

NOTICE OF THE THIRTY-SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Sixth Annual General Meeting of the Company will be held fully virtual from the Broadcast Venue at Gallery 2, Level 1, Concorde Hotel, 2 Jalan Sultan Ismail, Kuala Lumpur, 50250 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Tuesday, 8 December 2020 at 10.00 a.m. to transact the following businesses:

AGENDA

As Ordinary Business:

- To receive the Audited Financial Statements for the financial year ended 30 June 2020 (Please refer to together with the Reports of Directors and Auditors thereon. Note 1)
- To approve the payment of Directors' fees and benefits of RM158,000 for the financial year ended 30 June 2020. Ordinary Resolution 1
- To approve the payment of Directors' fees and benefits of up to an amount of RM500,000 from 1 July 2020 until the next Annual General Meeting of the Company. Ordinary Resolution 2
- To re-elect the following Directors who retire in accordance with the Company's Constitution:
 - Datuk Ng Bee Ken Ordinary Resolution 3
 - Mr. Pan Dong Ordinary Resolution 4
 - Tun Dato' Seri Zaki bin Tun Azmi Ordinary Resolution 5
- To authorise the Directors to appoint Mazars PLT as auditors and to fix their remuneration. Ordinary Resolution 6

As Special Business:

- To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-
 - PROPOSED RETENTION OF DATUK NG BEE KEN AS INDEPENDENT NON-EXECUTIVE DIRECTOR** Ordinary Resolution 7

"THAT Datuk Ng Bee Ken who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as Independent Non-Executive Director of the Company."
 - PROPOSED RETENTION OF WAN KAMARUL ZAMAN BIN WAN YAACOB AS INDEPENDENT NON-EXECUTIVE DIRECTOR** Ordinary Resolution 8

"THAT Encik Wan Kamarul Zaman Bin Wan Yaacob who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as Independent Non-Executive Director of the Company."
 - PROPOSED RETENTION OF LOW YAN SEONG AS INDEPENDENT NON-EXECUTIVE DIRECTOR** Ordinary Resolution 9

"THAT Mr. Low Yan Seong who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as Independent Non-Executive Director of the Company."

AUTHORITY TO ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016

"THAT subject always to the Companies Act 2016 ("Act") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to the Act, to allot shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being." Ordinary Resolution 10

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

BY ORDER OF THE BOARD

KANG SHEW MENG (SSM PC No. 201908002065)
SEOW FEI SAN (SSM PC No. 201908002288)
Secretaries

Petaling Jaya

30 October 2020

NOTES TO THE NOTICE OF THE THIRTY-SIXTH ANNUAL GENERAL MEETING:

- The members' approval on the Audited Financial Statements is not required pursuant to the provision of Section 340(1) of the Companies Act 2016 and hence, the matter will not be put for voting.
- In view of the Covid-19 pandemic and Government of Malaysia's official guidance on social distancing, the Thirty-Sixth Annual General Meeting ("36th AGM" or "Meeting") of the Company will be held fully virtual and entirely via remote participation and voting. All members are advised to participate in the 36th AGM remotely via the Remote Participation and Voting facilities provided by Aegis Communication Sdn. Bhd. via <https://web.vote2u.app>. Please follow the procedures provided in the Administrative Guide in order to register, participate and vote remotely for the 36th AGM.
- Members may submit questions to the Board of Directors via <https://web.vote2u.app> during the live streaming via real time submission of typed text. Kindly refer to the Administrative Guide for further details.
- The Broadcast Venue of the 36th AGM is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the Meeting to be at the main venue. No members / proxy(ies) from the public will be physically present at the Broadcast Venue on the day of the meeting.
- Only depositors whose names appear in the Record of Depositors as at 1 December 2020 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his / her behalf. A proxy may but need not be a member of the Company.
- A member may appoint up to two (2) proxies to attend the Meeting. Where a member appoints two (2) proxies, he / she shall specify the proportions of his / her holdings to be represented by each proxy.
- Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised or in some other manner approved by its directors.
- The instrument appointing a proxy must be deposited/submitted via the following manners not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof:
 - By hard copy form
The Proxy Form must be deposited at the Company's registered office at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan.
 - By electronic form
The e-Proxy Form can be electronically submitted/ lodged via the RPV Online portal at <https://web.vote2u.app> (applicable to individual shareholders only). Please refer to the Administrative Guide for the procedures on electronic lodgement of proxy form.
- Explanatory Notes:

Ordinary Resolution 1 & 2 Payment of Directors' Fees and Benefits

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors ("Board") agreed that the members' approval shall be sought at the Thirty-Sixth Annual General Meeting ("AGM") on the Directors' fees and benefits.

- Ordinary Resolution 1 on payment of Directors' fees and benefits for the financial year ended 30 June 2020**
The total amount of Directors' fees and benefits (meeting allowance) payable to the Non-Executive Directors for the financial year ended 30 June 2020 tabled for the members' approval is RM158,000.
Details of the Directors' fees and benefits payable to the Non-Executive Directors for the financial year ended 30 June 2020 are disclosed in the Corporate Governance Overview Statement as contained in Annual Report 2020.
- Ordinary Resolution 2 on payment of Directors' fees and benefits from 1 July 2020 until the next AGM (approximately 17 months)**
The total amount of Directors' fees and benefits payable to the Non-Executive Directors tabled for the members' approval is for an amount up to RM500,000. The figure is calculated with the assumption that there will be changes to the Board size during the aforesaid period and the number of Board, Board Committees and general meetings to be attended by the Non-Executive Directors.
The Board will seek members' approval at the next AGM in the event the amount of Directors' fees and benefits is insufficient due to an increase in Board size and/or number of meetings.

Ordinary Resolutions 7 to 9 Proposed Retention of Independent Non-Executive Directors

The proposed Ordinary Resolutions 7 to 9 are proposed pursuant to recommendation of the Malaysian Code of Corporate Governance and if passed, will allow Datuk Ng Bee Ken, Encik Wan Kamarul Zaman Bin Wan Yaacob and Mr. Low Yan Seong to be retained and continue to act as Independent Non-Executive Directors of the Company ("Retention").

The full details of the Board's justifications for the Retention are set out in the Corporate Governance Overview Statement as contained in Annual Report 2020.

Ordinary Resolution 10 Authority to Allot Shares Pursuant to the Companies Act 2016

At last year's AGM, mandate was given to Directors to issue at no more than 10% of the total number of issued shares of the Company. As at the date of this Notice, 38,461,538 new ordinary shares at an issue price of RM0.13 per ordinary share were issued as consideration shares to satisfy RM5 million out of the total purchase consideration of RM7 million to acquire 51% equity interest in Television Airtime Services Sdn. Bhd. The said shares were listed on the Main Market of Bursa Malaysia Securities Berhad on 22 May 2020. That authority granted will expire at the conclusion of the forthcoming Thirty-Sixth AGM.

As such, the Board would like to seek for a new mandate. The Proposed Ordinary Resolution 10, if passed, will empower the Directors of the Company to allot not more than 10% of the total number of issued shares of the Company subject to approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisitions, repayment of bank borrowings, etc.

This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company.