri Dato' Seri Chor Chee Heung is standing for re-election at the 49th AGM.

The profiles of the Directors standing for re-election are provided on page 26 to page 29 of this Annual Report.

### 4. Ordinary Resolutions 4 to 6 Proposed Non-Executive Directors' ("NEDs") Remuneration

Section 230 (1) of the Companies Act 2016 stipulates among others that the fees and any benefits payable to the Directors of listed company and its subsidiaries shall be approved at a general meeting. As agreed by the Board, shareholders' approval will be sought for the following resolutions:

- (a) **Ordinary Resolution 4** on the payment of Directors' fees to the NEDs for the financial year ended 31 December 2020.

The proposed amount of RM630,000 is a ten percent (10%) reduction from the amount approved (2019: RM700,000) at the last AGM of the Company held on 22 June 2020 upon taking into consideration the challenging economic situation and performance of the Company due to the Covid-19 pandemic.

- (b) **Ordinary Resolution 5** on the payment of Directors' fees to the NEDs for the financial year ending 31 December 2021.

This resolution is to facilitate payment of Directors' fees on a current financial year basis. In the event, the proposed amount is insufficient e.g. due to enlarged Board size, approval will be sought at the next AGM for the shortfall.

The Resolution if passed, will allow the Company to make the payment to the NEDs on a monthly basis instead of in arrears after every AGM. The Board is of the view that it is just and equitable for the NEDs to be paid every month after they have discharged their responsibilities and rendered their services to the Company.

- (c) **Ordinary Resolution 6** on the payment of benefits (excluding Directors' fees) to the NEDs from 25 May 2021 to the next AGM of the Company,

In this respect, the benefits payable to the NEDs comprise the following:

- Board Committee allowance
- Meeting allowance
- Medical benefits and insurance coverage
- Club membership
- Other claimable benefits including reimbursable expenses incurred in the course of carrying out their duties as Directors.

In determining the estimated total amount of benefits payable, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees. Payment of NEDs' benefits will be made by the Company as and when incurred, provided that the proposed Ordinary Resolution 6 be passed at the 49th AGM. The Board is of the view that it is fair and justifiable for the payment of benefits to the NEDs be made as and when incurred, after the NEDs have discharged their responsibilities and rendered their services to the Company.

## Notice of Annual General Meeting (cont'd.)

### 5. Ordinary Resolution 7

#### **Proposed Re-appointment of Auditors**

The Audit Committee and the Board have considered the re-appointment of Messrs. BDO PLT as Auditors of the Company and are satisfied with the quality of service, adequacy of resources provided, independence, objectivity and professionalism demonstrated by the External Auditors in carrying out their functions.

The Board hereby recommended their re-appointment for shareholders' approval at the forthcoming AGM.

### 6. Ordinary Resolution 8

#### **Proposed Authority to Issue Shares pursuant to the Companies Act 2016**

The proposed Ordinary Resolution 8 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 did not issue and allot any shares pursuant to the general mandate granted by the shareholders at the previous AGM.

### 7. Ordinary Resolution 9

#### **Proposed Renewal of Authority for Star Media Group Berhad to Purchase its own Ordinary Shares**

The proposed Ordinary Resolution 9, 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.

Please refer to the Share Buy-Back Statement dated 26 April 2021 for further information.

**Notes:****Virtual AGM**

- i) The 49th AGM of the Company will be conducted **on a fully virtual basis by way of live streaming and online remote voting via Remote Participation and Voting ("RPV")** facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's ("Tricor") TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for the 49th AGM for the procedures to register, participate and vote remotely via the RPV facilities.
- ii) For the purpose of complying with Section 327(2) of the Companies Act 2016, the Chairman of the meeting is required to be present at the main venue of the AGM. **Members/proxies from the public will not be allowed to attend this AGM in person at the broadcast venue on the day of the AGM.** If a member is not able to attend the AGM via the RPV facilities, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.

**Proxy**

- iii) A member entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies to attend and vote 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.
- iv) 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.
- v) 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.
- vi) 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.

- vii) The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the meeting or any adjournment thereof. In default, the instrument of proxy 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.

**By electronic means**

The Proxy Form can be electronically lodged via Tricor's TIIH Online website at <https://tiih.online>. Kindly refer to the Administrative Guide for the 49th AGM on the procedure for electronic lodgement of the Proxy Form via TIIH Online.

- viii) Last date and time for lodging the Proxy Form is **Saturday, 22 May 2021 at 10.00 a.m.**
- ix) Only members whose names appear in the General Meeting Record of Depositors on **17 May 2021** shall be entitled to participate and/or vote at the 49th AGM or appoint proxy(ies) to participate and/vote on his/her behalf.

**Personal Data Privacy**

- x) 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.