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BERJAYA
BERJAYA MEDIA BERHAD
(Company No. 290601-T)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

in relation to the

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

Notice of the Twentieth Annual General Meeting which will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Friday, 10 October 2014 at 10.00 a.m. together with the Form of Proxy are enclosed in the Annual Report 2014. The Form of Proxy must be lodged at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting. The lodging of the Form of Proxy will not preclude you from attending and voting at the Meeting if you are subsequently able to do so.

This Circular is dated 18 September 2014.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	:	Companies Act, 1965, and any amendments made thereto from time to time
“AGM”	:	Annual General Meeting
“Annual Report 2014”	:	The annual report of BMedia for the financial year ended 30 April 2014
“BAssets”	:	Berjaya Assets Berhad
“BAuto”	:	Berjaya Auto Berhad
“BCorporation”	:	Berjaya Corporation Berhad
“BFood”	:	Berjaya Food Berhad
“BGroup”	:	Berjaya Group Berhad
“B-Land”	:	Berjaya Land Berhad
“BMedia” or the “Company”	:	Berjaya Media Berhad
“BMedia Group” or the “Group”	:	BMedia and its subsidiaries
“Board”	:	Board of Directors of BMedia
“BRetail”	:	Berjaya Retail Berhad
“BStarbucks”	:	Berjaya Starbucks Coffee Company Sdn Bhd
“BToto”	:	Berjaya Sports Toto Berhad
“Director”	:	Has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director of BMedia, its subsidiary or holding company or a chief executive officer of BMedia, its subsidiary or holding company.
“DAU”	:	Datuk Seri Azman Bin Ujang, Independent Non-Executive Director of BMedia
“DRTYC”	:	Dato’ Robin Tan Yeong Ching, the Chairman of BMedia
“EGM”	:	Extraordinary General Meeting
“Exchange”	:	Bursa Malaysia Securities Berhad
“HRESB”	:	Hotel Resort Enterprise Sdn Bhd

DEFINITIONS *(Cont'd)*

“Listing Requirements” : Exchange’s Main Market Listing Requirements, including any amendment that may be made from time to time

“Major Shareholder” : Means a person who has an interest or interests in one or more voting shares in BMedia and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is

- (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in BMedia; or
- (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in BMedia where such person is the largest shareholder of BMedia.

For the purpose herein, “interest in shares” shall have the meaning given in Section 6A of the Act. A major shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of BMedia or any other company which is its subsidiary or holding company.

“Person Connected” : In relation to a Director or a Major Shareholder, means such person who falls under any one of the following categories: -

- (a) a family member of the Director or Major Shareholder;
- (b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder, is the sole beneficiary;
- (c) a partner of the Director, Major Shareholder or a partner of a Person Connected with that Director or Major Shareholder;
- (d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
- (e) a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
- (f) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
- (g) a body corporate or its directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act;
- (h) a body corporate in which the Director, Major Shareholder or Persons Connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or
- (i) a body corporate which is a related corporation.

DEFINITIONS *(Cont'd)*

“Proposed Mandate”	:	Proposed Mandate I and Proposed Mandate II
“Proposed Mandate I”	:	Proposed renewal of and new shareholders’ mandate for BMedia Group to enter into Recurrent Related Party Transactions in the ordinary course of business with Persons Connected with TSVT
“Proposed Mandate II”	:	Proposed renewal of shareholders’ mandate for BMedia Group to enter into Recurrent Related Party Transactions in the ordinary course of business with DAU
“Recurrent Related Party Transaction”	:	A transaction which is recurrent, of a revenue or trading nature and which is necessary for the day-to-day operations of the Company or its subsidiaries and involves the interest, direct or indirect, of a Related Party
“Related Party”	:	A Director, Major Shareholder or a Person Connected with such a Director or Major Shareholder
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“SMCSB”	:	Sun Media Corporation Sdn Bhd, a wholly-owned subsidiary of BMedia
“SEM”	:	7-Eleven Malaysia Holdings Berhad
“ <i>theSun</i> ”	:	theSun newspaper, a publication of SMCSB
“TSVT”	:	Tan Sri Dato’ Seri Vincent Tan Chee Yioun, a Major Shareholder of BMedia

Unless specifically referred to, words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporation, unless otherwise specified.

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TABLE OF CONTENTS

LETTER TO THE SHAREHOLDERS OF BMEDIA		PAGE
1.	INTRODUCTION	1
2.	DETAILS OF THE PROPOSED MANDATE	1
3.	RATIONALE FOR, AND THE BENEFIT TO THE BMEDIA GROUP FROM TRANSACTIONING WITH RELATED PARTIES	17
4.	CONDITIONS OF THE PROPOSED MANDATE	17
5.	FINANCIAL EFFECTS OF THE PROPOSED MANDATE	17
6.	DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS	17
7.	DIRECTORS' RECOMMENDATIONS	18
8.	AGM	19
9.	FURTHER INFORMATION	19
APPENDIX I FURTHER INFORMATION		20
EXTRACT OF RESOLUTIONS TO BE TABLED AT THE BMEDIA TWENTIETH AGM		ENCLOSED

BERJAYA MEDIA BERHAD

*(Company No. 290601-T)
(Incorporated in Malaysia)*

Registered Office

Lot 13-01A, Level 13 (East Wing)
Berjaya Times Square
No. 1 Jalan Imbi
55100 Kuala Lumpur

18 September 2014

Directors

Dato' Robin Tan Yeong Ching *(Chairman, Non-Independent Non-Executive Director)*
Chan Kien Sing *(Non-Independent Executive Director)*
Loh Chen Peng *(Independent Non-Executive Director)*
Datuk Seri Azman Bin Ujang *(Independent Non-Executive Director)*

To: Our Shareholders

Dear Sir/Madam,

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

1.0 INTRODUCTION

- 1.1 The Board had on 9 September 2014 announced its intention to seek shareholders' approval for the proposed renewal of and new shareholders' mandate for Recurrent Related Party Transactions.
- 1.2 The purpose of this Circular is to provide you with the relevant information on the Proposed Mandate and to seek your approval for the ordinary resolutions to be tabled at the forthcoming AGM of the Company. The Notice of AGM is set out in the Annual Report 2014. The extract of the ordinary resolutions on the Proposed Mandate to be tabled at the forthcoming AGM is enclosed together with this Circular.

2.0 DETAILS OF THE PROPOSED MANDATE

2.1 The Proposed Mandate

- 2.1.1 The Company had on 9 October 2013 obtained a shareholders' mandate for the BMedia Group to enter into Recurrent Related Party Transactions of a revenue or trading nature which are necessary for BMedia Group's day-to-day operations and are in the ordinary course of business and on terms that are not more favourable to the Related Parties than those generally available to public. The approval shall in accordance with the Listing Requirements lapse at the conclusion of the forthcoming AGM of the Company scheduled on 10 October 2014 unless approval for its renewal is obtained from the shareholders of the Company at the forthcoming AGM.

2.1.2 Pursuant to Paragraph 10.09(2) of the Listing Requirements, BMedia may seek a shareholders' mandate in respect of Recurrent Related Party Transactions subject to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- (iii) the BMedia's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by the Exchange. The draft circular must be submitted to the Exchange together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested 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, must not vote on the resolution to approve the transactions. An interested Director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution approving the transactions; and
- (v) BMedia immediately announces to the Exchange when the actual value of a Recurrent Related Party Transaction entered into by the BMedia Group, exceeds the estimated value of the Recurrent Related Party Transaction disclosed in the circular by 10% or more and must include the information as may be prescribed by the Exchange in its announcement.

Transactions entered into between BMedia (or any of its wholly-owned subsidiaries) and its wholly-owned subsidiaries are excluded from the requirements of Part E of Chapter 10 of the Listing Requirements.

2.1.3 The Proposed Mandate, if approved by the BMedia shareholders at the forthcoming AGM, will take effect from the date of passing of the ordinary resolution at the forthcoming AGM and shall continue to be in force until:-

- (i) the conclusion of the next AGM of BMedia following the forthcoming AGM at which the ordinary resolution for the Proposed Mandate will be passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 143(1) of the Act (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

2.2 Information on BMedia Group

The principal activity of BMedia is investment holding while the principal activities of its subsidiaries are set out below:-

Subsidiaries of BMedia	Effective equity interest held %	Activities of the companies
SMCSB	100	Publication, printing and distribution of daily newspaper.
Gemtech (M) Sdn Bhd	100	Investment holding. Temporary ceased operations.
Nexnews Channel Sdn Bhd	100	Property holding. Ceased operations.
Moves & Shakes Sdn Bhd	100	Promoters and organisers of events, seminars, workshops, concerts and others. Ceased operations.

BMedia Group has entered/will enter into Recurrent Related Party Transactions on terms not more favourable to the Related Party than those generally available to the public and which are not detrimental to the interests of the minority shareholders. Some of the transactions are bound by agreements and others could occur in accordance to periodic requirements and are not bound by any preceding agreements negotiated in advance.

Details of the Recurrent Related Party Transactions of the BMedia Group which are in accordance with Paragraph 10.09(2) of the Listing Requirements are set out in the ensuing paragraphs.

2.3 Class and Nature of the Recurrent Related Party Transactions

The class and nature of the Recurrent Related Party Transactions of BMedia Group are tabulated as follows:-

Proposed Mandate I

BMedia Group with the following Related Party	Nature of transactions undertaken by BMedia and/or its subsidiaries	Interested Directors/ Major Shareholders and/or Persons Connected to them	Estimated value from 10 October 2014 to the date of next AGM (RM'000)
BCorporation and its unlisted subsidiaries			
BCorporation and its unlisted subsidiaries	Placement of advertisements in <i>theSun</i>	DRTYC, TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	6,168

BMedia Group with the following Related Party	Nature of transactions undertaken by BMedia and/or its subsidiaries	Interested Directors/ Major Shareholders and/or Persons Connected to them	Estimated value from 10 October 2014 to the date of next AGM (RM'000)
BCorporation	Management fees payable to BCorporation for services rendered, which includes the provision of finance, secretarial and general administrative services (RM10,000 per month)	DRTYC, TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	120
Berjaya Registration Services Sdn Bhd	Receipt of share registration and other related services	DRTYC, TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	100
Successline (M) Sdn Bhd and its subsidiaries	Distribution of <i>theSun</i> on behalf of SMCSB	DRTYC, TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	150
Prime Credit Leasing Sdn Bhd	Receipt of leasing and hire purchase facilities by BMedia Group	DRTYC, TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	600
Berjaya Education Sdn Bhd #	Receipt of education and staff training services by BMedia Group*	DRTYC, TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	20
Total			7,158

BMedia Group with the following Related Party	Nature of transactions undertaken by BMedia and/or its subsidiaries	Interested Directors/ Major Shareholders and/or Persons Connected to them	Estimated value from 10 October 2014 to the date of next AGM (RM'000)
B-Land and its unlisted subsidiaries			
B-Land and its unlisted subsidiaries	Placement of advertisements in <i>theSun</i>	TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	1,320
Regnis Industries (Malaysia) Sdn Bhd	Rental of office premises payable by SMCSB at RM48,712.00 per month pursuant to a tenancy for renting of office premises at factory space, part of Ground Floor and 5 th Floor and whole of 4 th Floor, Lot 6, Jalan 51/217, Section 51, 46050 Petaling Jaya, Selangor	TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	585
	Security charges payable by SMCSB		76
Total			1,981
BToto and its unlisted subsidiaries			
BToto and its unlisted subsidiaries	Placement of advertisements in <i>theSun</i>	DRTYC, TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	3,400
Total			3,400
BFood and its subsidiaries			
BFood and its subsidiaries	Placement of advertisements in <i>theSun</i>	DRTYC, TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	1,550

BMedia Group with the following Related Party	Nature of transactions undertaken by BMedia and/or its subsidiaries	Interested Directors/ Major Shareholders and/or Persons Connected to them	Estimated value from 10 October 2014 to the date of next AGM (RM'000)
BStarbucks ^	Placement of advertisements in <i>theSun</i>	DRTYC, TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	1,000
Total			2,550
BAssets and its subsidiaries			
BAssets and its subsidiaries	Placement of advertisements in <i>theSun</i>	TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	650
Total			650
BAuto and its subsidiaries			
BAuto and its subsidiaries^^	Placement of advertisements in <i>theSun</i>	TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	1,000
	Purchase of motor vehicles' component parts and related products and services		800
Total			1,800
SEM and its subsidiaries			
SEM and its subsidiaries (a subsidiary of BRetail)^^^	Placement of advertisements in <i>theSun</i>	TSVT and Persons Connected with TSVT as mentioned in the notes of Sections 2.3 and 6.1	1,700
	Distribution of <i>theSun</i> by 7-Eleven Malaysia Sdn Bhd on behalf of SMCSB		1,700
Total			3,400
Other related parties			
BRetail and its unlisted subsidiaries	Placement of advertisements in <i>theSun</i>	TSVT and Persons Connected with TSVT as mentioned in the notes of Sections 2.3 and 6.1	450

BMedia Group with the following Related Party	Nature of transactions undertaken by BMedia and/or its subsidiaries	Interested Directors/ Major Shareholders and/or Persons Connected to them	Estimated value from 10 October 2014 to the date of next AGM (RM'000)
Singer (Malaysia) Sdn Bhd, a subsidiary of BRetail	Rental of office premises payable by SMCSB at RM1,600 per month for renting of office premises at part of Ground Floor, Lot 6, Jalan 51/217, Section 51, 46050 Petaling Jaya, Selangor	TSVT and Persons Connected with TSVT as mentioned in the notes of Sections 2.3 and 6.1	30
MOL.com Sdn Bhd and its subsidiaries	Placement of advertisements in <i>theSun</i>	DRTYC, TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	200
MOL Accessportal Sdn Bhd	Placement of advertisements in <i>theSun</i> Commission on purchase of soft pin	TSVT, BCorporation and Persons Connected with TSVT and BCorporation as mentioned in the notes of Sections 2.3 and 6.1	200 500
U Mobile Sdn Bhd	Placement of advertisements in <i>theSun</i>	TSVT and Persons Connected with TSVT as mentioned in the notes of Sections 2.3 and 6.1	1,500
Tropicana Corporation Berhad and its unlisted subsidiaries	Placement of advertisements in <i>theSun</i>	Persons Connected with TSVT as mentioned in the notes of Sections 2.3 and 6.1	500
High-5 Conglomerate Berhad and its subsidiaries ^^^^	Placement of advertisement in <i>theSun</i>	TSVT and Persons Connected with TSVT as mentioned in the notes of Sections 2.3 and 6.1	100
TMC Life Sciences Berhad and its subsidiaries ^^^^	Placement of advertisement in <i>theSun</i>	TSVT and Persons Connected with TSVT as mentioned in the notes of Sections 2.3 and 6.1	50

BMedia Group with the following Related Party	Nature of transactions undertaken by BMedia and/or its subsidiaries	Interested Directors/ Major Shareholders and/or Persons Connected to them	Estimated value from 10 October 2014 to the date of next AGM (RM'000)
Metropolitan Utilities Corporation Sdn Bhd ^^^^	Placement of advertisement in <i>theSun</i>	TSVT and Persons Connected with TSVT as mentioned in the notes of Sections 2.3 and 6.1	100
Berjaya Sompoo Insurance Berhad^^^^	Placement of advertisement in <i>theSun</i>	TSVT and Persons Connected with TSVT as mentioned in the notes of Sections 2.3 and 6.1	250
Caring Pharmacy Group Berhad and its subsidiaries^^^^	Placement of advertisement in <i>theSun</i>	TSVT and Persons Connected with TSVT as mentioned in the notes of Sections 2.3 and 6.1	1,000
Total			4,880
Grand Total			25,819

Proposed Mandate II

BMedia Group with the following Related Party	Nature of transactions undertaken by BMedia and/or its subsidiaries	Interested Directors/ Major Shareholders and/or Persons Connected to them	Estimated value from 10 October 2014 to the date of next AGM (RM'000)
DAU	Writer fees payable by SMCSB to DAU for articles to be contributed	DAU	25
Total			25

Notes:-

New transacting party.

* *New Recurrent Related Party Transactions which were not covered in the previous general mandate.*

^ *On 23 July 2014, BFood had announced the proposed acquisition of the remaining 50% equity interest in BStarbucks not owned by BFood ("Proposed Acquisition"). The Proposed Acquisition is pending the approval from the shareholders of BFood and is expected to be completed by the end of September 2014.*

^^ This was categorised under BCorporation and its unlisted subsidiaries in the Circular to Shareholders dated 13 September 2013.

^^^ This was categorised under BRetail and its unlisted subsidiaries in the Circular to Shareholders dated 13 September 2013.

^^^ This was categorised under Persons Connected with TSVT in the Circular to Shareholders dated 13 September 2013.

(1) The estimated values from 10 October 2014 to the date of next AGM in 2015 are based on historical records and budgets of the respective Recurrent Related Party Transactions. The actual values of these transactions may differ from the said estimated values.

(2) BCorporation is a Major Shareholder of B-Land, BToto, BAssets, BFood and BAUTO and its direct and indirect interests in these companies as at 20 August 2014 are set out below:-

	% of Interest	
	Direct	Indirect
B-Land	2.19	56.34 ^(a)
BToto	2.11	47.69 ^(b)
BAssets	-	21.35 ^(a)
BFood	-	50.88 ^(c)
BAUTO	-	50.48 ^(a)

Notes:-

(a) Deemed interested by virtue of its 100% interest in BGroup.

(b) Deemed interested by virtue of its 100% interest in BGroup and its deemed interest in BAssets, the holding company of Sublime Cartel Sdn Bhd.

(c) Deemed interested by virtue of its 100% interest in BGroup and its deemed interest in Berjaya Philippines Inc.

(3) TSVT is a Major Shareholder of BCorporation by virtue of his direct interest and his deemed interests in BCorporation and a Major Shareholder of SEM by virtue of his deemed interest in SEM. By virtue of his interests in BCorporation and SEM, TSVT is also deemed to be interested in the shares of the subsidiaries of BCorporation and SEM to the extent these companies have an interest.

TSVT's direct and indirect interests in BCorporation, B-Land, BToto, BAssets, BFood, BAUTO and SEM as at 20 August 2014 are set out below:-

	% of Interest	
	Direct	Indirect
BCorporation	23.85	23.98 ^(a)
B-Land	7.81	61.01 ^(b)
BToto	0.76	50.36 ^(c)
BAssets	49.88	29.43 ^(d)
BFood	0.35	50.72 ^(e)
BAUTO	-	50.48 ^(e)
SEM	-	51.00 ^(f)

Notes:-

(a) Deemed interested by virtue of his interests in HRESB, Nostalgia Kiara Sdn Bhd, Superior Structure Sdn Bhd, BAssets (the holding company of Berjaya Times Square Sdn Bhd and Sublime Cartel Sdn Bhd), BMedia (the holding company of Gemtech (M) Sdn Bhd), B & B Enterprise Sdn Bhd (the holding company of Lengkap Bahagia Sdn Bhd and

Nautilus Corporation Sdn Bhd) and HQZ Credit Sdn Bhd, the ultimate holding company of Desiran Unggul Sdn Bhd, Premier Merchandise Sdn Bhd and Berjaya Infrastructure Sdn Bhd.

- (b) *Deemed interested by virtue of his interests in BCorporation, HRESB, B & B Enterprise Sdn Bhd and Berjaya VTCY Sdn Bhd and his interest in BAssets (the holding company of Berjaya Times Square Sdn Bhd and Sublime Cartel Sdn Bhd) and HQZ Credit Sdn Bhd, the ultimate holding company of Desiran Unggul Sdn Bhd and Premier Merchandise Sdn Bhd.*
- (c) *Deemed interested by virtue of his interest in BCorporation and B & B Enterprise Sdn Bhd and Berjaya VTCY Sdn Bhd, his interest in BAssets, the holding company of Sublime Cartel Sdn Bhd and his deemed interests in Premier Merchandise Sdn Bhd.*
- (d) *Deemed interested by virtue of his interests in BCorporation, B & B Enterprise Sdn Bhd, Berjaya VTCY Sdn Bhd, Vecc-Men Holdings Sdn Bhd, HRESB and his deemed interest in Lim Kim Hai Sales & Services Sdn Bhd.*
- (e) *Deemed interested by virtue of his interests in BCorporation.*
- (f) *Deemed interested by virtue of his interest in HQZ Credit Sdn Bhd, the ultimate holding company of SEM.*
- (4) *SEM is a 51%-owned subsidiary of BRetail. BRetail is a wholly-owned subsidiary of Premier Merchandise Sdn Bhd, which in turn is a wholly-owned subsidiary of Intan Utilities Berhad. TSVT is a deemed Major Shareholder of Intan Utilities Berhad by virtue of his 99.99% interest in HQZ Credit Sdn Bhd, the ultimate holding company of Intan Utilities Berhad.*
- (5) *Metropolitan Utilities Corporation Sdn Bhd is a wholly-owned subsidiary of Berjaya Infrastructure Sdn Bhd. TSVT is a deemed Major Shareholder of Metropolitan Utilities Corporation Sdn Bhd by virtue of his 99.99% interest in HQZ, the ultimate holding company of Metropolitan Utilities Corporation Sdn Bhd.*
- (6) *DRTYC is the Chairman of BCorporation and Executive Chairman of BFood. DRTYC is also the Chief Executive Officer of BCorporation and BToto.*

DRTYC is a Major Shareholder of BCorporation by virtue of his direct interest and his deemed interest in BCorporation. His direct and indirect interests in BCorporation, B-Land, BToto, BAssets, BFood and BAUTO as at 20 August 2014 are set out below:-

	% of Interest	
	Direct	Indirect
<i>BCorporation</i>	<i>0.05</i>	<i>14.44^(a)</i>
<i>B-Land</i>	<i>0.01</i>	<i>1.14^(a)</i>
<i>BToto</i>	<i>0.07</i>	<i>-</i>
<i>BAssets</i>	<i>0.05</i>	<i>4.15^(a)</i>
<i>BFood</i>	<i>0.65</i>	<i>-</i>
<i>BAuto</i>	<i>0.04</i>	<i>-</i>

Note:-

- (a) *Deemed interest by virtue of his interest in HRESB.*

DRTYC is a son of TSVT. Hence, DRTYC is a Person Connected to TSVT.

- (7) *TSVT and BCorporation are Major Shareholders of MOL.com Sdn Bhd. Their direct and indirect interests in MOL.com Sdn Bhd as at 20 August 2014 are set out below:-*

	% of Interest	
	Direct	Indirect
<i>TSVT</i>	81.17	18.48 ^(a)
<i>BCorporation</i>	-	18.48 ^(b)

Notes:-

- (a) *Deemed interested by virtue of his interests in BCorporation.*
 (b) *Deemed interested by virtue of its 100% interest in Berjaya Hills Berhad and its deemed interests in Berjaya Sompo Insurance Berhad and Prime Credit Leasing Sdn Bhd.*

DRTYC is the Chairman and a shareholder of MOL.com Sdn Bhd.

- (8) *MOL Accessportal Sdn Bhd is a wholly-owned subsidiary of MOL Global Inc. TSVT and BCorporation are Major Shareholders of MOL Global Inc. Their direct and indirect interests in MOL Global Inc as at 20 August 2014 are set out below:-*

	% of Interest	
	Direct	Indirect
<i>TSVT</i>	0.18	64.89 ^(a)
<i>BCorporation</i>	-	36.96 ^(b)

Notes:-

- (a) *Deemed interested by virtue of his interests in HRESB, MOL.com Sdn Bhd, MOL Investments Pte Ltd and his deemed interest in MOL Ventures Pte. Ltd.*
 (b) *Deemed interested by virtue of its interest in MOL.com Sdn Bhd.*

- (9) *U Mobile Sdn Bhd is 36.46% and 2.01% owned by U Telemedia Sdn Bhd and Berjaya Infrastructure Sdn Bhd respectively. TSVT, the Chairman of U Mobile Sdn Bhd, is also a Major Shareholder of U Mobile by virtue of his 6.20% direct interest and 38.47% deemed interest in U Mobile through his interests in U Telemedia and HQZ Credit Sdn Bhd, the ultimate holding company of Berjaya Infrastructure Sdn Bhd.*

- (10) *Tan Sri Dato' Tan Chee Sing is a Major Shareholder of Tropicana Corporation Berhad. His direct and indirect interests in Tropicana Corporation Berhad as at 20 August 2014 are set out below:-*

	% of Interest	
	Direct	Indirect
<i>Tan Sri Dato' Tan Chee Sing</i>	29.08	40.46 ^(a)

Note:-

- (a) *Deemed interested by virtue of his interests in Impeccable Ace Sdn Bhd, Golden Diversity Sdn Bhd and Aliran Firasat Sdn Bhd.*

Tan Sri Dato' Tan Chee Sing, a brother of TSVT, is a Person Connected to TSVT.

- (11) *High-5 Conglomerate Berhad (formerly known as Silver Bird Group Berhad) is a 14.34% owned associated company of BCorporation. TSVT is deemed a Major Shareholder of High-5 Conglomerate Berhad by virtue of his 0.66% direct interest and 16.69% deemed interests via BCorporation and HQZ Credit Sdn Bhd.*

- (12) *TSVT and BCorporation were Major Shareholders of TMC Life Sciences Berhad. TSVT and BCorporation ceased as a Major Shareholder of TMC Life Sciences Berhad on 7 August 2014 after the disposal by the BCorporation Group of 26.65% equity interest in the company.*
- (13) *Berjaya Sampo Insurance Berhad is a 30% owned associated company of BCorporation. TSVT is a deemed Major Shareholder of Berjaya Sampo Insurance Berhad by virtue of his interests in BCorporation.*
- (14) *TSVT is a deemed Major Shareholder of Caring Pharmacy Group Berhad by virtue of his 70% interest in Jitumaju Sdn Bhd. Jitumaju Sdn Bhd has 18.05% equity interest in Caring Pharmacy Group Berhad.*
- (15) *DAU is an Independent Non-Executive Director of BMedia. He does not own any share in BMedia.*

2.4 Method or Procedures on which Transactions Prices are Determined/Review Procedures for Recurrent Related Party Transactions

BMedia Group has established various methods and procedures to ensure that Recurrent Related Party Transactions are entered into on an arm's length basis and on normal commercial terms which are consistent with the Group's normal business practices and policies and are on terms not more favourable to the Related Party than those extended to third parties and are not detrimental to the minority shareholders, and may include, inter-alia, the following:-

- (i) The transaction prices are based on prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms;
- (ii) The Related Parties and interested Directors will be notified of the method and/or procedures of the BMedia Group;
- (iii) Records of Recurrent Related Party Transactions will be retained and compiled by the Group accountant for submission to the auditors and Audit and Risk Management Committee for review;
- (iv) Auditors shall review Recurrent Related Party Transactions as part of their audit programme and report findings to the Audit and Risk Management Committee;
- (v) The Audit and Risk Management Committee is to provide a statement that it has reviewed the terms of the Recurrent Related Party Transactions to ensure that such transactions are undertaken based on terms not more favourable to the Related Party than those generally available to the public, are not detrimental to the minority shareholders and is in the best interest of the BMedia Group;
- (vi) Directors who have any interests in any Recurrent Related Party Transactions shall abstain from Board deliberations and voting and will ensure that they and any Person Connected with them will also abstain from voting on the resolution at the EGM or AGM to be convened for the purpose; and
- (vii) Disclosures will be made in the annual report of the breakdown of the aggregate value of the Recurrent Related Party Transactions during the financial year, amongst others, based on the following information:-
 - (a) the type of the Recurrent Related Party Transactions made; and
 - (b) the names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the listed issuer.

At least two other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be 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. Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the BMedia Group based on those offered by/to other unrelated parties for the same or substantially similar type of transaction to ensure that the Recurrent Related Party Transaction is not detrimental to BMedia Group.

Pursuant to Paragraph 10.09(1)(a) of the Listing Requirements, BMedia must immediately announce a Recurrent Related Party Transaction where :-

- (i) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transactions is RM1 million or more; or
- (ii) the percentage ratio of such Recurrent Related Party Transaction is 1% or more,

whichever is the higher.

In addition, Paragraph 10.08(2) of the Listing Requirements states that where any one of the percentage ratios of a related party transaction is 5% or more, BMedia must issue a circular to its shareholders, obtain specific shareholders' approval of the transaction and appoint an independent adviser. Further, Paragraph 10.08(4) of the Listing Requirements states that where any one of the percentage ratios is 25% or more, in addition to the foregoing, BMedia must appoint a main adviser.

The guidelines for the relevant approving authority practiced by the BMedia Group in relation to Recurrent Related Party Transactions are as follows:-

- (i) Transactions below RM100,000 each in value will be reviewed and approved by the Executive Director or such other senior executive(s) (not being a person connected to the Related Party) designated by the Audit and Risk Management Committee from time to time for such purpose and tabled for review by the Audit and Risk Management Committee on a half yearly basis.
- (ii) Transactions equal to or exceeding RM100,000 each in value will be reviewed and approved by the Audit and Risk Management Committee.
- (iii) The Executive Director or other senior executives(s) designated by the Audit and Risk Management Committee from time to time for such purpose, and the Audit and Risk Management Committee, may, as he/it deems fit, request for additional information pertaining to the transaction under review from independent sources or advisers, including the obtaining of valuations from independent professional valuers.

2.5 Statement by Audit and Risk Management Committee

The Audit and Risk Management Committee of BMedia has seen and reviewed the procedures mentioned in Section 2.4 above and is of the opinion that the abovementioned procedures are sufficient to ensure that the Recurrent Related Party Transactions are carried out on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders.

The BMedia Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner. The Audit and Risk Management Committee conducts the review of these procedures and processes on a half yearly basis.

2.6 Existing Mandate on Recurrent Related Party Transactions

Set out below is the actual value transacted of each Recurrent Related Party Transaction, from the date on which the existing mandate was obtained on 9 October 2013 up to 20 August 2014, being the latest practicable date before the printing of this Circular, together with its estimated value as disclosed in the Circular to the Shareholders dated 13 September 2013:-

Recurrent Related Party Transactions with Persons Connected with TSVT

BMedia Group with the following Related Party	Nature of transactions undertaken by BMedia and/or its subsidiaries	Actual Value Transacted from 9 October 2013 to 20 August 2014 (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 13 September 2013 (RM'000)
BCorporation and its unlisted subsidiaries			
BCorporation and its unlisted subsidiaries	Placement of advertisements in <i>theSun</i> .	1,471	6,200
BCorporation	Management fees payable to BCorporation for services rendered includes the provision of finance, secretarial and general administrative services	107	120
Bermaz Motor Sdn Bhd	Purchase of motor vehicles' component parts and related product and services	-	800
Berjaya Registration Services Sdn Bhd	Receipt of share registration and other related services	38	100
Successline (M) Sdn Bhd and its subsidiaries	Distribution of <i>theSun</i> on behalf of SMCSB	108	150
Prime Credit Leasing Sdn Bhd	Receipt of leasing and hire purchase facilities by BMedia Group	-	600
Total		1,724	7,970
B-Land and its unlisted subsidiaries			
B-Land and its unlisted subsidiaries	Placement of advertisements in <i>theSun</i> .	409	1,220

BMedia Group with the following Related Party	Nature of transactions undertaken by BMedia and/or its subsidiaries	Actual Value Transacted from 9 October 2013 to 20 August 2014 (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 13 September 2013 (RM'000)
Regnis Industries (Malaysia) Sdn Bhd	Rental paid by SMCSB for renting of office premises at factory space, part of Ground Floor and 5 th Floor and whole of 4 th Floor, Lot 6, Jalan 51/217, Section 51, 46050 Petaling Jaya, Selangor.	499	585
	Security charges paid by SMCSB	47	76
Total		955	1,881
BToto and its unlisted subsidiaries			
BToto and its unlisted subsidiaries	Placement of advertisements in <i>theSun</i> .	1,186	3,400
Total		1,186	3,400
BFood and its subsidiaries			
BFood and its subsidiaries	Placement of advertisements in <i>theSun</i> .	366	1,550
Total		366	1,550
Other related parties			
BAssets and its subsidiaries	Placement of advertisements in <i>theSun</i> .	84	650
BStarbucks	Placement of advertisements in <i>theSun</i> .	431	1,000
BRetail and its subsidiaries	Placement of advertisement in <i>theSun</i> .	642	2,150
7-Eleven Malaysia Sdn Bhd, a subsidiary of SEM	Distribution of <i>theSun</i> on behalf of SMCSB.	679	1,700
Singer (Malaysia) Sdn Bhd, a subsidiary of BRetail	Rental paid by SMCSB for renting of office premises at part of Ground Floor, Lot 6, Jalan 51/217, Section 51, 46050 Petaling Jaya, Selangor.	15	30
MOL.com Sdn Bhd and its subsidiaries	Placement of advertisements in <i>theSun</i> .	-	100

BMedia Group with the following Related Party	Nature of transactions undertaken by BMedia and/or its subsidiaries	Actual Value Transacted from 9 October 2013 to 20 August 2014 (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 13 September 2013 (RM'000)
MOL Accessportal Sdn Bhd	Placement of advertisement in <i>theSun</i> .	-	200
	Commission on purchase of soft pin.	-	500
U Mobile Sdn Bhd	Placement of advertisements in <i>theSun</i> .	276	1,500
Tropicana Corporation Berhad and its subsidiaries	Placement of advertisements in <i>theSun</i> .	72	500
Persons connected with TSVT (other than the companies mentioned above)	Placement of advertisements in <i>theSun</i> .	537	5,000
Total		2,736	13,330
Grand Total		6,967	28,131

Recurrent Related Party Transactions with DAU

BMedia Group with the following Related Party	Nature of transactions undertaken by BMedia and/or its subsidiaries	Actual Value Transacted from 9 October 2013 to 20 August 2014 (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 13 September 2013 (RM'000)
DAU	Writer fees paid by SMCSB to DAU for articles contributed	14	25
Total		14	25

The total outstanding amount due under Recurrent Related Party Transactions which exceeded the credit terms as at 30 April 2014 amounted to RM159,380 all of which are due more than 120 days but less than one year. As at the latest practicable date prior to the printing of this Circular, RM54,865 of the said amount has been settled. The management has and will continue to discuss with the Related Parties for early settlement of the outstanding amount. No late payment charge was imposed on this outstanding amount as it is recoverable and the Board is of the opinion that this outstanding amount would be fully recovered by the financial year ending 30 April 2015.

3.0 RATIONALE FOR, AND THE BENEFIT TO THE BMEDIA GROUP FROM TRANSACTING WITH RELATED PARTIES

- 3.1 The Recurrent Related Party Transactions to be entered into by BMedia Group are all in the ordinary course of business and intended to meet the business needs of the Group at the best possible terms so as to achieve the synergistic benefits within the entire BMedia Group as a whole. As such, it is anticipated that the Recurrent Related Party Transactions would occur on a frequent and recurrent basis.
- 3.2 The Proposed Mandate will eliminate the need to make announcements to the Exchange and/or to convene separate EGMs from time to time to seek shareholders' prior approvals for BMedia Group to enter into such Recurrent Related Party Transactions. This will also reduce substantial administrative time and expenses in convening such EGMs without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group.
- 3.3 The Recurrent Related Party Transactions provide BMedia Group the support for its operational and business needs and further enhance its ability to explore beneficial business opportunities within the Group and the Related Parties.

4.0 CONDITIONS OF THE PROPOSED MANDATE

The Proposed Mandate is conditional upon approval being obtained from shareholders of BMedia at the forthcoming AGM. The Proposed Mandate being procured from shareholders of BMedia at the forthcoming AGM is subject to annual renewal.

5.0 FINANCIAL EFFECTS OF THE PROPOSED MANDATE

The Proposed Mandate does not have any effect on the issued and paid-up share capital of BMedia and is not expected to have any material effect on the consolidated earnings and net assets of BMedia.

6.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

- 6.1 The direct and indirect shareholdings of the interested Major Shareholders, interested Directors and Person Connected with them in BMedia as at 20 August 2014 are as follow:-

	----- Direct -----		----- Indirect -----	
	No. of Shares	%	No. of Shares	%
Interested Major Shareholders				
TSVT	91,504,882	38.92	⁽ⁱ⁾ 77,959,644	33.17
BCorporation	-	-	⁽ⁱⁱ⁾ 44,991,444	19.15
Interested Director				
DRTYC	18,000	0.01	⁽ⁱⁱⁱ⁾ 17,017,200	7.24
			^(iv) 100	*
DAU	-	-	-	-
Interested Person Connected				
HRESB	17,017,200	7.24	-	-

Notes:-

- * *Negligible.*
- (i) *Deemed interested by virtue of his interests in BCorporation, HRESB, Nostalgia Kiara Sdn Bhd, Superior Structure Sdn Bhd, BAssets (the holding company of Berjaya Times Square Sdn Bhd and Sublime Cartel Sdn Bhd), B & B Enterprise Sdn Bhd (the holding company of Lengkap Bahagia Sdn Bhd and Nautilus Corporation Sdn Bhd) and HQZ Credit Sdn Bhd, the ultimate holding company of Desiran Unggul Sdn Bhd and Premier Merchandise Sdn Bhd.*
- (ii) *Deemed interested by virtue of its 100% interest in BGroup and Berjaya Hills Berhad.*
- (iii) *Deemed interest by virtue of his interest in HRESB.*
- (iv) *Indirect interest pursuant to Section 134(12)(c) of the Act.*

6.2 DRTYC, being an interested Director, has abstained and will continue to abstain from all Board deliberations and voting in relation to the Proposed Mandate I. DRTYC will also abstain from voting in respect of his direct and/or indirect shareholdings in BMedia on the ordinary resolution approving the Proposed Mandate I at the forthcoming AGM. DRTYC has undertaken to ensure that Persons Connected with him will also abstain from voting on the ordinary resolution, deliberating or approving the Proposed Mandate I at the forthcoming AGM.

Mr. Chan Kien Sing, an Executive Director of BMedia, is also a Director of several companies which are under separate listed groups in which TSVT is deemed to have interest. Although he is not deemed to be interested in the Proposed Mandate I pursuant to the Listing Requirements, he has however voluntarily abstained and will continue to abstain from all Board deliberations and voting in relation to the Proposed Mandate I. He will also abstain from voting in respect of his direct and/or indirect shareholdings in BMedia on the ordinary resolution approving the Proposed Mandate I at the forthcoming AGM.

DAU, being an interested Director, has abstained and will continue to abstain from all Board deliberations and voting in relation to the Proposed Mandate II. DAU will also abstain from voting in respect of his direct and/or indirect shareholdings in BMedia on the ordinary resolution approving the Proposed Mandate II at the forthcoming AGM. DAU has undertaken to ensure that Persons Connected with him will also abstain from voting on the ordinary resolution, deliberating or approving the Proposed Mandate II at the forthcoming AGM.

6.3 TSVT and BCorporation, being interested Major Shareholders, will abstain from voting in respect of their direct and/or indirect shareholdings on the ordinary resolution approving the Proposed Mandate I at the forthcoming AGM. They have respectively undertaken to ensure that Persons Connected with them will also abstain from voting on the ordinary resolution, deliberating or approving the Proposed Mandate I at the forthcoming AGM.

6.4 Save as disclosed, none of the other Directors and/or Persons Connected with them and Major Shareholders, has any interest, direct or indirect, in the Proposed Mandate.

7.0 DIRECTORS' RECOMMENDATIONS

The Board (except for DRTYC and Mr. Chan Kien Sing), having considered all aspects of the Proposed Mandate I, is of the opinion that it is in the best interest of the BMedia Group and accordingly, the Board, with the exception of DRTYC and Mr. Chan Kien Sing who have abstained from making any recommendation on the Proposed Mandate I, recommends that you vote in favour of the Proposed Mandate I to be tabled at the forthcoming AGM.

The Board (except for DAU), having considered all aspects of the Proposed Mandate II, is of the opinion that it is in the best interest of the BMedia Group and accordingly, the Board, with the exception of DAU who has abstained from making any recommendation on the Proposed Mandate II, recommends that you vote in favour of the Proposed Mandate II to be tabled at the forthcoming AGM.

8.0 AGM

- 8.1 The AGM, Notice of which is enclosed in the Annual Report 2014, and an extract of the ordinary resolutions on the Proposed Mandate is enclosed in this Circular, will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Friday, 10 October 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions to give effect to the Proposed Mandate.
- 8.2 If you are unable to attend and vote in person at the AGM, you are requested to complete and return the enclosed Form of Proxy in the Annual Report 2014 in accordance with the instructions therein as soon as possible so as to arrive at the Registered Office of the Company at Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No. 1 Jalan Imbi, 55100 Kuala Lumpur not less than forty eight (48) hours before the time set for the AGM. The completion and the return of the Form of Proxy will not preclude you from attending and voting in person at the forthcoming AGM should you subsequently wish to do so.

9.0 FURTHER INFORMATION

- 9.1 Shareholders are requested to refer to the Appendix I for further information.

Yours faithfully
For and on behalf of the Board of Directors
BERJAYA MEDIA BERHAD

LOH CHEN PENG
Independent Non-Executive Director

FURTHER INFORMATION**1. RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors of BMedia and that they collectively and individually accept full responsibility for the accuracy of the information given 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.

2. MATERIAL CONTRACT

Neither BMedia nor any of its subsidiary companies has entered into any contract which is or may be material (not being contracts entered into in the ordinary course of business of the Company or any of its subsidiary companies) during the two (2) years immediately preceding the date of this Circular.

3. MATERIAL LITIGATIONS

Save as disclosed below, as at 28 August 2014 neither BMedia nor any of its subsidiary companies is engaged in any litigation, claims or arbitration either as plaintiff or defendant, which will have a material effect on the financial position of the Group and the Directors of BMedia are not aware of any proceedings pending or threatened against the Group which might materially and/or adversely affect the position or business of the Group:-

- (i) Ganad Media Sdn Bhd and Gan Kok Beng (collectively known as “**Ganad Plaintiffs**”) filed a Statement of Claim dated 8 June 2009 against SMCSB and its journalist, Mr. Terence Fernandez and its Editor-in-Chief, Mr. Chong Cheng Hai, (collectively, the “**Ganad Defendants**”) alleging that they were defamed by reason of articles published in *theSun* on 18, 24 and 25 November 2008. The Ganad Plaintiffs were claiming for compensatory damages in the sum of RM10 million and special damage in the sum of RM3,974,373.75 together with interest and cost. A Writ of Summons and a Statement of Claim have been served on 16 June 2009. The Ganad Defendants have filed in their Statement of Defence on 15 July 2009. The trial concluded after twelve (12) days. On 29 April 2014, The High Court dismissed the Ganad Plaintiffs’ claim with costs of RM60,000. The Ganad Plaintiffs have filed an appeal to Court of Appeal and the matter is fixed for case management on 23 September 2014. The Ganad Defendants’ solicitors are of the view that the Ganad Defendants have an arguable good defence in this matter and have a fair chance in resisting the Ganad Plaintiffs’ appeal.
- (ii) Dato’ Abdul Halim Ali & Brightmark Sdn. Bhd. (collectively known as the “**BSB Plaintiffs**”) have filed a Statement of Claim dated 25 November 2009 against SMCSB and its journalist, Mr. Terence Fernandez, (collectively known as the “**BSB Defendants**”) alleging that they were defamed by reason of articles published in *theSun* and also in its webpage at www.sun2surf.com, both of which were reported on 12 November 2009 and 13 November 2009 respectively. The BSB Plaintiffs are claiming damages for the sum of RM10 million for libel, a further RM1 million for exemplary damages and special damages to be assessed by court together with interest and cost against SMCSB. The BSB Plaintiffs are also claiming the sum of RM5 million for libel, RM500,000 for exemplary damages and special damages to be assessed by court together with interest and cost against Mr. Terence Fernandez. The Writ and Statement of Claim were served on 1 December 2009 together with an interim injunction dated 26 November 2009. The injunction was heard on 16 December 2009 and the court refused the BSB Plaintiffs’ application in stopping *theSun* and Mr. Terence Fernandez from writing further or follow-up articles. The trial of this case has completed and the parties have been directed to file their respective written submission. The Court fixed the matter for oral

clarification/decision on 18 September 2014. The BSB Defendants' solicitors are of the view that they have a fair chance of defending the claim.

- (iii) Dato' Ibrahim Ali ("**DIA**") has filed a Statement of Claim on 25 May 2010 against SMCSB, its Managing Editor, Mr. Chong Cheng Hai and its journalist, Mr. Terence Fernandez, (collectively known as "**DIA Defendants**") alleging that DIA was defamed by reason of an article published in *theSun* on 17 March 2010. DIA is seeking a mandatory injunction preventing the DIA Defendants to further publish any defamatory articles in *theSun*, an order compelling the DIA Defendants to withdraw the defamatory words and to print an apology to DIA in *theSun* together with special and exemplary damages for libel with interest and cost. The Writ and Statement of Case were served on the DIA Defendants' solicitors on 22 June 2010. The DIA Defendants' defence was filed on 17 August 2010. The matter is now fixed for trial on 27, 28 and 29 October 2014. The DIA Defendants' solicitors are of the view that they have a fair chance in defending the case.
- (iv) SMCSB has filed a Statement of Claim dated 26 August 2011 against The Nielsen Company (Malaysia) Sdn Bhd ("**Nielsen**") for defamation arising out of readership data of the Sun newspaper published in the Nielsen Media Index. SMCSB is seeking among other relief, general damages for defamation and special damages for loss of profits. Nielsen has filed its Statement of Defence and a Counterclaim dated 31 October 2011 against SMCSB for allegedly publishing articles defamatory of Nielsen. SMCSB has filed a Reply to Defence and Defence to Counterclaim dated 10 January 2012. Nielsen filed a Rejoinder dated 2 February 2012. Following SMCSB's application for leave to amend the Statement of Claim made on 4 September 2012 which was granted by the Court of Appeal on 15 May 2013, the Statement of Claim was amended to include additional causes of action of negligence, malicious falsehood and the inclusion of two additional defendants who were the officers of Nielsen at the relevant time, namely, Kow Kuan Hua and Danyal Abdul Malik. Nielsen filed its Amended Defence and Counterclaim dated 29 July 2013. SMCSB filed the Amended Reply and Defence to Counterclaim dated 9 October 2013, and Nielsen filed the Amended Rejoinder dated 8 November 2013. The matter is now being case managed by the High Court, with the next case management fixed on 28 August 2014, and hearing of Sun Media's Further Discovery Application and Interrogatories Application against Nielsen fixed on 25 September 2014. Based on the legal advice of its solicitors, the Directors are of the opinion that there is a reasonable prospect of success in the claim against the defendants and for SMCSB to defend against Nielsen's Counterclaim.
- (v) Asia Pacific Higher Learning Sdn Bhd ("**APHLSB**") have filed a Statement of Claim dated 14 November 2013 against SMCSB alleging that they were defamed by reason of articles published in *theSun* webpage at <http://www.sundaily.my>, both of which were reported on 26 March 2012 and 30 September 2013 respectively. APHLSB are seeking an unconditional written apology, that the written apology be published in a national Malay daily and national English daily for one(1) day, an injunction restraining SMCSB and/or its employees and/or its agents from giving comments, repeating and/or causing the publication or words and/or any statement that is defamatory in nature against APHLSB, an injunction restraining SMCSB and/or its employees and/or its agents from relying on the said statements to initiate any proceedings that will or may prejudice APHLSB, general damages of RM550,000,000, exemplary and/or punitive damages as assessed by the court together with interest and cost. SMCSB have filed in their Statement of Defence on 5 February 2014. Matter is fixed for trial on 14 and 15 January 2015. SMCSB's solicitors are of the view that they have a fair chance in defending the case.

- (vi) Wan Mazlan Bin Mohamed Woojdy (“**WMBMW**”) have filed a Statement of Claim dated 15 November 2013 against SMCSB alleging that WMBMW was defamed by reason of article published in *theSun* webpage at <http://www.sundaily.my>, which was reported on 30 September 2013. WMBMW is seeking an unconditional written apology, that the written apology be published in a national Malay daily and national English daily for one(1) day, an injunction restraining SMCSB and/or its employees and/or its agents from giving comments, repeating and/or causing the publication or words and/or any statement that is defamatory in nature against WMBMW, an injunction restraining SMCSB and/or its employees and/or its agents from relying on the said statements to initiate any proceedings that will or may prejudice WMBMW, general damages of RM5,000,000, exemplary and/or punitive damages as assessed by the court together with interest and cost. SMCSB have filed in their Statement of Defence on 5 February 2014. Matter is fixed for trial on 14 and 15 January 2015. SMCSB’s solicitors are of the view that they have a fair chance in defending the case.

4. DOCUMENTS FOR INSPECTION

The following documents will be available for inspection at the Registered Office of BMedia at Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No. 1, Jalan Imbi, 55100 Kuala Lumpur, during normal office hours from Monday to Friday (except public holidays) from the date of this Circular up to the time set for convening the AGM:-

- (i) Memorandum and Articles of Association of BMedia;
- (ii) The relevant cause papers in relation to material litigations referred to in Section 3 above; and
- (iii) The audited consolidated financial statements of BMedia for the past two (2) financial years ended 30 April 2013 and 30 April 2014 respectively.

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EXTRACT OF RESOLUTIONS TO BE TABLED AT THE BMEDIA TWENTIETH AGM

ORDINARY RESOLUTION

PROPOSED RENEWAL OF AND NEW 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

“That, subject to the provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Company and its subsidiaries, 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 18 September 2014 (“**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 subsidiaries 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 mandate 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 the ordinary resolution for the Proposed Mandate I will be passed, at which time it will lapse, unless by a resolution passed at a 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 resolution passed by the shareholders at a general meeting;

whichever is the earlier;

And Further That authority be and is hereby given to the Directors of the Company and its subsidiaries 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.”

ORDINARY RESOLUTION

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH DATUK SERI AZMAN BIN UJANG

“That, subject to the provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Company and its subsidiaries, 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 18 September 2014 (“**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 subsidiaries 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 mandate 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 the ordinary resolution for the Proposed Mandate II will be passed, at which time it will lapse, unless by a resolution passed at a 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 resolution passed by the shareholders at a general meeting;

whichever is the earlier;

And Further That authority be and is hereby given to the Directors of the Company and its subsidiaries 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.”