

BERJAYA MEDIA BERHAD

(Company No. 290601-T)

(Incorporated in Malaysia)

An Extract of Minutes of the Twenty-Second 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 Wednesday, 28 September 2016 at 10.00 a.m.

CHAIRMAN

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

PRESENT

The attendance list was set out in Appendix I attached.

QUORUM

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

NOTICE OF MEETING

The Notice of Annual General Meeting dated 17 August 2016 as contained on Page 32 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 2016 together with the Directors' and Auditors' Reports thereon.

AUDITED FINANCIAL STATEMENTS

The Chairman informed that under the provisions of Section 169(1) and 169(3) of the Companies Act, 1965, the Company is required to lay before this meeting the audited financial statements and the reports thereon for the year ended 30 April 2016, which was dated 22 July 2016 and had been circulated to the shareholders. 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 Management's presentation.

The Chairman invited Mr Stanley Teo, the external auditors of the Company, to present the Independent Auditors' Report on the financial statements for the year ended 30 April 2016 to the members present.

The Chairman then invited Mr Teng Koh Jye to brief the members on the Group's financial performance for the year ended 30 April 2016 with a slide presentation.

The Chairman then invited questions from the floor on the Audited Financial Statements for the financial year ended 30 April 2016. A number of shareholders 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, the Company's audited financial statements for the year ended 30 April 2016 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 2016 under Resolution 1 was proposed by Ms Su Swee Hong and seconded by Mr Chin Boon Chye.

The Chairman then passed the Chair to Mr Loh Chen Peng for the purpose of considering Resolution 2 in relation to the re-election of himself as a Director of Company. The Chairman informed that he is interested in this Resolution and he has to abstain from deliberating and voting on the said resolution.

2. RE-ELECTION OF DIRECTOR

The motion on the proposed re-election of Dato' Sri Robin Tan Yeong Ching as a Director of the Company pursuant to Article 104(1) of the Company's Articles of Association under Resolution 2, was duly proposed by Ms Loo Lih Xin and seconded by Mr Chin Boon Chye.

Mr Loh Chen Peng then passed the Chair back to the Chairman for the next agenda.

3. AUDITORS

The motion to move Resolution 3 in relation to the re-appointment of Messrs Deloitte as Auditors of the Company was proposed by Mr Ching Chun Keat and seconded by Ms Loo Lih Xin.

4. SPECIAL BUSINESS

(i) Ordinary Resolution - Authority to Issue and Allot Shares Pursuant to Section 132D of the Companies Act, 1965

The motion to move Resolution 4 in relation to the authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965 was proposed by Ms Lee Chun Shian and seconded by Mr Chin Boon Chye.

The Chairman then re-passed the Chair to Mr Loh Chen Peng for the purpose of considering Resolution 5 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 5 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

Mr Loh Chen Peng then informed 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 5 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

Mr Loh Chen Peng 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 5 was proposed by Ms Lee Chun Shian and seconded by Mr Chin Boon Chye.

(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 6 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 Ms Lee Chun Shian and seconded by Ms Su Swee Hong.

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 Mr Loh Chen Peng as an Independent Non-Executive Director

The Chairman informed that under the Malaysian Code of Corporate Governance 2012, 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 motion to move Resolution 7 in relation to the proposed retention of Mr Loh Chen Peng as an Independent Non-Executive Director was proposed by Mr Chin Boon Chye and seconded by Ms Lee Chun Shian.

As there are no other resolutions to be considered, the Chairman then invited Mr Kan Keong Foo 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 10.55 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 11.10 a.m. and the representative from LT Lim, Mr Han Meng Chew reported the results of the poll as follows:-

No	Resolutions	Vote For		Vote Against	
		No. of Shares	%	No. of Shares	%
1.	Payment of Directors’ Fees	190,734,534	99.99	200	Neg
2.	Re-election of Dato’ Sri Robin Tan Yeong Ching	190,734,534	99.99	200	Neg
3.	Re-appointment of Messrs Deloitte as Auditors	190,734,734	100.00	-	-
4.	Authority to Issue Shares under Section 132D	190,734,734	100.00	-	-
5.	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	21,129,508	99.99	200	Neg
6.	Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Datuk Seri Azman Bin Ujang	190,734,534	99.99	200	Neg
7.	Retention of Loh Chen Peng as an Independent Non-Executive Director	190,733,834	100.00	-	-

Note:-

Neg: Negligible

The Chairman then declared that all the resolutions, that is Resolution 1 to Resolution 7 were duly carried as follows:-

- 1) “THAT the payment of Directors’ fees amounting to RM60,000/= for the financial year ended 30 April 2016 be and is hereby approved.”
- 2) “THAT Dato’ Sri Robin Tan Yeong Ching, 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.”

- 3) “THAT Messrs Deloitte be and are hereby appointed as Auditors of the Company until the conclusion of the next AGM and that the Directors be authorised to fix their remuneration.”
- 4) “THAT, subject always to the Companies Act, 1965, 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 Section 132D of the Companies Act, 1965, 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 issued share capital 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 (“AGM”) of the Company.”
- 5) “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 17 August 2016 (“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 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); 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.”

- 6) “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 17 August 2016 (“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 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); 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.”

- 7) “THAT Loh Chen Peng 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.”

CONCLUSION

There being no other business to be transacted, the meeting closed at 11.15 a.m.

Confirmed,

CHAIRMAN

Dated: 10 October 2016

ATTENDANCE LIST FOR TWENTY-SECOND ANNUAL GENERAL MEETING OF BERJAYA MEDIA BERHAD HELD ON 28 SEPTEMBER 2016

Directors

1)	Dato' Sri Robin Tan Yeong Ching	- Chairman - Non-Independent Non-Executive Director
2)	Chan Kien Sing	- Executive Officer
3)	Loh Chen Peng	- Independent Non-Executive Director
4)	Datuk Seri Azman Bin Ujang	- Independent Non-Executive Director

In Attendance

1)	Wong Siew Guek	- Company Secretary
----	----------------	---------------------

Management Team & By Invitation

1)	Teng Koh Jye	} Representatives from Group Accounts and Budgets, Berjaya Corporation Berhad
2)	Ang Shwu Jeng	
3)	Chin Boon Chye	} Representatives from Group Investment, Berjaya Corporation Berhad
4)	Fam Chin Foong	
5)	Stanley Teo	} Representatives from Messrs Deloitte
6)	Low Kah Weng	
7)	Ricky Ng Yooi Meng	} Representatives from Sun Media Corporation Sdn Bhd
8)	Freddie Ng	
9)	Muhammad Radzi	
10)	Han Meng Chew	- Representative from Messrs LT Lim & Associates
11)	Kan Keong Foo	- Representative from Berjaya Registration Services Sdn Bhd