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Bursa Securities has only perused through Section 2.2(b) of the Circular in respect of the proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions of Practice Note 18 of Bursa Securities' Main Market Listing Requirements.



MEDIA PRIMA BERHAD

Registration No. 200001030368 (532975-A)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

In relation to

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW
SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE OR TRADING NATURE**

The Notice convening the 20th Annual General Meeting of Media Prima Berhad which will be held at the Broadcast Venue at Theatre, Ground Floor, Balai Berita, Anjung Riong, No. 31, Jalan Riong, Bangsar, 59100 Kuala Lumpur, Malaysia on 23 June 2021 at 10.00 a.m. is sent to you together with this Circular. Shareholders are advised to refer to the Notice of 20th Annual General Meeting and the Form of Proxy which are included in the Annual Report 2020.

The Form of Proxy must be completed and lodged at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not later than 48 hours before the time set for holding the meeting should you be unable to attend the meeting. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the 20th AGM should you subsequently wish to do so.

The last date and time for lodgment of the Form of Proxy is **21 June 2021 at 10.00 a.m.**

This Circular is dated 27 May 2021

DEFINITIONS

In this Circular, the following abbreviations shall have the following meanings unless otherwise stated:

| | |
|------------------------|---|
| “AGM” | : Annual General Meeting. |
| “Annual Report 2020” | : Annual Report of the Company issued in respect of the financial year ended 31 December 2020. |
| “Aurora Mulia” | : Aurora Mulia Sdn Bhd, a company incorporated in Malaysia and a major shareholder of MPB. |
| “Board” or “Directors” | : The Board of Directors of the Company. |
| “BTO” | : Big Tree Outdoor Sdn Bhd, a company incorporated in Malaysia and a wholly owned subsidiary of MPB. |
| “BTO Group” | : Big Tree Outdoor Sdn Bhd and its subsidiary companies, collectively. |
| “Bursa Securities” | : Bursa Malaysia Securities Berhad. |
| Jasmine Food | : Jasmine Food Corporation Sdn Bhd, a company incorporated in Malaysia. |
| “Listing Requirements” | : The Main Market Listing Requirements of Bursa Securities. |
| “major shareholder” | : means a person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is :- (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. |
| “Media Mulia” | : Media Mulia Sdn Bhd, a company incorporated in Malaysia. |
| “MPB” or “the Company” | : Media Prima Berhad (Registration No. 200001030368 (532975-A)). |
| “MPB Group” or “Group” | : MPB and its subsidiary companies, collectively. |
| “MYTV” | : MYTV Broadcasting Sdn Bhd, a company incorporated in Malaysia. |
| “NSTP” | : The New Straits Times Press (Malaysia) Berhad, a company incorporated in Malaysia and a subsidiary of MPB. |
| “Omnia” | : Media Prima Omnia Sdn Bhd, a company incorporated in Malaysia and a wholly owned subsidiary of MPB. |
| “Ordinary Resolution” | : A resolution to be passed by simple majority and will be tabled for shareholders’ approval at the forthcoming AGM in relation to the Proposed Shareholders’ Mandate. |
| “Percetakan Nasional” | : Percetakan Nasional Malaysia Berhad, a company incorporated in Malaysia. |

| | |
|--|--|
| “Proposed Shareholders’ Mandate” | : The proposed renewal of the existing shareholders’ mandate and proposed new shareholders’ mandate for MPB to enter into Recurrent Transactions of a Revenue or Trading Nature with related parties. |
| “Perspective Lane” | : Perspective Lane (M) Sdn Bhd, a company incorporated in Malaysia and a major shareholder of MPB. |
| “PTSB” | Print Towers Sdn Bhd, a company incorporated in Malaysia and a subsidiary of MPB. |
| “Recurrent Transactions” or “RRPTs / RRPT” | : Recurrent related party transactions of a revenue or trading nature, which are necessary for its day-to-day operations and are in the ordinary course of business of MPB. |
| Restu Jernih | : Restu Jernih Sdn Bhd, a company incorporated in Malaysia and a major shareholder of MPB. |
| “Related Party/(ies)” | : A Director, major shareholder or person connected with such Director or major shareholder, including any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director or a major shareholder of the Company or any other company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company. |
| “RM and sen” | : Ringgit Malaysia and sen respectively. |
| “Shareholders” | : Shareholders of MPB. |
| “Shareholders’ Mandate 2020” | : The shareholders’ mandate obtained at the AGM held on 8 July 2020 for MPB to enter into Recurrent Transactions of a Revenue or Trading Nature with related parties for the period from 8 July 2020 to 30 June 2021 |
| “STMB” | : Sistem Televisyen Malaysia Berhad, a company incorporated in Malaysia and a wholly owned subsidiary of MPB. |
| “STMB Group” | : Sistem Televisyen Malaysia Berhad and its subsidiary companies, collectively. |
| “Sutera Bakti” | : Sutera Bakti Sdn Bhd, a company incorporated in Malaysia and a major shareholder of MPB. |
| “TMR Media” | : TMR Media Sdn Bhd, a company incorporated in Malaysia. |
| “TSSM” | : Tan Sri Dato’ Seri Syed Mokhtar Shah bin Syed Nor, a major shareholder of MPB. |
| “2021 Mandate Period” | : The period from 23 June 2021 to 30 June 2022, being the estimated date of the next AGM. |

CONTENTS

| Letter to shareholders of MPB containing: | Page |
|--|-------------|
| 1. Introduction | 1 |
| 2. Details of the Proposed Shareholders' Mandate | 1 |
| 2.1 Principal Activities of MPB Group and Related Parties | |
| (a) MPB Group..... | 2 |
| (b) Class of Related Parties..... | 4 |
| 2.2 Nature of RRPTs under the Proposed Shareholders' Mandate and their Transaction Values | 4 |
| 2.3 Amounts due and owing by Related Parties..... | 6 |
| 2.4 Review Procedures for RRPTs..... | 6 |
| 3. Rationale and benefits for the Proposed Shareholders' Mandate | 8 |
| 4. Financial Effects of the Proposed Shareholders' Mandate | 9 |
| 5. Statement from Audit Committee | 9 |
| 6. Interested Directors, Major Shareholders and Persons Connected to them..... | 9 |
| 7. Approval Required | 10 |
| 8. Directors' Statement and Recommendation | 10 |
| 9. Special Business of the 20th AGM | 10 |
| 10. Further Information | 10 |

Media Prima Berhad
Registration No. 200001030368 (532975-A)
(Incorporated in Malaysia)

Registered Office :
Balai Berita, Anjung Riong,
No. 31, Jalan Riong,
Bangsar,
59100 Kuala Lumpur

27 May 2021

The Board of Directors :

| | |
|---|---|
| Datuk (Dr) Syed Hussian Bin Syed Junid | (Group Chairman) |
| Mohd Rafiq Bin Mat Razali | (Group Executive Director) |
| Lydia Anne Abraham | (Independent Non-Executive Director) |
| Raja Datuk Zaharaton Binti Raja Zainal Abidin | (Senior Independent Non-Executive Director) |
| Mohd Rashid Bin Mohd Yusof | (Independent Non-Executive Director) |
| Abdullah Bin Abu Samah | (Independent Non-Executive Director) |
| Dato' Sivananthan a/l Shanmugam | (Independent Non-Executive Director) |

To the Shareholders of Media Prima Berhad

Dear Sirs/Madam,

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

On 6 May 2021, MPB announced its intention to seek the shareholders' approval on the Proposed Shareholders' Mandate.

The purpose of this Circular is to provide you with information on the Proposed Shareholders' Mandate and to seek your approval for the Ordinary Resolution proposed under special business as set out in the Notice of 20th AGM which is to be tabled at the forthcoming AGM. The Notice of AGM is enclosed in the Annual Report 2020 which is sent to you together with this Circular.

SHAREHOLDERS OF MPB ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE 20TH AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

In compliance with Chapter 10 of the Main Market Listing Requirements and Practice Note 12, MPB proposes to seek its shareholders' approval on the Proposed Shareholders' Mandate to allow MPB Group to enter into RRPTs from time to time with the Related Parties which are necessary for MPB Group's day-to-day operations, based on commercial terms which are not more favourable to the Related Parties than those generally available to the public, and are not detrimental to the minority shareholders.

The Proposed Shareholders' Mandate, if approved by the shareholders, will take effect from the date of passing the Ordinary Resolution proposed at the forthcoming AGM under the special business and will continue to be in force until the conclusion of the next AGM of MPB in year 2022, or the expiration of the period within which the next AGM of MPB is required to be held pursuant to Section 340 of the Companies Act 2016 but shall not extend to such extension as may be allowed pursuant to Section 340 of the Companies Act 2016; revoked or varied by a resolution passed by the shareholders in general meeting, whichever is earlier.

MPB will disclose the breakdown of the aggregate value of the RRPTs conducted pursuant to the Proposed Shareholders' Mandate during the financial year ending 31 December 2021 in its Annual Report 2021.

Further, MPB will make immediate announcement to Bursa Securities when the actual value of the RRPTs entered into by MPB exceeds the estimated value of the RRPTs disclosed in this Circular by 10% or more.

2.1 Principal Activities of MPB Group and Related Parties

(a) MPB Group

The principal activities of the MPB are investment holding and the provision of management services to its subsidiaries whereas the principal activities of the Group consist of commercial television and radio broadcasting, publishing and sale of newspapers, printing services, home shopping network, provision of internet and digital-based media, provision of outdoor advertising space and related production services, media content production and distribution, property management services, and other media industry related services.

Details of the active subsidiaries (hereinafter collectively with MPB are referred to as MPB Group") that have entered into RRPTs and are expected to enter into RRPT in the Proposed Shareholders' Mandate are as follows:-

| Company | Effective equity interest (%) | Principal Activities |
|--|-------------------------------|---|
| Sistem Televisyen Malaysia Berhad ("STMB") | 100 | Commercial television broadcasting and video-on-demand services. |
| Synchrosound Studio Sdn Bhd ("Hot FM") | 100 | Commercial radio broadcasting. |
| Big Tree Outdoor Sdn Bhd ("BTO") | 100 | Outdoor advertising, investment holding and management services. |
| Primeworks Studios Sdn Bhd | 100 | Production of television content and motion picture films, acquiring ready made films from local producers and production houses. |
| The Talent Unit Sdn Bhd | 100 | Talent Management of artistes. |
| Alternate Records Sdn Bhd | 100 | Album production and recording studio. |
| Esprit Assets Sdn Bhd | 100 | Property investments and provision of property management services. |
| Primeworks Distribution Sdn Bhd | 100 | Content and programme sales and distribution. |
| The New Straits Times Press (Malaysia) Berhad ("NSTP") | 98.17 | Publishing, sale of newspapers and investment holding. |
| Media Prima Digital Sdn Bhd ("MPD") | 100 | Digital media services. |

| Company | Effective equity interest (%) | Principal Activities |
|---|--------------------------------------|---|
| Ch-9 Media Sdn Bhd ("TV9") | 100% held by STMB | Commercial television broadcasting. |
| Natseven TV Sdn Bhd ("ntv7") | 100% held by STMB | Commercial television broadcasting. |
| Wowshop Sdn Bhd (formerly known as MP CJ ENM Sdn Bhd) ("Wowshop") | 100% held by STMB | Home shopping network. |
| Merit Idea Sdn Bhd ("MISB") | 100% held by STMB | Investment holding. |
| Metropolitan TV Sdn Bhd (8TV) | 100% held by MISB | Commercial television broadcasting. |
| Perintis Layar Sdn Bhd ("PLSB") | 100% held by Hot FM | Investment holding. |
| One FM Radio Sdn Bhd ("One FM") | 99.6% held by Hot FM | Commercial radio broadcasting. |
| Kool FM Radio Sdn Bhd ("Kool FM") | 100% held by Hot FM | Commercial radio broadcasting. |
| Max-Airplay Sdn Bhd ("Fly FM") | 100% held by PLSB | Commercial radio broadcasting |
| The New Straits Times Properties Sdn Bhd | 100% held by NSTP | Property management services |
| UPD Sdn Bhd | 100% held by BTO | Outdoor advertising |
| The Right Channel Sdn Bhd ("TRC") | 100% held by BTO | Outdoor advertising |
| Kurnia Outdoor Sdn Bhd ("Kurnia") | 100% held by BTO | Outdoor advertising |
| Big Tree Productions Sdn Bhd | 100% held by BTO | Provision of outdoor advertising display |
| Uniteers Outdoor Advertising Sdn Bhd | 100% held by BTO | Advertising contracting and agents, sale of advertising space |
| Gotcha Sdn Bhd | 100% held by BTO | Outdoor advertising |
| Big Tree Seni Jaya Sdn Bhd ("BTSJ") | 60% held by BTO | Outdoor advertising |
| Kurnia Outdoor Productions Sdn Bhd | 100% held by Kurnia | Production of advertising display |
| Rev Media Group Sdn Bhd (formerly known as Rev Asia Holdings Sdn Bhd) ("RAHSB") | 100% held by MPD | Investment holding |
| Rev Social Malaysia Sdn Bhd ("RSMSB") | 100% held by RAHSB | Digital publishing and social media content sharing platform |
| Rev Digital Sdn Bhd | 100% held by RAHSB | Digital publishing |
| Rev Lifestyle Sdn Bhd | 100% held by RAHSB | Digital publishing |
| Rev Social International Sdn Bhd | 100% held by RSMSB | Digital publishing |
| Media Prima Omnia Sdn Bhd ("Omnia") | 100% held by MPB | Sale of media related solutions |
| Print Towers Sdn Bhd ("PTSB") | 100% held by NSTP | Printing and related business. |

(b) Class of Related Parties

The Proposed Shareholders' Mandate will apply to transactions entered and to be entered into by MPB Group which involves the interest, direct or indirect, of Related Parties.

| Transacting Related Party | Principal Activities | Nature of Relationship |
|----------------------------------|---|---|
| Media Mulia | Printers, publishers and distributors of newspapers, journals, magazines, books and other literary works in any language including all forms of electronic publication and digitally stored database and internet and multimedia portals and platforms. | A company in which MPB's major shareholders, namely TSSM, Restu Jernih, Perspective Lane, Sutera Bakti and Aurora Mulia has 70% effective equity interest. |
| MYTV | Building and operating the infrastructure and network facilities for digital terrestrial television services. | A company in which MPB's major shareholders, namely TSSM, Restu Jernih, Perspective Lane and Sutera Bakti has 100% effective equity interest. |
| Percetakan Nasional | Printing of forms, documents, security cards and books for Government agencies and commercial sector. | A company in which MPB's major shareholders, namely TSSM, Restu Jernih, Perspective Lane and Sutera Bakti has 100% effective equity interest. |
| TMR Media | Publication of daily financial newspaper, including electronic publication. | A company in which MPB's major shareholders, namely TSSM, Restu Jernih, Perspective Lane, Sutera Bakti and Aurora Mulia has 100% effective equity interest. |
| Jasmine Food | Trader, distributor and supplier of rice. | A company in which TSSM is an indirect Major Shareholder. |
| TSSM Group | TSSM also has personal controlling interest of 20% and above in numerous other private companies and entities that are in diverse businesses and charitable activities and are regarded as persons connected to TSSM. As the list of these private companies and entities are constantly changing, the Company has not listed them but identifies them as "TSSM Group". For clarity, the TSSM Group also includes Media Mulia, MYTV, Percetakan Nasional, TMR Media and Jasmine Food. | |

2.2 Nature of RRPTs under the Proposed Shareholders' Mandate and their Transaction Values

The RRPTs for which the mandate of the shareholders is sought are in respect of transactions to be entered into by MPB Group with Related Parties as stated above. The RRPTs in which the Directors, major shareholders and/or persons connected with the Directors or major shareholders of MPB have interests are as follows :

(a) Recurrent Transactions of a Trading or Revenue Nature

| No | MPB and/or its subsidiary companies | Transacting related party | Nature of transaction | Estimated Aggregate value of transaction per the Shareholders' Mandate 2020 (RM) | *Actual value transacted from 8 July 2020 to 30 April 2021 (RM) | Estimated value of transactions for 2021 Mandate Period (RM) |
|----|-------------------------------------|---------------------------|--|--|---|--|
| 1 | Omnia | TSSM Group | Sale of media-related solutions* by Omnia | 16,100,000 | 4,468,460 | 16,100,000 |
| 2 | PTSB | Percetakan Nasional | Provision of printing services by PTSB | 5,000,000 | 2,629,200 | 5,000,000 |
| 3 | PTSB | TMR Media | Provision of printing services by PTSB | 1,700,000 | 600,450 | 1,700,000 |
| 4 | PTSB | Media Mulia | Provision of printing services by PTSB | 36,500,000 | 8,288,704 | 22,000,000 |
| 5 | STMB Group | MYTV | Subscription of Digital Terrestrial Television services# from MYTV | 22,000,000 | 20,833,332 | 30,000,000 |
| 6 | BTO Group | Jasmine Food | Provision of advertising services by BTO Group | 1,000,000 | 982,800 | 1,000,000 |

Note:

+ Media-related solutions will include the provision of services for integrated marketing (brand campaigns, events and creative contents) of client's brands across MPB's broad range of media assets, i.e. Media Prima Television Networks (free to air TV stations), Ripple (radio, digital and e-commerce), New Straits Times Press (print & digital media), Big Tree (outdoor advertisement), Media Prima Digital & Rev Asia (digital media) and Primeworks Studios (content creation and production).

Digital Terrestrial Television services is a technology for television broadcasting in which the television signal is transmitted in a digital format instead of radio waves (analogue). The complete switchover from analogue television broadcasting to digital television broadcasting was mandated on 31 October 2019. MYTV is the sole provider appointed by the Malaysian Communications and Multimedia Commission through a tender process to build, operate and manage the Digital Terrestrial Television service infrastructure.

(b) New Recurrent Transactions of a Trading or Revenue Nature

| No | MPB and/or its subsidiary companies | Transacting related party | Nature of transaction | Estimated value of transactions for 2021 Mandate Period (RM) |
|----|--|---------------------------|---|--|
| 1 | Media Prima Digital Sdn. Bhd. and its subsidiaries ("MPD Group") | TMR Media | Payment of licensing fee to TMR Media by MPD Group [@] | 1,200,000 |
| 2 | MPD Group | Media Mulia | Payment of licensing fee to Media Mulia by MPD Group [@] | 2,400,000 |
| 3 | BTO Group | TSSM Group | Provision of advertising services by BTO Group | 1,000,000 |

Note:

[@] The principal activities of MPD Group are digital media services and digital publishing through digital media assets. The licensing fees paid to TMR Media and Media Mulia (collectively referred to as "Digital Asset Licensors"), as owners and operators of several digital media assets are for specific access and licensing rights to MPD Group.

2.3 Amounts due and owing by Related Parties

| Item | Company in MPB Group involved | Transacting related party | Total outstanding as at 31 December 2020 exceeding credit period (RM) | Outstanding RRPT Receivables as at 31 December 2020 which exceeded the credit term and are less than 1 year (RM) |
|------|-------------------------------|---------------------------|---|--|
| 1 | PTSB | Percetakan Nasional | 46,300 | 46,300 |
| 2 | PTSB | TMR Media | 341,390 | 341,390 |
| 3 | PTSB | Media Mulia | 1,632,569 | 1,632,569 |

Note:

- (1) No late payment interest or charges were imposed as per industry practices and the same basis is applied towards non-related parties.
- (2) MPB Group had issued Statement of Accounts to related parties to remind them on the payment.

Subsequent to 31 December 2020, the outstanding RRPT receivables balances exceeding credit period have been recovered from the transacting related parties. There is no amount due and owing to the Group by the related parties which have exceeded the credit term as at 30 April 2021.

2.4 Review Procedures for RRPTs

The following procedures for RRPTs for the Group has been established and adopted. The objective is to ensure that all such transactions including prices will be negotiated and agreed at an arm's length basis, and on normal commercial terms which are not more favorable to the related parties than those generally available to the public, and are not to the detriment of the minority shareholders of the Company as follows:-

1. The sale or purchase of goods and services shall be determined on the basis of the prevailing rates/prices of the goods and services (including preferential rates/prices/discounts accorded to a class or classes of customers of bulk purchases) according to their usual commercial terms and business practices or otherwise in accordance with other applicable industry norms/ considerations.
2. At least two other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities have been used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In certain events, quotations or comparative pricings from unrelated third parties are not obtained as these relate to the purchase of specific components from the related parties who are also the providers of technology transfer, of which the said components are not available from other suppliers.
3. The rates of rental of properties shall be based on the prevailing market rates for the same or substantially similar properties and shall be on normal commercial terms at the point of entering into the tenancy agreement(s) or upon renewal.
4. The transaction prices, terms and conditions are determined by prevailing market rates, depending on the extent and scope of services rendered where practical and feasible, quotations and tenders will be obtained from third parties to ascertain appropriate transaction prices.
5. The related parties and interested Directors are to be advised that the RRPTs are subject to the shareholders' mandate and also to the review and disclosure procedures.

6. A register shall be maintained by the Company to record all RRPTs which are entered into.
7. The Audit Committee shall review all RRPTs entered into to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to.
8. The Audit Committee's terms of reference shall require it to review and report to the Board on any RRPTs.
9. The Audit Committee shall, among other things, determine the approval(s) and disclosures required for the entering of any RRPTs.
10. Should the Audit Committee during its review form an opinion that any RRPTs are not being conducted in accordance with established terms and procedures and/or are not being conducted on an arm's length basis and on normal commercial terms or are detrimental to the interest of minority shareholders, it shall advise the Board and the Board shall then deliberate on an appropriate course of action to take.
11. In regards to the approving authority, the MPB Group has in place internal limits of authority ("LOA") approved by the Board, governing business transactions. Since the RRPTs are conducted in the ordinary course of business, these are also covered under the LOA, subject to approval from appropriate level of authority as defined in the LOA.
12. Any interested Director, interested Major Shareholder or the person connected with such Director or Major Shareholders shall abstain from deliberation and voting on the resolution approving the RRPTs.
13. The Board and the Audit Committee shall continue to review the procedures as and when required, with the authority to delegate to individuals or committees within the Company as they deem appropriate.
14. All procurement to be undertaken by the Group are subject to the relevant procurement processes under the Group Procurement Policy.
15. Disclosure will be made in the Company's Annual Report of the breakdown of the aggregate value of RRPTs transactions conducted, types of transactions made, name of the related parties involved and their relationship with the Group pursuant to the Proposed Shareholders' Mandate during the financial year, and in the Annual Reports for subsequent financial years in which the Proposed Shareholders' Mandate continues to be in force.
16. The Board may at its discretion, adopt new review and disclosure procedures and/or amend the existing procedures to ensure that the RRPTs are at all times on terms consistent with the Group's usual business practices and policies.
17. Further, where any Director has an interest (direct or indirect) in any related party transaction, such Director shall abstain from deliberation and voting on the matter. Where any member of the Board/Audit Committee is interested in any transaction, that member shall abstain from deliberation and voting on any matter relating to any decision to be taken by the Board/Audit Committee in respect of such transaction. Pursuant to Practice Note 12 of the Listing Requirements, in a meeting to obtain the Proposed Shareholders' Mandate, the interested Director, interested Major Shareholder or the Person Connected with a Director or Major Shareholder; and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder shall abstain from voting on the resolution approving the RRPTs.

An interested Director or interested Major Shareholder must also ensure that Person Connected with such Director or Major Shareholder abstain from voting on the resolution approving the transactions. Interested Directors shall also abstain from deliberating at board meetings in respect of the RRPTs in which they are interested. Disclosure will be made in the MPB Annual Report 2021 of the aggregate value of transactions transacted

during the financial year where the aggregate value is equal to or exceeds the applicable prescribed threshold under Paragraph 10.09(1) of the Listing Requirements. Shareholders' approval will be sought for the renewal of such mandate at subsequent AGM subject to a satisfactory review by the Board/Audit Committee of its continued application to the RRPTs.

None of the Audit Committee Members of MPB have any interest, direct or indirect, in the Proposed Shareholders' Mandate.

3. RATIONALE AND BENEFITS FOR THE PROPOSED SHAREHOLDERS' MANDATE

The RRPTs entered or to be entered into by MPB are all in the ordinary course of business. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and may arise at any time, and from time to time. These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case by case basis before entering into them.

The RRPTs to be undertaken will be entered into at arm's length basis and on normal commercial terms, and on terms not more favourable to the Related Parties than those generally available to the public, and are not to the detriment of the minority shareholders. By obtaining the Proposed Shareholders' Mandate and the renewal of the same on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPTs occur can be avoided. This would reduce substantially administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of MPB or adversely affecting the business opportunities available to MPB.

The benefits accruing to the MPB Group from the RRPTs, amongst others, stem from the close working relationships with the Related Parties on the RRPTs. These close relationships should ensure timely delivery and provision of services, commitment and reliability of quality services for the Group in order to ensure smooth operation of the day-to-day business of the Group as well as to fully realise the business synergies within the Group.

In addition, part of the RRPTs involve services provided by the MPB Group to the Related Parties, as in the sale of media-related solutions by Omnia and provision of printing services by PTSB, and these transactions will create business opportunities and revenue for the MPB Group.

The principal activities of STMB Group are commercial television broadcasting and video-on-demand services and it operates four free-to-air television stations (TV3, TV9, ntv7 and 8TV). The National Broadcasting Digitalisation Project by the Government of Malaysia involves the digitalisation of television broadcast, known as Digital Terrestrial Television (DTT). This Government initiative is spearheaded by the Ministry of Communications and Multimedia Malaysia and monitored by the Malaysian Communications and Multimedia Commission (MCMC), aimed towards a transition from analogue to digital broadcasting on terrestrial platform for free-to-air television stations. MYTV was appointed by MCMC through a tender process to build, operate and manage the DTT service infrastructure. In view of the Government's initiative to digitise all free-to-air television transmission, the procurement of MYTV's services was necessary to ensure compliance with the national agenda and to ensure the availability of STMB Group's free-to-air television stations.

The principal activities of MPD Group are digital media services and digital publishing through digital media assets. TMR Media and Media Mulia (collectively referred to as "Digital Asset Licensors"), as owners and operators of several digital media assets, have granted specific access and licensing rights to MPD Group. This grant of access and license would enable MPD Group to generate additional advertising revenue.

As such, the Proposed Shareholders' Mandate is of paramount importance for the continued success and long term sustainability of MPB Group.

4. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate does not have any effect on the share capital of MPB and will have financial effects on the earnings or the net assets of MPB Group to the extent it is allowed to transact with the related parties.

5. STATEMENT FROM AUDIT COMMITTEE

The Audit Committee has reviewed the terms of the Proposed Shareholders' Mandate and is satisfied that the Company has in place adequate procedures and processes to monitor, track and identify the RRPTs in a timely and orderly manner and that the review procedures are sufficient to ensure that the RRPTs will be made at arm's length basis and in accordance with MPB Group's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and will not be to the detriment of the minority shareholders, and hence, will not be prejudicial to the shareholders or disadvantageous to MPB Group.

6. INTERESTED DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED TO THEM

Save as disclosed below, none of the Directors, major shareholders and/or persons connected with them, have any interest, direct or indirect, in the RRPTs and Proposed Shareholders' Mandate:-

| Name | Relationship with MPB | Relationship with Related Party |
|----------------------------------|--------------------------|---|
| Aurora Mulia | Major Shareholder of MPB | Aurora Mulia holds 100% effective interest in TMR Media and 70% effective interest in Media Mulia. |
| Sutera Bakti | Major Shareholder of MPB | Sutera Bakti holds 100% effective interest in Percetakan Nasional, TMR Media (via Aurora Mulia) and MYTV and 70% effective interest in Media Mulia. |
| Perspective Lane | Major Shareholder of MPB | Perspective Lane holds (via Sutera Bakti) 100% effective interest in Percetakan Nasional, TMR Media and MYTV and 70% effective interest in Media Mulia. |
| Restu Jernih | Major Shareholder of MPB | Restu Jernih holds (via Perspective Lane/Sutera Bakti) 100% effective interest in Percetakan Nasional, TMR Media and MYTV and 70% effective interest in Media Mulia. |
| TSSM | Major Shareholder of MPB | TSSM holds (via Restu Jernih/Perspective Lane/Sutera Bakti) 100% effective interest in Percetakan Nasional, TMR Media and MYTV and 70% effective interest in Media Mulia. TSSM is an indirect major shareholder of Jasmine Food. |
| Dato' Iskandar Mizal bin Mahmood | Former Director of MPB | Representative of TSSM on the Board of MPB. |

Dato' Iskandar Mizal bin Mahmood who resigned as Director of MPB on 18 May 2021 is hereinafter referred to as the "Interested Former Director".

The Interested Former Director, has abstained from Board deliberations and voting on the relevant resolution pertaining to the Proposed Shareholders' Mandate at the Board Meetings held before his resignation from the Board and will abstain from deliberation and voting in respect of his direct and/or indirect shareholdings on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM. The interested Major Shareholders, namely Aurora Mulia, TSSM, Restu Jernih, Perspective Lane and Sutera Bakti will abstain from voting on the resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM of the Company in respect of their direct and/or indirect shareholdings, if any.

The Interested Former Director and/or interested Major Shareholders named above have undertaken that they will ensure that the persons connected with them will abstain from voting on the resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM of the Company in respect of their direct and/or indirect shareholdings, if any.

The Interested Former Director do not hold any MPB Shares as at 30 April 2021. The shareholdings of the interested Major Shareholders in the Company as at 30 April 2021 are as follows:-

| Name of Interested Major Shareholder | Direct Interest | % | Indirect Interest | % |
|---|------------------------|----------|----------------------------|----------|
| Aurora Mulia | 353,815,941 | 31.9 | | |
| Sutera Bakti | - | - | ⁽¹⁾ 353,815,941 | 31.9 |
| Perspective Lane | - | - | ⁽²⁾ 353,815,941 | 31.9 |
| Restu Jernih | - | - | ⁽³⁾ 353,815,941 | 31.9 |
| TSSM | - | - | ⁽⁴⁾ 353,815,941 | 31.9 |

⁽¹⁾ Deemed interested by virtue of its interest in Aurora Mulia pursuant to Section 8 of the Companies Act 2016 ("the Act").

⁽²⁾ Deemed interested by virtue of its interest in Sutera Bakti pursuant to Section 8 of the Act.

⁽³⁾ Deemed interested by virtue of its interest in Perspective Lane pursuant to Section 8 of the Act.

⁽⁴⁾ Deemed interested by virtue of his interest in Restu Jernih pursuant to Section 8 of the Act.

7. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of MPB at the forthcoming AGM.

8. DIRECTORS' STATEMENT AND RECOMMENDATION

Having considered the rationale for the Proposed Shareholders' Mandate, the Directors (save for the Interested Former Director) are of the opinion that the Proposed Shareholders' Mandate is in the best interest of MPB and is necessary for MPB's day-to-day operations and recommend that you vote in favour of the Ordinary Resolution on the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM. The said Ordinary Resolution is set out in the Notice of 20th AGM which is included in the Annual Report 2020.

9. SPECIAL BUSINESS OF THE 20TH AGM

The 20th AGM, the notice of which is enclosed in the Annual Report 2020 will be held at the Broadcast venue at Theatre, Ground Floor, Balai Berita, Anjung Riong, No. 31, Jalan Riong, Bangsar, 59100 Kuala Lumpur, Malaysia on 23 June 2021 at 10.00 a.m., for the purpose of considering and if thought fit, passing the ordinary resolution so as to give effect to the Proposed Shareholders' Mandate under special business in the Notice of 20th AGM.

10. FURTHER INFORMATION

(a) Directors' Responsibility Statement

This Circular has been seen and approved by the Directors of MPB and they collectively and individually accept full responsibility for the accuracy and correctness of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Circular misleading.

(b) Material Contracts

There are no material contracts, other than those entered into in the ordinary course of business by MPB, within 2 years immediately preceding the date of this Circular

(c) Material Litigation

As at date of this Circular, there are no material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware and does not have any knowledge of any proceedings pending or threatened against the MPB Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of MPB Group.

(d) Documents Available for Inspection

The following documents will be available for inspection at the Registered Office of MPB at Balai Berita, Anjung Riong, No 31, Jalan Riong, Bangsar, 59100 Kuala Lumpur, during the normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming AGM:

- (i) Constitution of MPB ;
- (ii) Audited statutory financial statements of MPB for the past 2 financial years ended 31 December 2019 and 31 December 2020; and
- (iii) Unaudited financial statements of MPB for financial quarter ended 31 March 2021.

Yours faithfully

For and on behalf of the Board of Directors of

MEDIA PRIMA BERHAD (Registration No. 200001030368 (532975-A))

DATUK (DR) SYED HUSSIAN BIN SYED JUNID

Group Chairman