

BERJAYA MEDIA BERHAD

(Company No. 290601-T)

(Incorporated in Malaysia)

An Extract of Minutes of the Twenty-Fourth Annual General Meeting of the Company held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 4th October 2018 at 10.00 a.m.

CHAIRMAN

Dato' Sri Robin Tan Yeong Ching presided as Chairman of the Meeting.

PRESENT

As per the attendance sheets.

QUORUM

The Secretary confirmed that a quorum was present for the Meeting.

NOTICE OF MEETING

The Notice of Annual General Meeting dated 23 August 2018 as contained on Page 43 of the Company's Annual Report was taken as read by the Secretary.

POLL VOTING

The Chairman informed that the voting for all the resolutions to be considered at the Meeting would be put to vote by poll pursuant to Paragraph 8.29A(1) of Bursa Malaysia Securities Berhad's Main Market Listing Requirements.

The shareholders would be required to complete the poll voting slips after all the resolutions have been duly proposed, seconded and clarified.

The Chairman begin with the Item 1 on the Agenda which is to receive and adopt the Company's audited financial statements for the year ended 30 April 2018 together with the Directors' and Auditors' Reports thereon.

AUDITED FINANCIAL STATEMENTS

The Chairman informed that under the provisions of Section 340(1)(a) of the Companies Act 2016, the Company is required to lay before this meeting the audited financial statements and the reports thereon for the financial year ended 30 April 2018. Hence, no resolution is required for this Agenda but members present would be able to ask questions and give comments on the audited financial statements after the presentation by the Auditors and the Management.

The Chairman then invited Mr Stanley Teo of Deloitte PLT ("Deloitte"), the external auditors of the Company, to present the Independent Auditors' Report on the financial statements for the year ended 30 April 2018 to the members present.

The Chairman thanked Mr Stanley Teo on his presentation of the Auditors' Report and then invited Mr Ernest Lau Lub Ding ("Mr Ernest"), the Senior General Manager of Group Accounts and Budget Division, to brief the members on the Group's financial performance for the year ended 30 April 2018.

After the presentation by Mr Ernest, the Chairman then invited questions from the floor on the Audited Financial Statements for the financial year ended 30 April 2018. A few shareholders present made comments and sought clarification on various issues which were duly addressed by the Chairman and Mr Chan Kien Sing.

After having addressed all the questions raised, it was recorded that the Company's audited financial statements for the year ended 30 April 2018 together with the Directors' and Auditors' Reports were duly adopted.

ORDINARY RESOLUTIONS

1. DIRECTORS' FEES

The motion to approve the payment of Directors' fees for the year ended 30 April 2018 under Resolution 1 was proposed by Mr Lim Kim Wah and seconded by Mr Tan Thiam Chai.

2. DIRECTORS' REMUNERATION (EXCLUDING DIRECTORS' FEES) FOR THE PERIOD FROM 5 OCTOBER 2018 UNTIL THE NEXT ANNUAL GENERAL MEETING

The motion to approve the payment of Directors' remuneration (excluding Directors' fees) to the Non-Executive Director for the period from 5 October 2018 until the next Annual General Meeting of the Company to be held in year 2019 under Resolution 2 was proposed by Mr Lim Tan Yaw Kuan and seconded by Mr Thavarajan A/L Muthiah Pillai.

3. RE-ELECTION OF DIRECTOR

The motion on the proposed re-election of Mr Chan Kien Sing as a Director of the Company pursuant to Article 104(1) of the Company's Articles of Association under Resolution 3, was duly proposed by Mr Lim Tan Yaw Kuan and seconded by Ms Soh Ley Moi.

4. RE-ELECTION OF DIRECTOR

The motion on the proposed re-election of Datuk Robert Yong Kuen Loke as a Director of the Company pursuant to Article 110 of the Company's Articles of Association under Resolution 3, was duly proposed by Mr Lim Tan Yaw Kuan and seconded by Mr Chin Boon Chye.

5. RE-APPOINTMENT OF AUDITORS

The Chairman informed that the auditors, Deloitte PLT have indicated their willingness to continue in the office.

The motion to move Resolution 5 in relation to the re-appointment of Deloitte PLT as Auditors of the Company was proposed by Mr Lim Tan Yaw Kuan and seconded by Mr Chin Boon Chye.

5. SPECIAL BUSINESS

(i) Ordinary Resolution - Authority to Issue and Allot Shares
Pursuant to Sections 75 and 76 of the Companies Act 2016

The motion to move Resolution 6 in relation to the authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 was proposed by Mr Lim Tan Yaw Kuan and seconded by Mr Thavarajan A/L Muthiah Pillai.

The Chairman then passed the Chair to Datuk Seri Azman Bin Ujang for the purpose of considering Resolution 7 in relation to the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with persons connected with Tan Sri Dato' Seri Vincent Tan Chee Yioun. The Chairman informed that he is interested in Resolution 7 and he has to abstain from deliberating and voting on the said resolution.

(ii) Ordinary Resolution - Proposed Renewal of Shareholders' Mandate
for Recurrent Related Party Transactions of a Revenue or Trading Nature
with Persons Connected with Tan Sri Dato' Seri Vincent Tan Chee Yioun

Datuk Seri Azman Bin Ujang informed the members that the proposed Resolution 7, if passed, will allow the Company and its subsidiaries to enter into Recurrent Related Party transactions in accordance with Paragraph 10.09 of the Bursa Malaysia Securities Berhad's Main Market Listing Requirements.

Datuk Seri Azman Bin Ujang added that the following persons who are interested Director and major shareholders of the Company as well as persons connected with them would abstain from voting on Resolution 7 in respect of their direct and/or indirect shareholdings, namely:-

- a) Dato' Sri Robin Tan Yeong Ching
- b) Tan Sri Dato' Seri Vincent Tan Chee Yioun
- c) Berjaya Corporation Berhad

Datuk Seri Azman Bin Ujang further informed that the other director of the Company, Mr Chan Kien Sing is also a Director of several companies under the separate listed groups, in which Tan Sri Dato' Seri Vincent Tan Chee Yioun is deemed to have interests. Although Mr Chan Kien Sing is not deemed to be interested, he has however voluntarily abstained from voting on this resolution in respect of his direct and/or indirect shareholdings in the Company.

The motion to move Resolution 7 was proposed by Mr Lim Tan Yaw Kuan and seconded by Ms Lee Chun Shian.

Datuk Seri Azman Bin Ujang then passed the Chair back to the Chairman for the next agenda.

(iii) Ordinary Resolution - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Datuk Seri Azman Bin Ujang

The motion to move Resolution 8 in relation to the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with Datuk Seri Azman Bin Ujang was proposed by Mr Wan Heng Wah and seconded by Ms Lee Chun Shian.

The Chairman informed that Datuk Seri Azman Bin Ujang, being the interested Director, and persons connected with him would abstain from voting on this resolution in respect of their and/or indirect shareholdings.

(iv) Ordinary Resolution - Proposed Retention of Datuk Seri Azman Bin Ujang as an Independent Non-Executive Director

The Chairman informed that under the Malaysian Code of Corporate Governance, it is recommended that the tenure of an independent director should not exceed a continuous term of more than 9 years, and the Board should seek shareholders' approval if there is intention to continue to retain such independent director in similar capacity.

The Chairman also informed that Datuk Seri Azman Bin Ujang has been an independent director of the Company since July 2008 and his contributions as an independent director has been invaluable, especially with his extensive experience in the media industry. Both the Nominating Committee and the Board had assessed the independence of Datuk Seri Azman Bin Ujang and was satisfied with his contribution and independent judgement that he brings to the Board.

The motion to move Resolution 9 in relation to the proposed retention of Datuk Seri Azman Bin Ujang as an Independent Non-Executive Director was proposed by Mr Wan Heng Wah and seconded by Mr Thavarajan A/L Muthiah Pillai.

As there are no other resolutions to be considered, the Chairman then invited Encik Halim Md Amin of Berjaya Registration Services Sdn Bhd to explain the procedures on the conduct of poll voting.

The Chairman then declared that the Meeting be adjourned at 11.20 a.m. for the Share Registrar and the Scrutineers to count and tabulate the poll results respectively.

Announcement of Poll Results

After the votes had been counted and verified by the Independent Scrutineer, Messrs LT Lim & Associates ("LT Lim"), the Chairman called the Meeting to order at 11.40 a.m. and the representative from LT Lim, Mr Han Meng Chew reported the results of the poll as follows:-

Berjaya Media Berhad (290601-T)
 - Minutes of 24th Annual General Meeting held on 4th October 2018

No.	Resolutions	Vote For		Vote Against	
		No. of shares	%	No. of shares	%
1.	Payment of Directors' Fees	180,263,746	99.99	3,290	Neg
2.	Payment of Directors' Remuneration (excluding Directors' fees) for the period from 5 October 2018 until the next Annual General Meeting	180,263,746	99.99	3,590	Neg
3.	Re-election of Mr Chan Kien Sing as Director	180,265,836	99.99	1,200	Neg
4.	Re-election of Datuk Robert Yong Kuen Loke as Director	180,265,836	99.99	2,200	Neg
5.	Re-appointment of Deloitte PLT as Auditors	180,265,836	99.99	1,400	Neg
6.	Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016	180,265,836	99.99	1,500	Neg
7.	Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with persons connected with Tan Sri Dato' Seri Vincent Tan Chee Yioun	28,739,148	99.99	1,200	Neg
8.	Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Datuk Seri Azman Bin Ujang	180,265,836	99.99	1,200	Neg
9.	Retention of Datuk Seri Azman Bin Ujang as an Independent Non-Executive Director	180,265,836	99.99	1,200	Neg

Note:

Neg- Negligible

The Chairman then declared that all the resolutions, that is Resolution 1 to Resolution 9 were duly carried as follows:-

- 1) "THAT the payment of Directors' fees amounting to RM55,562.00 for the financial year ended 30 April 2018 be and is hereby approved."
- 2) "THAT the payment of Directors' Remuneration (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM58,500.00 for the period from 5 October 2018 until the next Annual General Meeting of the Company to be held in 2019 be and is hereby approved."

- 3) “THAT Mr Chan Kien Sing, being the Director retiring pursuant to Article 104(1) of the Company’s Articles of Association, be and is hereby re-elected as a Director of the Company.”
- 4) “THAT Datuk Robert Yong Kuen Loke, being the Director retiring pursuant to Article 110 of the Company’s Articles of Association, be and is hereby re-elected as a Director of the Company.”
- 5) “THAT Deloitte PLT be and are hereby appointed as Auditors of the Company until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.”
- 6) “THAT, subject always to the Companies Act 2016, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”
- 7) “THAT, subject to the provisions of the Bursa Malaysia Securities Berhad’s Main Market Listing Requirements, approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with persons connected with Tan Sri Dato’ Seri Vincent Tan Chee Yioun as specified in Section 2.3 of the Circular to Shareholders dated 23 August 2018 (“Proposed Mandate I”) which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-
 - (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the AGM at which such ordinary resolution for the Proposed Mandate I was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution.”

- 8) “THAT, subject to the provisions of the Bursa Malaysia Securities Berhad’s Main Market Listing Requirements, approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with Datuk Seri Azman Bin Ujang as specified in Section 2.3 of the Circular to Shareholders dated 23 August 2018 (“Proposed Mandate II”) which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

(a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the AGM at which such ordinary resolution for the Proposed Mandate II was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed;

(b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or

(c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution.”

- 9) “THAT Datuk Seri Azman Bin Ujang be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has been an Independent Director on the Board of the Company for a cumulative term of more than 9 years.”

Mr Chan Kien Sing and Datuk Robert Yong Kuen Loke then thanked the members for their re-elections.

Datuk Seri Azman Bin Ujang also thanked the members for retaining him as an Independent Non-Executive Director of the Company.

Mr Stanley Teo, the representative from Deloitte PLT, also thanked the members present for their re-appointment as Auditors of the Company.

CONCLUSION

There being no other business to be transacted, the meeting closed at 11.50 a.m.

Confirmed,

CHAIRMAN

Dated:12 October 2018