

board of directors

Tan Sri Lee Lam Thye

Independent Non-Executive Director

Tan Sri Lee Lam Thye, aged 60, a Malaysian, is an Independent Non-Executive Director of Media Prima Berhad. He was appointed to the Board of Media Prima Berhad on 18 August 2003.

Dato' Abdul Mutalib bin Datuk Seri Mohamed Razak

Chairman

Dato' Abdul Mutalib bin Datuk Seri Mohamed Razak, aged 63, a Malaysian, is the Chairman of Media Prima Berhad. He is an Independent Non-Executive Director and was appointed to the Board of Media Prima Berhad on 5 December 2003. He was appointed as Non-Executive Chairman of Media Prima Berhad on 14 March 2005.



**Abdul Rahman
bin Ahmad**

**Group Managing Director/
Chief Executive Officer**

Encik Abdul Rahman bin Ahmad, aged 37, a Malaysian, is the Group Managing Director/ Chief Executive Officer of Media Prima Berhad. He was appointed to the Board of Media Prima Berhad on 22 October 2001.

**Shahril Ridza
bin Ridzuan**

**Non-Independent
Non-Executive Director**

Encik Shahril Ridza bin Ridzuan, aged 36, a Malaysian, is a Non-Independent Non-Executive Director of Media Prima Berhad. He was appointed to the Board of Media Prima Berhad on 22 October 2001.

**Dato' Dr Mohd Shahari
bin Ahmad Jabar**

**Independent Non-Executive
Director**

Dato' Dr Mohd Shahari bin Ahmad Jabar, aged 69, a Malaysian, is an Independent Non-Executive Director of Media Prima Berhad. He was appointed to the Board of Media Prima Berhad on 18 August 2003.





**Dato' Abdul Mutalib bin
Datuk Seri Mohamed Razak**
Chairman

Dato' Abdul Mutalib bin Datuk Seri Mohamed Razak, aged 63, a Malaysian, is the Chairman of Media Prima Berhad. An Independent Non-Executive Director, he joined the Board of Media Prima Berhad on 5 December 2003 and was appointed Non-Executive Chairman of Media Prima Berhad on 14 March 2005. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of Media Prima Berhad.

Dato' Abdul Mutalib currently sits on the Board of Mardec Berhad, The New Straits Times Press (Malaysia) Berhad and Sistem Televisyen Malaysia Berhad (TV3), of which he is the Chairman. He is also Chairman of Metropolitan TV Sdn Bhd (8TV), Natseven TV Sdn Bhd (ntv7), Ch-9 Media Sdn Bhd (TV9), Max-Airplay Sdn Bhd (Fly FM) and Synchronsound Studio Sdn Bhd (Hot FM).

Dato' Abdul Mutalib was the Secretary/ Legal Advisor to the Urban Development Authority from 1972 to 1975. He then went into private practice under the name Messrs Mutalib, Sundra & Low, later renamed Mutalib, Wan & Co, of which he is currently the Senior Partner. In 1984, Dato' Abdul Mutalib was appointed Trustee Director of Yayasan Pembangunan Ekonomi Islam Malaysia (YPEIM), a post he held until 1988. He was also the Company Secretary of Yayasan Bumiputra Pulau Pinang Berhad from 1980 to 1990 and Deputy Chairman of Setron (M) Berhad from 1987 to 1990. He is one of the Presidents of the Tribunal for Consumer Claims and sits on the Board of various private companies.

He obtained a Bachelor of Arts (Hons) degree in Political Science from the University of Singapore in 1967 and was called to the Bar at The Honorable Society of Lincoln's Inn, London, in 1971.

Other than as disclosed, he does not have any family relationship with any Directors and/ or major shareholders of Media Prima Berhad. He has no personal interest in any business arrangements involving Media Prima Berhad. He has had no convictions for any offences within the past ten years.

**Abdul Rahman
bin Ahmad**

**Group Managing Director/
Chief Executive Officer**

Encik Abdul Rahman bin Ahmad, aged 37, a Malaysian, is the Group Managing Director/ Chief Executive Officer of Media Prima Berhad. He was appointed to the Board of Media Prima Berhad on 22 October 2001.

Before his appointment as the Group Managing Director/ Chief Executive Officer of Media Prima Berhad on 1 September 2003, Encik Abdul Rahman was the Chief Executive Officer of Malaysian Resources Corporation Berhad (MRCB), a position he took up in August 2001. He currently sits on the Board of MRCB, The New Straits Times Press (Malaysia) Berhad, Syarikat Prasarana Negara Berhad and Composite Technology Research Malaysia Sdn Bhd. He is also the Executive Director of Sistem Televisyen Malaysia Berhad (TV3) and a member of the Audit Committee of Media Prima Berhad.

Encik Abdul Rahman was an Assistant Manager at Arthur Andersen, London, from 1992 to 1996, after which he held the position of Special Assistant to the Executive Chairman of Trenergy (M) Berhad/ Turnaround Managers Inc (M) Sdn Bhd until 1999. He subsequently joined Pengurusan Danaharta Nasional

Berhad as a Unit Head from 1999 to 2000 and went on to become an Executive Director of SSR Associates Sdn Bhd until August 2001. He also sits on the Board of Directors of various private companies.

He holds a Master of Arts from Cambridge University, England, and is a member of the Institute of Chartered Accountants, England & Wales.

Other than as disclosed, he does not have any family relationship with any Directors and/ or major shareholders of Media Prima Berhad. He has no personal interest in any business arrangements involving Media Prima Berhad. He has had no convictions for any offences within the past ten years.



**Shahril Ridza bin
Ridzuan**
Non-Independent
Non-Executive Director

Encik Shahril Ridza bin Ridzuan, aged 36, a Malaysian, is a Non-Independent Non-Executive Director of Media Prima Berhad. He was appointed to the Board of Media Prima Berhad on 22 October 2001.

Encik Shahril currently sits on the Board of Malaysian Resources Corporation Berhad, where he is also the Group Managing Director/ Chief Executive Officer, Pengurusan Danaharta Nasional Berhad, The New Straits Times Press (Malaysia) Berhad and

UDA Holdings Berhad.

Encik Shahril was a Legal Assistant at Zain & Co from 1994 to 1996.

He then took up the position of Special Assistant to the Executive Chairman of Trenergy (M) Berhad/ Turnaround Managers Inc (M) Sdn Bhd from 1997 to 1998.

He subsequently joined Pengurusan Danaharta Nasional Berhad, where he served until 1999, when he became an Executive Director at SSR Associates Sdn Bhd until August 2001.

He holds a Bachelor of Civil Law (1st Class) from Oxford University, England, a Master of Arts (1st Class) from Cambridge University, England, and was called to the Malaysian Bar and the Bar of England & Wales.

Other than as disclosed, he does not have any family relationship with any Directors and/ or major shareholders of Media Prima Berhad. He has no personal interest in any business arrangements involving Media Prima Berhad. He has had no convictions for any offences within the past ten years.



**Dato' Dr Mohd Shahari bin
Ahmad Jabar**
Independent Non-Executive
Director

Dato' Dr Mohd Shahari bin Ahmad Jabar, aged 69, a Malaysian, is an Independent Non-Executive Director of Media Prima Berhad. He was appointed to the Board of Media Prima Berhad on 18 August 2003. He is also the Chairman of the Remuneration Committee and the Audit Committee and a member of the Nomination Committee of Media Prima Berhad.

Upon graduation in 1960, Dato' Dr Mohd Shahari was inducted into the Malaysian Civil Service and served in several capacities at national and international levels, until his retirement in 1991.



He is currently Chairman of Grand Brilliance Sdn Bhd, Radibems (M) Sdn Bhd, Innopack Sdn Bhd, MAJS Sdn Bhd, Peakline Sdn Bhd and Tiga Events Sdn Bhd. He is also the Chairman of Amanah Ventures Sdn Bhd and sits on the Board of Amanah SSCM Asset Management Berhad, Amanah Property Trust Managers Berhad, Malaysian Resources Corporation Berhad, Radicare (M) Sdn Bhd, Realmild (M) Sdn Bhd, Sistem Televisyen Malaysia Berhad and The New Straits Times Press (Malaysia) Berhad.

He holds a Bachelor of Arts degree from the University of Malaya. He obtained his Master in Social Science from the International Institute of Social Studies, Hague, Holland, in 1972 under a Dutch Government Fellowship. In 1978, he obtained a Ph D (Political Science) from the University of Hawaii, USA, under a Fulbright-Hays Fellowship.

Other than as disclosed, he does not have any family relationship with any Directors and/ or major shareholders of Media Prima Berhad. He has no personal interest in any business arrangements involving Media Prima Berhad. He has had no convictions for any offences within the past ten years.



Tan Sri Lee Lam Thye

Independent Non-Executive Director

Tan Sri Lee Lam Thye, aged 60, a Malaysian, is an Independent Non-Executive Director of Media Prima Berhad. He was appointed to the Board of Media Prima Berhad on 18 August 2003, and is the Chairman of the Nomination Committee as well as a member of the Audit Committee and Remuneration Committee.

Before retiring from politics in 1990, Tan Sri Lee was the elected State Legislative Assemblyman for Bukit Nenas, Selangor, from 1969 to 1974 and served as a Member of Parliament for Kuala Lumpur Bandar/ Bukit Bintang from 1974 to 1990. He currently serves as the Chairman of the National Institute of Occupational Safety & Health and the National Service Training Council. He is also the Vice-Chairman of the Malaysia Crime Prevention Foundation and a Member of the Kuala Lumpur City Hall Advisory Board. He has previously served as a Member of the Special Royal Commission to enhance the operations and management of the Royal Malaysian Police. In the private sector, Tan Sri Lee serves as a non-executive director to a number of companies, including AMDB Berhad, Amcorp Group Berhad and MBM Resources Berhad.

Tan Sri Lee completed his secondary education at Saint Michael's Institution, Ipoh, Perak, and obtained his Senior Cambridge Certificate in 1965.

Other than as disclosed, he does not have any family relationship with any Directors and/ or major shareholders of Media Prima Berhad. He has no personal interest in any business arrangements involving Media Prima Berhad. He has had no convictions for any offences within the past ten years.

senior management

Abdul Rahman Ahmad

Group Managing Director/
Chief Executive Officer,
Media Prima Berhad

Whilst the acquisition projects were extremely satisfying professionally, working with the Grand Brilliance team on a more structured method to produce and distribute films in Malaysia was personally very rewarding. Borrowing from major American studios, we had pitching exercises for the best ideas, for proper distribution planning we produced or acquired films and prepared advertising and promotion plans in advance. The team was passionate and their reward was truly in the effort. Within this, I am particularly attached to one movie entitled "Cinta" which we hope to release to great success.

Amrin Hj Awaluddin

Group Chief Financial Officer,
Media Prima Berhad (Jan 2005-Dec 2005);
Advisor, Media Prima Berhad (since Jan 2006);
Chief Executive Officer, ntv7 (since Jan 2006)

Completing the acquisitions of ntv7, TV9, Hot FM and Fly FM was an adrenaline-charged and emotionally satisfying achievement second to none! It consolidated the domestic TV industry and marked Media Prima's maiden expansion into radio. Within three years, it transformed Media Prima into an integrated media group with a solid financial position.

Dato' Ahmad Farid Ridzuan

Group Chief Executive Officer,
Television Networks, Media Prima Berhad

Initiating the commercially successful *Karnival Jom Heboh* has provided Media Prima direct access to Malaysians beyond the TV medium. An entertaining family outing, it invites the public to become involved in our Corporate Social Responsibility campaigns. It also enables business marketers to gauge consumer responses to their products.



Dato' Hj Kamarulzaman Hj Zainal
Group Director, News & Current Affairs,
Television Networks, Media Prima Berhad

Introducing *Bahagiakan Mereka* & *Masalah Rakyat* on TV3 News has helped to make our News more distinctive. It has put us in a position to listen, become more conscious of the plight of others and help resolve issues, where possible. Much of the buzz also comes from viewers seeing us as their representative, while others turn a blind eye and deaf ear to their pleas. To a certain extent, our job involves improving the quality of life of our viewers and championing the rights of the unfortunate and voiceless.

Amil Izham Hamzah
Group Chief Financial Officer,
Media Prima Berhad (since Jan 2006)

Explorace, our adventure reality programme, tests not only the physical stamina but also challenges the mental capabilities of participants; climbing Batu Caves' 227 steps under red hot afternoon sun, navigating through mud-filled terrain in a Multi Terrain Vehicle, and busking at Jalan Masjid India to raise money for a train ride. All these done coolly and calmly to avoid the editors' cuts!



Ahmad Izham Omar
Chief Executive Officer, 8TV

Finding Malaysia's most beautiful woman who possesses the qualities of inner and outer beauty through 8TV's original reality format, *Malaysia's Most Beautiful*, was difficult as the definitions of both vary between people. Nonetheless, *Malaysia's Most Beautiful* transfixed the nation. Viewers were fascinated with the drama and personality clashes, making the show a study in human interaction instead of a fixed notion about beauty. *Malaysia's Most Beautiful* will lend itself to profitable spin-offs, the mark of a good format.

Anthony @ Firdauz Bujang
Director of Operations, TV3

Launching *Just Du-it!* in mid-2005 to change our staff's mindset and make them believe that they could achieve higher targets was most satisfying. Everyone in the department worked hard at cutting costs, increasing productivity and revenue. The campaign got everyone working together towards one goal.

Bukhari Che Muda
Chief Operating Officer, TV9

Laying the groundwork for TV9 and finding the magic niche to differentiate it from other stations within the network made 2005 an exhilarating year. We focused on the station's overall business strategies, content, branding, look and feel. The year was pumped with the creation of ideas, implementation of strategies and building the right team to cater to the station's target audience.



Dato' Syed Faisal Albar

Chief Executive Officer,
The New Straits Times Press
(Malaysia) Berhad

Propelling *Berita Harian* and *Harian Metro* to become the No. 1 Bahasa Melayu daily and tabloid is a fact we are proud of. It was achieved through perseverance, sheer will and teamwork.

Dato' Hishamuddin Aun

Group Editor in Chief,
The New Straits Times Press
(Malaysia) Berhad

Revamping *Berita Harian* and *Berita Minggu* in June with the help of Alberto Nava and Jose Luis Barros, two consultants from Mexico with huge credentials in newspaper design, resulted in a new-look layout regarded to be ahead of its time. The revamp involved ten weeks of discussions with every editor of the two publications and some statistical study.



corporate information

Board Of Directors

**Dato' Abdul Mutalib Datuk Seri
Mohamed Razak***

Chairman

Abdul Rahman Ahmad
Group Managing Director/
Chief Executive Officer

Shahril Ridza Ridzuan

Dato' Dr Mohd Shahari Ahmad Jabar*

Tan Sri Lee Lam Thye*

Audit Committee Members

Dato' Dr Mohd Shahari Ahmad Jabar*
Chairman

**Dato' Abdul Mutalib Datuk Seri
Mohamed Razak ***

Tan Sri Lee Lam Thye *

Abdul Rahman Ahmad

* Independent Non-Executive Director

Company Secretaries

Roselinda Hashim (LS0008976)
Jessica Tan Say Choon (LS0005945)

Registered Office

Media Prima Berhad
Sri Pentas
No. 3, Persiaran Bandar Utama
Bandar Utama, 47800 Petaling
Selangor Darul Ehsan
Tel : 03-7726 6333
Fax : 03-7728 0787

Registrar

Symphony Share Registrars Sdn Bhd
Level 26, Menara Multi Purpose
Capital Square
No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur
Tel : 03-2721 2222
Fax : 03-2721 2530 / 31

Auditors

PricewaterhouseCoopers
11th Floor, Wisma Sime Darby
Jalan Raja Laut, PO Box 10192
50706 Kuala Lumpur
Tel : 03-2693 1077
Fax : 03-2693 0997

Solicitors

**M/s Arifin & Partners
Advocates & Solicitors**

Unit A3-8, Block A
Megan Phileo Promenade
189, Jalan Tun Razak
50400 Kuala Lumpur
Tel : 03-2162 0499
Fax : 03-2162 0490

**M/s Bustaman & Co
Advocates & Solicitors**

Lot C9-3, Jalan Selaman
Dataran Palma, Jalan Ampang
68000 Ampang, Selangor
Tel : 03-4270 1819
Fax : 03-4270 1821

**M/s TH Liew & Partners
Advocates & Solicitors**
4.02, 4th Floor, Straits Trading
Building, No. 2, Lebuhr Pasar Besar
50050 Kuala Lumpur
Tel : 03-2612 9000
Fax : 03-2612 9001 / 9002

**M/s Zain & Co
Advocates & Solicitors**
6th & 7th Floors, Menara MNI
23, Jalan Melaka
50100 Kuala Lumpur
Tel : 03-2698 6255
Fax : 03-2698 6969

Banker

Malayan Banking Berhad
No. 2, Lorong Rahim Kajai 14
Taman Tun Dr Ismail
60000 Kuala Lumpur
Tel : 03-7727 9459
Fax : 03-7729 2770

Media Prima Berhad

Abdul Rahman Ahmad
Group Managing Director /
Chief Executive Officer

Dato' Ahmad Farid Ridzuan
Group Chief Executive Officer,
Television Networks

Amrin Awaluddin
Group Advisor

Datuk Kamarulzaman Hj Zainal
Group Director, News &
Current Affairs, Television Networks

Amil Izham Hamzah
Group Chief Financial Officer

Badariah Jalil
Group General Manager,
Human Resources &
Management Services

Shareen Ooi Bee Hong
Group General Manager, Client
Services, Television Networks

Zuraidah Atan
Group General Manager,
Corporate Governance &
Risk Management

Roy Navonil Subrata
Group General Manager, Creative
Marketing, Television Networks

Eliza Mohamad
Group General Manager,
Corporate Communications,
Television Networks

Roselinda Hashim
Company Secretary/
Group General Manager,
Legal & Secretarial

Zulkifli Hj Mohd Salleh
Group General Manager, Business
Development, Television Networks

Laili Hanim Mahmood
Group Manager, Regulatory Affairs,
Television Networks

Sistem Televisyen Malaysia Berhad

Anthony @ Firdauz Bujang
Director of Operations

Dato' Chamil Wariya
General Manager,
News and Current Affairs

Farisha Pawanteh
General Manager,
Brand Management Group

**Abdul Rashid Malik
Khushi Muhammad**
General Manager,
Airtime Management

Tan Kwong Meng
General Manager, Engineering

Azhar Borhan
General Manager, Entertainment,
Sports & Recreational

Ahmad Kamaluddin Zabaai
General Manager, Magazine,
Documentary & Family

Ahmad Puad Onah

General Manager,
Subsidiaries Management Services

Peter Chin Chee Min

Creative Director, Creative Services

Nurul Aini Abu Bakar

General Manager, Mass Market

Mohd Azri Abdul

General Manager, Client Services

Muzamir Shah Mohd Shariff

Manager,
Management Information Services

Nor Arzlin Redzwan

Manager, Human Resources

Nyarose Mohd Jaafar

Manager, Management Services

Natseven TV Sdn Bhd**Amrin Awaluddin**

Chief Executive Officer

Janice Cheng Puay Hoon

General Manager,
Brand Management Group

Dr Ahmad Zaki Mohd Salleh

General Manager, Engineering
& Information Technology

Shariman Zainal Abidin

General Manager, Airtime
Management Group

Mohsin Abdullah

Editor in Chief

Jeannie Leong Lee Eu

Manager, Business Development
& Marketing Communications

Ismah Murni Ismail

Financial Controller

Alwi Yusni Yahya

Manager, Human Resources
& Management Services

Kamarul Zamli Ramly

Manager, Content Creative

Rozzita Ramli (Mayeanie)

Manager, Brand Communications
& Publication

Hayati Sulaiman

Manager, Creative Services

Metropolitan TV Sdn Bhd**Ahmad Izham Omar**

Chief Executive Officer

Paul Moss

Network Operations Director

Lam Swee Kim

General Manager,
Business Development,
Marketing & Communications

Sa'adullah Che Noor

Executive Editor, News

Nur Airin Zairin

Head, Brand Management Group

Sunil Kumar

Manager, Urban Content
& Technical Production

Ch-9 Media Sdn Bhd**Bukhari Che Muda**

Chief Operating Officer

Farah Ezrin Mohd Rashidi

Manager, Brand Management Group

Che Wan Alias Abdullah

Manager, Editorial Programmes

Grand Brilliance Sdn Bhd**Ahmad Puad Onah**

General Manager

Tengku Iesta Tengku Alauddin

Financial Controller, Subsidiaries
Management Services

Ahmad Fadzil Abdul Manap

Manager, Programme Sales
and Film Distribution

Jalena Rejab

Manager, Drama Production

Rosihan Zain Baharudin

Manager, Film Production

Ainaliza Tan Mutalib

Manager, Marketing and A & P

Tiga Events Sdn Bhd**Siti Alwiyah Mohamad Jally**

General Manager

Sahiza Sahil

Manager, Marketing

**Synchrosound
Studio Sdn Bhd/
Max-Airplay Sdn Bhd**
Ahmad Izham Omar

Head of Radio Networks

Seelan Paul

Network Manager

Saufian Mokhtar

Programme & Talent Manager

Alfred Juan Anthony

Network Consultant Manager

Mohd Akhmal Andak

Network Engineer Manager

Zurina Othman

Network M & P Manager

TV3 Networks Limited**Syed Zaidi Syed Ahmad Akil**

Chief Executive Officer

Suhaimi Sheikh Muhamad

Chief Operating Officer

**The New Straits Times
Press (Malaysia) Berhad**
Dato' Syed Faisal Albar A. R. Albar

Chief Executive Officer

Dato' Hishamuddin Aun

Group Editor-in-Chief

Brendan Pereira

Group Editor, New Straits Times

Dato' Manja Ismail

Group Editor, Berita Harian

Jezilee Mohd Ramli

Chief Financial Officer/
Finance Director

Tun Ibrahim Mohd Jafri

Production Director

Mimi Megawati Abdul Wahid

Advertising Sales
& Marketing Director

Abdul Wahab Mohamad

Human Capital Director

Tasman Harith Ismail

Head, Circulation

Zafrul Shastri Hashim

Head, Legal & Secretarial

Abd Rahman Hashim

Head, Information Technology

Badrul Hisham Mahzan

General Manager, Advertising Sales

Mustapa Omar

Executive Editor, Harian Metro

Mohd Zulkifli Abd Jalil

Editor/ COO, The Malay Mail

Musni Mohamad

Managing Director,
The Right Channel Sdn Bhd

corporate structure



100%	Sistem Televisyen Malaysia Berhad				
100%	Grand Brilliance Sdn Bhd	100%	Cineart Enterprises Sdn Bhd		
100%	Animated & Production Techniques Sdn Bhd				
100%	Tiga Events Sdn Bhd				
100%	Ambang Klasik Sdn Bhd	60%	Booty Studio Productions Sdn Bhd		
100%	Newslink Asia Sdn Bhd				
100%	Amity Valley Sdn Bhd	100%	Gama Media International (BVI) Limited	70%	Gama Film Company Limited
100%	Esprit Assets Sdn Bhd			70%	TV3 Network Limited
100%	Able Communications Sdn Bhd			70%	Cableview Network Limited
80%	Merit Idea Sdn Bhd	99.5%	Metropolitan TV Sdn Bhd	70%	Gama Media System Limited
100%	CH-9 Media Sdn Bhd				
100%	Perintis Layar Sdn Bhd	75%	Max-Airplay Sdn Bhd		
100%	Natseven TV Sdn Bhd				
100%	Synchrosound Studio Sdn Bhd				
100%	Encorp Media Technology Sdn Bhd				
43.29%	The New Straits Times Press (Malaysia) Berhad				
	Associate Company				

network coverage and printing centres

- TV Transmitting Stations
- Radio Transmitting Stations
- Printing Plants



Locations & Details	
01	Gunung Raya (Pulau Langkawi) TV3 CH33 (1Kw)
02	Mulong (Celcom Exchange) ntv7 CH31 (20Kw)
03	Peringat (Kota Bharu) TV3 CH27 (30Kw) TV9 CH38 (20Kw)
04	Gunung Jerai TV3 CH26 (30Kw) 8TV CH46 (20Kw) TV9 CH48 (20Kw) ntv7 CH37 (20Kw) Hot FM 88.2 Mhz (2Kw)
05	Bukit Besar (Kuala Terengganu) TV3 CH11 (1Kw) TV9 CH36 (5Kw)
06	Prai (Pulau Pinang) NST Printing Plant
07	Bukit Penara 2 (Pulau Pinang) Fly FM 89.9 Mhz (2Kw)
08	Bukit Bakar (Machang) TV3 CH11- (1Kw)
09	Ajil (Terengganu) NST Printing Plant
10	Bukit Larut (Taiping) TV3 CH41 (2Kw) ntv7 CH31 (3Kw)
11	Bukit Jerung (Kuala Terengganu) ntv7 CH28 (5Kw)
12	Gunung Kledang (Ipoh) TV3 CH11 (10Kw) 8TV CH28 (20Kw) TV9 CH32 (10Kw) ntv7 CH30 (10Kw) Fly FM 87.9 Mhz (2Kw) Hot FM 104.5 Mhz (2Kw)
13	Bukit Bauk (Kuala Dungun) TV3 CH27 (3Kw)
14	Bukit Fraser (Kuala Lipis) TV3 CH12 (3Kw)

15	Bukit Istana (Jerantut) TV3 CH11 (3Kw)
16	Bukit Cincin (Celcom) Fly FM 95.8 Mhz (2Kw)
17	Gunung Ulu Kali (Genting Highlands) TV3 CH29 (30Kw) 8TV CH27 (20Kw) TV9 CH42 (20Kw) ntv7 CH37 (20Kw) Hot FM 97.6 Mhz (2Kw)
18	Bukit Pelindong (Kuantan) TV3 CH11 (10Kw) 8TV CH32 (20Kw) TV9 CH34 (20Kw) ntv7 CH28 (10Kw) Hot FM 92.4 Mhz (2Kw)
19	Bukit Jelutung (Shah Alam) NST Printing Plant
20	Bukit Sungai Besi (Klang Valley) TV3 CH12+ (10Kw) 8TV CH58 (20Kw) TV9 CH33 (20Kw) ntv7 CH7 (10Kw)
21	Gunung Telapa Buruk (Jelebu) TV3 CH21 (3Kw) 8TV CH38 (3Kw) ntv7 CH36 (3Kw) Fly FM 98.6 Mhz (2Kw)
22	Bukit Tampin (Tampin) TV3 CH23 (3Kw)

23	Gunung Ledang (Tangkak) TV3 CH12- (10Kw) 8TV CH48 (20Kw) TV9 CH37 (10Kw) ntv7 CH35 (10Kw) Fly FM 94.0 Mhz (2Kw) Hot FM 104.3 Mhz (2Kw)
24	Gunung Pulai (Johor Bharu) TV3 CH26 (30Kw) 8TV CH46 (20Kw) TV9 CH44 (20Kw) ntv7 CH42 (20Kw) Hot FM 90.1 Mhz (2Kw)
25	Senai (Johor) NST Printing Plant
26	Gunung Serapi (Kuching) TV3 CH12 (10Kw) ntv7 CH27 (10Kw) Hot FM 94.3 Mhz (2Kw)
27	Bukit Sebangkoi (Sibu) ntv7 CH29 (10Kw)

28	Bukit Lima (Sibu) TV3 CH11 (10Kw)
29	Bukit Nyabau (Bintulu) ntv7 CH28 (5Kw)
30	Bukit Kanada (Miri) TV3 CH6+ vert. (3Kw)
31	Bukit Singgalang ntv7 CH27 (10Kw)
32	Bukit Mas (Limbang) TV3 CH11 (2Kw)
33	Bukit Karatong (Kota Kinabalu) TV3 CH29 (30Kw) ntv7 CH32 (20Kw) Hot FM 87.7 Mhz (2Kw)
34	Bukit Trig (Sandakan) TV3 CH11 (10Kw)
35	Gunung Andrassy (Tawau) TV3 CH12 (10Kw)

corporate governance statement

The Board of Directors (“the Board”) of Media Prima Berhad (“Media Prima” or “Company”) is fully committed to ensuring that the highest standards of corporate governance are practised throughout Media Prima and its subsidiaries (“the Group”) as a fundamental part of discharging its responsibilities to protect and enhance shareholder value and the financial performance of the Group.

The Board fully supports the recommendations of the Malaysian Code of Corporate Governance (“the Code”) and believes that good corporate governance is essential to attain the Group’s business and social objectives. The Board will continue to play an active role in improving governance practices to ensure that the best interests of shareholders and other stakeholders are served by transparent disclosure policies.

The Board is pleased to disclose the Group’s application of the Principles as set out in Part 1 of the Code and extent to which the Group has complied with the Best Practices of the Code during the financial year ended 31 December 2005.

Directors

The Board

The Group is led and controlled by an effective Board. All Board members bring an independent judgement to bear on issues of strategy, performance, resources and standards of conduct.

The Board has the overall responsibility for corporate governance, reviewing the adequacy and integrity of the system of internal controls, reviewing and adopting the strategic direction of the Group and overseeing the investments of the Group.

The Board has delegated specific responsibilities to four sub-committees (Audit, Nomination, Remuneration and Employees’ Share Option Scheme Committees), the details of which are set out below. These Committees have the authority to examine particular issues and report to the Board with their recommendations. The ultimate responsibility for the final decision on all matters, however, lies with the entire Board.

Board Composition and Balance

The Board has a balanced composition of Executive and Non-Executive Directors (including Independent Directors) such that no individual or group of individuals can dominate the Board’s decision-making powers and processes and the number of Directors fairly reflects the investments in the Company.

As at 31 December 2005, the Board has five members, of which one is an Executive Director and four are Non-Executive Directors, including the Chairman. Three (3) of the Non-Executive Directors are also independent. A brief description of the background of each Director is set out on pages 30 to 35 of this Annual Report.

The Independent Non-Executive Directors are of calibre, credibility and have the necessary skills and experience to carry sufficient weight in Board decisions. Although all the Directors have an equal responsibility for the Group’s operations, the role of these Independent Non-Executive Directors is particularly important in ensuring that the strategies proposed by the executive management are fully discussed and examined, and take account of the long-term interests not only of the shareholders but also of employees, customers, suppliers and the many communities in which the Group conducts business.

There is a clear division of roles and responsibilities between the Chairman of the Board and the Group’s Chief Executive Officer (“CEO”) to ensure that there is a balance of power and authority, such that no one individual has unfettered powers of decision. The Chairman of the Board is responsible for ensuring the Board’s effectiveness and conduct whilst the Group’s CEO has overall responsibility over the business units, organisational effectiveness and implementation of the Board’s policies, strategies and decisions. The Board, together with the CEO, has developed position descriptions

for the Board and the CEO, involving definition of the limits to Management's responsibilities. In addition, the Board has approved the corporate objectives, which the CEO is responsible for meeting.

Dato' Dr Mohd Shahari Bin Ahmad Jabar is the Senior Independent Non-Executive Director, as prescribed in the Code, to whom concerns pertaining to the Group may be conveyed by shareholders and the public.

Board Meetings

Board meetings are scheduled in advance at the beginning of the new financial year to enable Directors to plan ahead and fit the year's meetings into their own schedules. The Board meets at least four times a year, once every quarter, and has a formal schedule of matters specifically reserved to it for decision, such as the approval of corporate plans and budgets, acquisitions and disposals of assets that are material to the Group, major investments, changes to management and control

structure of the Group, including key policies, procedures and authority limits. Additional meetings are held as and when required.

During the financial year ended 31 December 2005, 11 Board meetings were held, 4 scheduled meetings and 7 special meetings. Details of the Board movement and attendance at meetings for the financial year ended 31 December 2005 are set out in the table below.

Supply of Information

The Board has unrestricted access to timely and accurate information necessary in the furtherance of its duties, which includes quantitative as well as other information deemed suitable such as customer satisfaction, product and service quality, market share and market reaction.

The Chairman of the Board takes primary responsibility for organising information necessary for the Board to deal with the agenda and for providing this

information to the Directors on a timely basis. All Directors review the Board papers prior to the Board meeting. These are issued in sufficient time (at least five days prior to the meeting) to enable the Directors to obtain further explanation, where necessary. The Board papers are comprehensive and encompass all aspects of the matters being considered, enabling the Board to look at both the quantitative and qualitative factors so that informed decisions are made.

The Board recognises that the Chairman is entitled to the strong and positive support of the Company Secretary in ensuring the effective functioning of the Board. All Directors have access to the advice and services of the Company Secretary and where necessary, in the furtherance of their duties, may seek independent professional advice at the Company's expense.

Directors	Designation	Appointment	Resignation	Attendance
YBhg Dato' Abdul Mutalib bin Datuk Seri Mohamed Razak*	Chairman	5 December 2003	–	11/11
YAM Dato' Seri Syed Anwar Jamalullail **	Chairman	18 August 2003	12 March 2005	3/11
Encik Abdul Rahman bin Ahmad	Group Managing Director/ Chief Executive Officer	22 October 2001	–	11/11
YBhg Dato' Dr Mohd Shahari bin Ahmad Jabar	Independent Non-Executive Director	18 August 2003	–	11/11
YBhg Tan Sri Lee Lam Thye	Independent Non-Executive Director	18 August 2003	–	11/11
Encik Shahril Ridza bin Ridzuan	Non-Independent Non-Executive Director	22 October 2001	–	11/11

* Appointed as Chairman wef 14 March 2005

** Attended all three board meetings prior to resignation

Appointments to the Board

The Code endorses, as good practice, a formal procedure for appointments to the Board, with a Nomination Committee making recommendations to the Board.

The Nomination Committee of the Board was established on 19 August 2003 to identify, nominate and recommend the appointments of Directors to the Board and committees of the Board.

The Board intends to institute self-assessment of its effectiveness as a whole, the effectiveness of the committees of the Board and the contribution of each individual Director, in due course. The Board will also annually review its required mix of skills and experience and other qualities, including core competencies, which Non-Executive Directors should bring to the Board. Through the Nomination Committee also, the Board will examine its size, with a view to determining the effective number of Board members.

Re-election of Directors

In accordance with the Company's Articles of Association, all Directors who are appointed by the Board are subject to election by shareholders at the first opportunity after their appointment. The Articles also provide that at least one-third of the remaining Directors are subject to re-election by rotation at each Annual General Meeting.

Directors' Training

As an integral element of the process of appointing new Directors, the Nomination Committee ensures that there is an orientation and education programme for new Board members.

All the Directors have successfully completed the Mandatory Accreditation Programmes and accumulated the Continuing Educational Programme requisite points pursuant to the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). The Directors continue to undergo other relevant training programmes from time to time, particularly on relevant new laws and regulations and changing commercial risks affecting the Group's business, to further enhance their skills and knowledge.

During the year, the Group has also organised an in-house Board development programme tailored to the specific needs of the Group. The programme covers a wide range of topics that are of concern to the Board such as new accounting regulations, corporate governance and risk management, industry survey, latest technological developments in the media industry, strategic planning, strategic thinking and leadership, and Group synergy. The two-day workshop was attended by all the Directors in the Group including the Boards of the various subsidiaries and facilitated by consultants who were experts in their own fields.

Board Committees

The Board delegates certain responsibilities to Board Committees, namely, the Audit Committee, Nomination Committee, Remuneration Committee and Employees' Share Option Scheme Committee. All committees have written terms of reference and the Board receives reports of their proceedings and deliberations. Where committees have no authority to make decisions on matters reserved for the Board, recommendations would be highlighted for the Board's approval. The Chairmen of the various committees report the outcome of the committee meetings to the Board and relevant decisions are incorporated in the minutes of the Board meetings.

Audit Committee

The Audit Committee ("AC") reviews issues on accounting policies and presentation of external financial reporting, monitors the work of the internal audit function and ensures an objective and professional relationship is maintained with External Auditors. The AC has full access to the auditors both internally and externally who, in turn, have access at all times to the Chairman of the AC.

A full Audit Committee report enumerating its membership, role and activities during the year is set out on pages 55 to 59.

Nomination Committee

The Nomination Committee ("NC") was established on 19 August 2003.

The members of the NC are:

YBhg Tan Sri Lee Lam Thye*
(Chairman)

**YAM Dato' Seri Syed
Anwar Jamalullail ****
(resigned wef 12 March 2005)

**YBhg Dato' Dr Mohd Shahari
bin Ahmad Jabar***

**YBhg Dato' Abdul Mutalib bin
Datuk Seri Mohamed Razak***
(appointed wef 14 March 2005)

* Independent Non-Executive Director

** Non-Independent Non-Executive Director

The NC is responsible for:

- Identifying and recommending new nominees to the Board and committees of the Board and nominees to the boards of its subsidiaries. All decisions and appointments are made by the respective boards after considering the recommendation of the NC.
- Assisting the Board in assessing its overall effectiveness; and
- Assisting the Board in reviewing its required mix of skills and experience and other qualities Non-Executive Directors should bring to the Board.

During the financial year ended 31 December 2005, the NC held two meetings, on 25 February 2005 and 28 November 2005, to recommend the appointment of the Chairman to the Board and to review and recommend the nomination of nominee directors to the boards of the various subsidiaries.

Remuneration Committee

The Remuneration Committee ("RC") was established on 19 August 2003.

The members of the RC are:

**YBhg Dato' Dr Mohd Shahari
bin Ahmad Jabar***
(Chairman)

**YAM Dato' Seri Syed
Anwar Jamalullail ****
(resigned wef 12 March 2005)

YBhg Tan Sri Lee Lam Thye*

**YBhg Dato' Abdul Mutalib bin
Datuk Seri Mohamed Razak***
(appointed wef 14 March 2005)

* Independent Non-Executive Director

** Non-Independent Non-Executive Director

The RC is responsible:

- To determine and recommend to the Board the framework or broad policy for the remuneration packages of the Company's or Group's Chief Executive, the Chairman of the Company and such other members of the executive management as it is designated to consider.
- To establish a formal and transparent procedure for developing policy on the total individual remuneration package of Executive Directors, Chief Executive Officer ("CEO") and other designated executive management including, where appropriate, bonuses, incentives and share options.
- To design the remuneration package for all Executive Directors, CEO and other designated executive management with the aim of attracting and retaining high-calibre designated executive management who will deliver success for shareholders and high standards of service for customers, while having due regard to the business environment in which the Group operates. Once formulated, to recommend to the Board for approval.
- To review and recommend to the Board improvements (if any) on designated executive management's remuneration policy and package and any other issues relating to benefits of designated executive management on an annual basis.
- To review any major changes in employee benefit structures throughout the Company or Group, and if fit, recommend to the Board for adoption.
- To review and recommend to the Board for adoption the framework for the Company's annual incentive scheme. The framework for the annual incentive scheme may include:
 - › Merit increment
 - › Merit bonus
 - › Incentives (based on sales and others)

During the financial year ended 31 December 2005, the Remuneration Committee held four meetings, on 7 January 2005, 11 January 2005, 25 February 2005 and 28 March 2005. The meetings were held to consider and recommend the Balance Scorecard achievement and ratings for Senior Management; to review and recommend Key Performance Indicators (“KPI”) bonus payments for the financial year ended 2004; to review and recommend proposed KPI and Balance Scorecards for all employees including the Senior Management for financial year 2005; and to review and recommend a proposed renewal of contract and remuneration structure for Senior Management.

Employees’ Share Option Scheme (“ESOS”) Committee

The ESOS Committee was established on 27 August 2004 and the members are:

YBhg Dato’ Dr Mohd Shahari bin Ahmad Jabar
(Chairman)

YBhg Dato’ Abdul Mutalib bin Datuk Seri Mohamed Razak

Encik Abdul Rahman bin Ahmad

The principal duties and responsibilities of the ESOS Committee are to implement and administer the Media Prima Employees’ Share Option Scheme in accordance with the by-laws approved by the shareholders of the Company, to determine participation eligibility, option offers and share allocations and to attend to such other matters as may be required. The ESOS Committee only meets as and when required.

Directors’ Remuneration

The objectives of the Group’s policy on Directors’ remuneration are to attract and retain Directors of the calibre needed to manage the Group successfully. The component parts of remuneration are structured so as to link rewards to corporate and individual performance, in the case of Executive Directors. In the case of Non-Executive Directors, the level of remuneration reflects the experience, expertise and level of responsibilities undertaken by the particular Non-Executive Director concerned.

The Group has established a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual Directors. The Remuneration Committee recommends to the Board, the framework of the Executive Director’s remuneration and the remuneration package for each Executive Director. In framing the Group’s remuneration policy, the Remuneration Committee receives advice from external consultants. It is nevertheless the ultimate responsibility of the Board to approve the remuneration of these Directors.

Save that the fees of the Directors shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, the determination of the remuneration packages of Non-Executive Directors (whether in addition to or in lieu of their fees as Directors) is a matter for the Board as a whole. Individual Directors do not participate in the decision regarding their own remuneration package.

Remuneration package

The remuneration package of the Directors is as follows:

- a) Basic salary
The basic salary (inclusive of statutory employer contributions to the Employee Provident Fund) for the Executive Director is recommended by the Remuneration Committee, taking into account the performance of the individual, the inflation price index and information from independent sources on the rates of salary for similar positions in a selected group of comparable companies. The salary is reviewed annually.
- b) Fees
The Board, based on the fixed sum as authorised by the Company’s shareholders, determines fees payable to Non-Executive Directors after considering comparable industry rates and the level of responsibilities undertaken by Non-Executive Directors.

c) Performance Bonus Scheme

The Group operates a performance-based bonus scheme for all employees, including the Executive Directors. The criteria for the scheme is dependent on the achievement of KPIs set for the Group's business activities as measured against targets, together with an assessment of each individual's performance during the period. Bonuses payable to the Executive Directors are reviewed by the Remuneration Committee and approved by the Board.

d) Benefits-in-kind

Executive Directors are entitled to other customary benefits such as private medical cover, leave passage, car and driver.

e) Employees' Share Option Scheme

Executive Directors are also eligible to participate in the Employees' Share Option Scheme designed as an incentive to employees of the Group.

A summary of the remuneration of the Directors for the year ended 31 December 2005, distinguishing between Executive and Non-Executive Directors in aggregate, with categorisation into appropriate components and the number of Directors whose remuneration falls into each successive band of RM50,000 are set out in the table below.

Shareholders

Dialogue Between the Company and Investors

The Group values dialogue with investors. In line with good corporate governance practices, the Executive Directors proactively and actively disseminate relevant information about the Group to the investment community, specifically the institutional fund managers and analysts. Briefings with analysts

and investors are usually held after each quarter's announcement of results to Bursa Securities to explain the Group's strategy, performance and major developments. Overseas meetings with foreign shareholders of the Company are generally held twice a year. In addition, corporate announcements, events and developments are issued to the media via press releases and/ or by holding press conferences after general meetings or corporate events. These provide shareholders, analysts and the investing public with an overview of the Group's performance and operations.

Annual General Meeting

The Annual General Meeting ("AGM") remains the principal forum for dialogue with shareholders. At each AGM, the Board presents the progress and

Aggregate Remuneration

Remuneration (RM)	Executive Directors	Non-Executive Directors	Total
Fees – MPB	–	206,120	206,120
– MPB Subsidiaries	–	153,849	153,849
Salary	444,948	–	444,948
EPF – MPB	139,416	56,887	196,303
– MPB Subsidiaries	–	30,159	30,159
Bonus	209,880	68,379	278,259
Allowance – MPB	126,000	247,742	373,742
– MPB Subsidiaries	–	155,139	155,139
Benefits-in-kind	58,029	64,815	122,844
Gratuity	–	–	–
Total (RM)	978,273	983,090	1,961,363

Analysis of Remuneration

Remuneration Band	Number of Executive Directors	Number of Non-Executive Directors
RM 50,000 and below	–	1
RM 50,001 – RM 100,000	–	2
RM 200,001 – RM 250,000	–	1
RM 400,001 – RM 450,000	–	1
RM 950,001 – RM 1,000,000	1	–

performance of the Group. Shareholders are encouraged to participate in the proceedings and ask questions about the resolutions being proposed and the operations of the Group. Each item of special business included in the notice of the meeting will be accompanied by a full explanation of the effects of a proposed resolution. Separate resolutions are proposed for substantially separate issues at the meeting.

Websites

To ensure easy and convenient access to the Group's financial information by shareholders and investors, press releases, annual reports and other corporate information, a website is maintained at <http://www.mediaprima.com.my>. In addition, each subsidiary company has its own website to highlight latest programmes and promotions.

Accountability and Audit

Financial Reporting

In presenting the annual financial statements and quarterly announcement to shareholders, the Directors aim to present a balanced and understandable assessment of the Group's position and prospects. This also applies to other price-sensitive public reports and reports to regulators.

Internal Control

The Board acknowledges its responsibility for the Group's system of internal controls and risk management and for reviewing the effectiveness of those systems. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives. Any system can only provide a reasonable but not absolute assurance against material misstatement, loss or fraud.

The Statement on Internal Control furnished on page 60 of the Annual Report provides an overview on the state of internal control within the Group.

Relationship With the Auditors

The Company has established transparent and appropriate relationships with the Company's auditors through the Audit Committee. During the year, the Board met with the External Auditors without the presence of Management.

The role of the Audit Committee in relation to the External Auditors is described on page 55 of this Annual Report.

Statement of Director's Responsibility in Relation to the Audited Financial Statements

The Board is responsible for the preparation of the financial statements of the Company and the Group. The Board has ensured that the financial statements have been prepared based on accounting policies that have been consistently and properly applied, supported by reasonable and prudent judgements and estimates, and in adherence to all applicable accounting standards.

It is also the Board's responsibility to ensure that accounting records are accurate, within margins of reasonableness, which discloses the financial position of the Company and the Group in a true and fair manner.

Statement made in accordance with the resolution of the Board of Directors dated 8 March 2006.

additional compliance information

1 Share Buy-Backs for the Financial Year

There was no share buy-back exercise carried out by the Company for the financial year ended 31 December 2005.

2 Options, Warrants or Convertible Securities Exercised

The status on Options, Warrants and Convertible Securities issued during the financial year is as follows:-

a) The Company launched the Media Prima Berhad's Employees' Share Option Scheme ("MPB ESOS") on 11 January 2005 and as at 31 December 2005, two (2) offers have been made to employees whereas:-

- i) under the First Offer, a total of 22,837,800 ordinary shares of RM1.00 each were offered at an Option Price of RM1.55 to eligible employees; and
- ii) under the Second Offer, a total of 24,034,000 ordinary shares of RM1.00 each were offered at an Option Price of RM1.46 to eligible employees.

There was an issuance of 144,000 ordinary shares of RM1.00 each pursuant to the exercise of the MPB ESOS at the exercise price of RM1.55 per share.

b) There was an issuance of 58,295,073 ordinary shares of RM1.00 each through the conversion of 87,442,624 Irredeemable Convertible Unsecured Loan Stocks ("ICULS") of RM1.00 each on the basis of 1 new ordinary share for every 3 ICULS exercised.

c) There was an issuance of 1,012,000 ordinary shares of RM1.00 each arising from the exercise of 1,012,000 Warrants of RM0.10 each at an exercise price of RM1.10 per Warrant.

3 American Depositary Receipt ("ADR") or Global Depositary Receipt ("GDR")

The Company has not sponsored any ADR or GDR programme in the financial year ended 31 December 2005.

4 Non-Audit Fees

The amount of Non-Audit Fees paid/ payable to External Auditors and their affiliated companies by the Company for the financial year ended 31 December 2005 is set out on page 77 of this Annual Report.

5 Profit Guarantee

The Company did not issue any profit guarantee for the financial year ended 31 December 2005.

6 List of Properties and Revaluation Policy

The list of properties is set out on page 146 to 147 of this Annual Report. There was no revaluation of properties of the Company during the financial year.

7 Material Contracts

There have been no material contracts involving Directors and Major Shareholders' interests entered into since the end of the previous financial year.

8 Imposition of Sanctions and/ or Penalties

There were no sanctions and/ or penalties imposed on the Company and/ or its subsidiary companies, Directors or Management arising from any significant breach of rules/ guidelines by the relevant regulatory bodies during the financial year.

9 Variation in Result

There were no variations in results (that differ by 10% or more) from any profit estimation forecast/ projection/ unaudited results announced.

10 Utilisation of Proceeds

On 8 December 2005, the Company issued RM85.0 million nominal value 5-year 6.35% unsecured redeemable exchangeable bonds ("UREB") to investors who fall within Schedule 2 or Section 38(1)(b), Schedule 3 or Section 39(1)(b) and Schedule 5 or Section 66(3) of the Securities Commission Act, 1993 in accordance with the Trust Deed governing the UREB dated 25 November 2005.

The total gross proceeds of RM85.0 million raised from the issue of the UREB have been partly used for working capital requirements of the Group. The balance shall also be utilised for working capital requirements of the Group.

11 Recurrent Related Party Transactions ("RRPT") of a Revenue Nature

At an Annual General Meeting held on 23 June 2005, the Company had obtained a mandate from its shareholders to allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature.

The aggregate value of each RRPT of the Group for the financial year ended 31 December 2005 does not exceed RM1 million save for the following:

Company in MPB Group involved	Related Party	Interested Related Party	Nature of Transaction	Value of Transaction (RM)
TV3	Malaysian Resources Corporation Berhad ("MRCB")	Realmild (M) Sdn Bhd, Dato' Seri Syed Anwar Jamalullail	Rental of Sri Pentas 2, Plaza Alam Sentral from MRCB.	1,024,965

audit committee report

Membership

The Audit Committee of Media Prima Berhad ("Media Prima" or "Company") was established on 18 August 2003 and currently comprises the following members:

YBhg Dato' Dr Mohd Shahari bin Ahmad Jabar* (Chairman)

Encik Abdul Rahman Ahmad**

YBhg Dato' Abdul Mutalib bin Datuk Seri Mohamed Razak*

YBhg Tan Sri Lee Lam Thye*

* Independent Non-Executive Directors

** A member of the Institute of Chartered Accountants, England & Wales

Attendance at Meetings

During the financial year ended 31 December 2005, the Audit Committee held a total of five meetings. The details of the attendance of the Audit Committee Members are as follows:

Terms of Reference

In performing their duties and discharging their responsibilities, the Audit Committee is guided by the following Terms of Reference:

Composition of Members

- The Audit Committee must be appointed from amongst its Directors and fulfil the following requirements:
 - the Audit Committee must be composed of no fewer than three members;
 - a majority of the members must be Independent Directors; and
 - at least one member of the Audit Committee:
 - must be a member of the Malaysian Institute of Accountants (MIA); or
 - if he is not a member of the MIA, he must have at least three years working experience and:
 - he must have passed the examination specified in Part I of the 1st Schedule of the Accountants Act 1967; or
 - he must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967
- The Chairman shall be an Independent Non-Executive Director.
- No alternate Director is appointed as a member of the Audit Committee.
- In the event of any vacancy in the Audit Committee resulting in the non-compliance of the above requirements, the Company must fill the vacancy within three months.
- The Company Secretary shall act as Secretary to the Audit Committee.

Directors	Special ACM 18 January 2005	6 th ACM 16 February 2005	7 th ACM 17 May 2005	8 th ACM 18 August 2005	9 th ACM 21 November 2005
YBhg Dato' Dr Mohd Shahari bin Ahmad Jabar	✓	✓	✓	✓	✓
Abdul Rahman bin Ahmad	✓	✓	✓	✓	✓
YBhg Tan Sri Lee Lam Thye	✓	X	✓	✓	✓
YBhg Dato' Abdul Mutalib bin Datuk Seri Mohamed Razak*	✓	✓	✓	✓	✓

Scope

- 1 The Audit Committee shall be granted the authority to investigate any activity of the Company and its subsidiaries ("Group") and all employees shall be directed to cooperate as requested by members of the Audit Committee.
- 2 The Audit Committee shall be empowered to retain persons having special competence as necessary to assist the Audit Committee in fulfilling its responsibilities.
- 3 The Audit Committee shall provide assistance to the Board in fulfilling its fiduciary responsibilities particularly relating to business ethics, policies, financial management & control.
- 4 The Audit Committee, through regularly scheduled meetings, shall maintain a direct line of communication between the Board, External Auditors, Internal Auditors and Management.
- 5 The Audit Committee shall provide greater emphasis on the audit functions by increasing the objectivity and independence of the External and Internal Auditors and providing a forum for discussion that is independent of the Management.
- 6 The Audit Committee may invite any person to the meeting to assist the Audit Committee in decision-making process and the Audit Committee may meet exclusively as and when necessary.
- 7 Serious allegations that have financial implications against any employee of the Company shall be referred to the Audit Committee for an investigation to be conducted.

Authority

The Audit Committee shall have the following authority as empowered by the Board:

- 1 Have authority to investigate any matter within its terms of reference;
- 2 Have the resources that are required to perform its duties;
- 3 Have full, free and unrestricted access to any information, records, properties and personnel of the Company and any other companies within the Group;
- 4 Have direct communication channels with the External Auditors and person(s) carrying out the internal audit function or activity (if any);
- 5 Be able to obtain independent professional or other advice; and
- 6 Be able to convene meetings with the External Auditors and Internal Auditors together with other independent members of the Board, excluding the executive members of the Audit Committee, at least once a year or whenever deemed necessary.

Duties and Responsibilities

The duties and responsibilities of the Audit Committee shall be as follows:

- 1 To consider the appointment of the External Auditor, the audit fee and any questions of resignation or dismissal;
- 2 To discuss with the External Auditor before the audit commences, the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved;
- 3 To review the assistance given by the employees of the Company to the External Auditor;
- 4 To discuss with the External Auditor, his audit report and his evaluation of the system of internal controls;
- 5 To review the quarterly and year-end financial statements of the Company, focusing particularly on:-
 - › Any changes in accounting policies and practices;
 - › Significant adjustments arising from the audit;
 - › The going concern assumption;
 - › Compliance with accounting standards and other legal requirements;
- 6 To discuss problems and reservations arising from the interim and final audits, and any matter the External Auditor may wish to discuss;
- 7 To review the External Auditor's management letter and Management's response;
- 8 To oversee the internal audit function by:
 - › Reviewing the adequacy of the scope, functions and resources of the internal audit function, and that it has the necessary authority to carry out its work;
 - › Reviewing the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and ensure that appropriate action is taken on the recommendations of the internal audit function;
 - › Reviewing any appraisal or assessment of the performance of members of the internal audit function;

- › Determining and recommending to the Board the remit of the internal audit function, including the remuneration of the General Manager, Corporate Governance and Risk Management;
 - › Approving any appointment or termination of senior staff members of the internal audit function;
 - › Informing itself of resignations of internal audit staff members and providing the resigning staff member with an opportunity to submit his reasons for resigning;
 - › Ensuring on an ongoing basis that internal audit function has adequate and competent resources;
 - › Monitoring closely any significant disagreement between the internal audit function and Management irrespective of whether they have been resolved;
 - › Ensuring that internal audit reports are not subject to clearance of Management, save for purposes of presentation to the Group Risk Management Committee.
- 9 To obtain satisfactory response from Management on reports issued by the Internal Auditor and External Auditor;
 - 10 To consider the major findings of internal investigations and Management's response;
 - 11 To report to the Board:
 - › Significant findings identified and the impact of the audit findings on the operations;
 - › Deliberations and decisions made at the Audit Committee's level with focus given to significant issues and resolutions resolved by the Audit Committee, on regular basis;
 - › A summary of material concerns and weaknesses in the control environment noted during the year and the corresponding measures taken to address the issues;
 - 12 To consider any related party transactions that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;
 - 13 To oversee the function of the Group Risk Management Committee and report to the Board significant changes in the business and external environment, which affect key risks;
 - 14 Where review of audit reports of subsidiaries and any related corporation also falls under the jurisdiction of the Audit Committee, all the abovementioned functions shall also be performed by the Audit Committee in co-ordination with the Board of directors of the subsidiaries and related corporation;
 - 15 To review arrangements established by Management for compliance with any regulatory or other external reporting requirements, by-laws and regulations related to the Media Prima Berhad Group's operations; and
 - 16 To consider other areas as defined by the Board.

Meetings

- 1 The Audit Committee shall meet at least four times in a year to discuss any matters raised by the Auditors in discharging their functions. The quorum for a meeting of the Audit Committee shall be three of which the majority must be Independent Directors.

At least once a year, the whole Board shall meet with the External Auditors without the presence of any executive Board Member/ Chief Executive Officer.

- 2 The Company Secretary is responsible for the coordination of administrative details including calling the meetings, voting and keeping of minutes.
- 3 In addition to the Audit Committee members, the Group Chief Financial Officer and the General Manager, Corporate Governance and Risk Management are invited to attend each meeting. The head of companies/ departments and their management teams will attend when audit reports on their companies/ departments are tabled for discussion. The presence of External Auditors will be requested when required.
- 4 The Chairman shall upon the request of the External Auditor, convene a meeting of the Audit Committee to consider any matter the External Auditor believes should be brought to the attention of the Directors or shareholders.
- 5 The Auditors have the right to appear and be heard at any meeting of the Audit Committee and shall appear before the Audit Committee when required to do so by the Audit Committee.

Activities of the Audit Committee

In line with its Terms of Reference, the Audit Committee carried out the following activities during the year in the discharge of its functions and duties:

Risks and Controls

- Reviewed the progress of the risk management function in its on-going identification and monitoring of key organisational risks, and the controls implemented by the respective operating units in managing those risks.
- Reviewed and deliberated on the Group corporate risk profile.
- Reviewed and recommended for Board approval the Annual Assessment Framework to evaluate the adequacy, effectiveness and efficiency of control procedures at operating units.
- Reviewed and recommended for Board approval the Fraud Prevention Manual for the Group incorporating the Anti-fraud Policy and the Whistle-blowing Policy.
- Evaluated the overall effectiveness of the system of internal controls through the review of the results of work performed by the Internal and External Auditors and discussions with Senior Management.
- Reviewed the Internal Control Statement and Audit Committee Report prior to their inclusion in the Company's Annual Report.

Financial Results

- Reviewed the Group's quarterly results before recommending to the Board for their approval and release of the Group's results to Bursa Securities focusing on the following areas, where relevant:
 - › Listing Requirements of Bursa Securities;
 - › Provisions of the Companies Act, 1965;
 - › Applicable approved accounting standards.

- Reviewed the audited financial statements of the Group with the Group Chief Financial Officer and the External Auditors before recommending to the Board for their approval.

External Audit

- Reviewed with the External Auditors their audit plan, strategy and scope of the statutory audits of the Group accounts for the financial year ended 31 December 2005.
- Reviewed the results and issues arising from their audit of the year-end financial statements and their resolution of such issues highlighted in their report to the Audit Committee.
- Held a meeting with the External Auditors in the absence of Management to discuss issues arising during the final audit.
- Reviewed their performance and independence before recommending to the Board their re-appointment and remuneration.

Internal Audit

- Reviewed the internal audit plan for the financial year 2005 ensuring the principal risk areas were adequately identified and covered in the plan.
- Reviewed the scope and coverage of the audit over the activities of the respective operating units of the Group and the basis of assessment and risk rating of the proposed areas of audit.
- Reviewed and deliberated on a total of 21 audit reports on assignments and 18 follow-up reports conducted by the internal audit function.
- Reviewed the recommendations of the internal audit function and appraised the adequacy and effectiveness of Management's response in resolving the audit issues reported.

- Reviewed the corrective actions taken by Management in addressing and resolving issues as well as ensuring that all issues were adequately addressed on a timely basis.

- Reviewed the adequacy of resources and the competencies of staff within the internal audit function to execute the plan, as well as the audit programmes used in the execution of the Internal Auditors' work and the results of their work.
- Reviewed and determined the remuneration, increment and performance rating of the General Manager, Corporate Governance and Risk Management.
- Reviewed and appraised the overall performance of the Corporate Governance and Risk Management Department against the Key Performance Indicators ("KPIs") set for 2004 and approved the KPIs for the department for financial year 2005.

Related Party Transactions

- Reviewed related party transactions for compliance with the Listing Requirements of Bursa Securities and the appropriateness of such transactions before recommending to the Board for approval.

Employees' Share Option Scheme

- Reviewed and verified allocation of share options during the year under the Media Prima Berhad Employees' Share Option Scheme ("ESOS"), to ensure compliance with the allocation criteria determined by the Media Prima ESOS Committee and in accordance with the by-laws of the Media Prima ESOS.

Internal Audit Function

The Group has an established internal audit function carried out by the Corporate Governance and Risk Management Department. The department reports to the Audit Committee and is responsible for providing an independent and objective assurance that an adequate, efficient and effective internal control system is in place to anticipate potential risk exposures over key business processes. Through a systematic and disciplined approach, the internal audit function evaluates and improves the effectiveness of the risk management, control and governance processes within the Group.

During the year, the Internal Auditors have completed and issued reports for 21 assignments. The audits covered functions in the areas of engineering, finance, human resources, assets management, procurement, programme stock management, production, special projects and the subsidiary company in Ghana. These were carried out in accordance with the Annual Audit Plan or on an ad-hoc basis at the special request of either the Audit Committee or Management. In addition, the Internal Auditors were in attendance at all major competitions organised by the Group to verify and confirm the results of the competitions. The Internal Auditors also attended stock-takes within the Group as independent observers to ensure due process has been observed. The resulting reports of the audits undertaken were presented to the Audit Committee and forwarded to Management for attention and necessary actions.

In accordance with the requirements of the Institute of Internal Auditors that an external quality assurance review be conducted at least once every five years, an external consultant has been appointed to conduct a Quality Assurance Review of the internal audit function. The purpose of the review is to provide reasonable assurance that the internal audit work undertaken by the department conforms to the Standards for the Professional Practice of Internal Auditing, the Code of Ethics, the internal audit charter and best practice.

To improve customer service and quality of audit work, the department has undertaken the following activities:

- Communication session with Management on internal audit activities and planning of audits so that areas of management concern are covered;
- Dialogue with Management on the roles of the internal audit function and bridging the expectation gap between Management and the Internal Auditors, moderated by an external consultant;
- Conducting control and risk awareness workshops;
- Implementation of the Internal Audit Customer Feedback Survey; and
- Implementation of the Internal Audit Rating System to rate internal control systems, and enable Management to focus on risk areas and review the trends on the state of controls of the auditable entities.

The Management is responsible for ensuring that corrective actions on reported weaknesses as recommended are taken within the required timeframe. The Internal Auditors continuously monitor the implementation of audit recommendations through periodic follow-up reviews. The Internal Auditors also work closely with the External Auditors to resolve any control issues and assist in ensuring that appropriate management actions are taken. Management is also responsible for ensuring that a written report on actions planned or completed is sent to the Chairman of the Audit Committee and the General Manager, Corporate Governance and Risk Management.

internal control statement

Introduction

The Malaysian Code on Corporate Governance (“the Code”) stipulates that the board of directors of a listed company should maintain a sound system of internal controls to safeguard shareholders’ investments and the company’s assets. Pursuant to Paragraph 15.27(b) of Bursa Malaysia Securities Berhad (“Bursa Securities”) Listing Requirements, the board is required to include a statement in the annual report on the state of a company’s internal controls. The Bursa Securities’ Statement on Internal Control: Guidance for Directors of Public Listed Companies (“Guidance”) provides guidance for compliance with this requirement. The Board of Directors of Media Prima Berhad (“Board”) is pleased to make the following statement, which has been prepared in accordance with the Guidance.

Responsibility

The Board recognises the importance of sound internal controls and risk management practices to good corporate governance. The related principal responsibilities of the Board in relation to internal controls as outlined in Best Practices Provision AA I in *Part 2* of the Code include:

- Identifying principal risks and ensuring the implementation of appropriate control systems to manage these risks;
- Reviewing the adequacy and the integrity of the company’s internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.

The Board affirms its overall responsibility for the Group’s system of internal controls and risk management, and for reviewing the adequacy and integrity of the systems. It should however be noted that such systems are only designed to manage rather than totally eliminate the risk of failure to achieve business objectives. Accordingly, these systems can only provide reasonable but not absolute assurance against material losses, misstatements or other significantly adverse consequences.

Control Environment

The Board is committed to maintaining a strong control structure and environment for the proper conduct of the Group’s business operations. The Group’s control environment comprises the following components:

Independence of the Audit Committee and Internal Audit Function

The Audit Committee comprises a majority of Independent Non-Executive Directors who have unimpeded access to both Internal and External Auditors. The activities of the Audit Committee in reviewing the results of the Internal and External Auditors’ work and findings, assist them in their evaluation of the control environment. The internal audit function has a clear line of reporting to the Audit Committee and the Audit Committee determines the remit of the Internal Audit function. Thus, the internal audit function is independent of the activities audited and is performed with impartiality, proficiency and due professional care.

Organisational Structure with Defined Roles and Responsibilities

The Board has established a properly defined organisational structure with clear reporting lines and formalised roles and responsibilities. The Group's Limits of Authority assigns authority to appropriate levels of staff to exercise control over the Group's commitment of both capital and operational expenditure. The Limits of Authority are approved by the Board and are regularly reviewed and updated to reflect changing conditions.

Fraud Prevention Manual

During the year, the Board has approved a Fraud Prevention Manual consisting of an Anti-fraud Policy and Whistle-blowing Policy. The Anti-fraud Policy defines clearly what constitutes fraud and fraudulent activities. It also endeavours to limit the opportunity for fraud against the Group by increasing the prevention, detection and prosecution of fraudulent activities.

The Whistle-blowing Policy guides employees of the Group in communicating instances of illegal or immoral conduct to the appropriate parties within the Group and, at the same time, protecting these employees against victimisation, discrimination or being disadvantaged in any way arising from such communication. It also provides for proper investigation on all allegations or reports from within and outside the Group.

The manual builds into the Group's culture an abhorrence for fraud and the understanding that any conduct of this nature will not be tolerated. It also promotes a transparent and open environment for fraud reporting within the Group.

Human Resources Policy and Code of Ethics

The Group has in place a comprehensive Human Resources Policy and Code of Ethics approved by the Board that sets the tone of control consciousness and employee conduct. The Code of Ethics is communicated to and acknowledged by all employees and compliance with this Code is mandatory. There is also in place supporting procedures for the reporting and resolution of actions contravening these policies.

The competency of staff is enhanced through a rigorous recruitment process and development programmes.

Emphasis is placed on the quality and abilities of employees, with continuing education, training and development being actively encouraged through a wide variety of schemes and programmes, including an in-house MBA programme in collaboration with the University of Cambridge Local Examinations Syndicate and University of Applied Sciences, Berne, Switzerland. An established performance management system, which is linked to and guided by Key Performance Indicators and accountability, is in place and is reviewed on an annual basis.

Documented Policies and Procedures

Clearly documented internal policies and procedures are set out in a series of Standard Operating Manuals and implemented throughout the Group. These procedures are subject to regular reviews, updates and continuous improvements to reflect the changing risks and operational deficiency.

Business Continuity Plan

The Board recognises that disaster or business recovery planning is a key risk management strategy. During the year, the Business Continuity Plan ("BCP") for the Group has been completed.

The BCP focuses on the sudden inability of the television stations to provide services to their stakeholders because of the loss of physical assets and broadcasting capability. In this respect, the Group has formulated a comprehensive plan that will cover all actions to be taken before, during and after a disaster, with the following objectives:

- Minimise disruption of services to all levels of clients and stakeholders;
- Minimise financial loss;
- Ensure a timely (and prioritised) resumption of business operations in the event of disaster or disruption;
- Provide particular emphasis on information services and computer operations, given the integral relation between information and communications technology and all parts of the television stations' operations;
- Ensure a safe and secure working environment and provide other assistance to help staff cope with the disruption and their individual workloads; and
- Provide adequate communication internally and externally in the event of disaster or disruption to operations.

The BCP will continuously be updated to be in line with the implementation of the Group's business operations.

Risk Management

The Group recognises the importance of internal controls and risk management in sustaining its business continuity and strives to make risk management and control part of its business culture. In this respect, the Group has put in place a formal risk management process to identify, evaluate, monitor and manage significant risks impacting the Group. The Group's risk management methodology is based on an integrated risk management model that considers risk at all levels of the organisation, from the strategic to the day-to-day operations.

The Board has approved the Risk Management Framework for the Group and the formation of the Group Risk Management Committee on 12 December 2003. This framework provides the platform to adopt a more holistic and integrated approach to managing risk. The objectives of the framework are as follows:-

- establish a clear Risk Management Policy;
- allocate and optimise the use of resources in managing risk effectively;
- inculcate an effective risk management culture throughout the Group;
- safeguard financial and non-financial assets of the Group;
- comply with policies, procedures, guidelines, laws and regulations; and
- establish an integrated Risk Management Process where
 - › the risk management operating structure is formalised and key lines of responsibility for risk management throughout the Group are defined;
 - › monitoring of major risk factors, which may have significant impact on individual businesses and the Group, is centralised at Group Senior Management level; and

- › a transparent system of information and communication for risk management between operations, Management and the Board of Directors is achieved.

The Group Risk Management Committee ("GRMC") is chaired by the Group Managing Director and includes the Group Chief Financial Officer, Head of Human Resources and Administration and Head of Corporate Governance and Risk Management, with representatives from each operating unit attending as required.

At each material subsidiary company, the subsidiary audit committee is established to discuss and review internal control issues, risk profiles and risk mitigation strategies to address company-level strategic and operational risks. It reports to the Board of the subsidiaries, which is responsible for the overall monitoring and supervision of risk management exercise at subsidiary level. The subsidiaries' audit committee also reports on a quarterly basis to the Audit Committee, risks of high probability or significant impact to business units and the Group.

The Group has developed an enterprise-wide risk map through a control and risk self-assessment programme facilitated by the Group Risk Management Unit ("GRMC"). This exercise includes profiling and mapping of the risks identified and proposing mitigating strategies to manage these risks. The GRMC meets quarterly to consider what changes to risk management and control processes should be recommended. Its review covers matters such as responses to significant risk and control issues identified, output from monitoring processes and changes made to the internal control systems.

The GRMC reports to the Audit Committee on the risk management status on a regular basis. The Audit Committee then reports to the Board significant changes in the business and the external environment, which affect key risks. The Board monitors the implementation of the risk strategies and any changes to the risk profiles are highlighted to the Board for consideration. In this way, the Board will ensure that the risk strategies are progressing according to the implementation plan.

The risk management process in place requires Management to comprehensively identify and assess all types of risks in terms of likelihood and magnitude of impact as well as to identify and evaluate the adequacy of mechanisms in place to manage, mitigate, avoid or eliminate these risks. The process encompasses assessments and evaluations at the business unit process level before being examined on a Group perspective.

The Board views risk management as integral to good business practice. Risk assessment and evaluation are incorporated into all key business processes including strategy and business planning, investment appraisal, performance management and safety, health and security management processes. The Group has in place an Occupational Health and Safety Policy and is currently in the process of obtaining certification for OHSAS (Occupational Health and Safety Assessment Series) 18001.

Internal Audit

The Group's internal audit function undertakes regular reviews of the Group's operations and its system of internal controls. It provides continuous improvement to the controls and risk management procedures. In this respect, the internal audit function reviews the Group's activities based on an approved audit plan presented to the Audit Committee. The audit plan is developed based on the risk profiles of the business entities of the Group in accordance with the risk policy as approved by the Board. Internal audit findings are discussed at management level and actions are agreed in response to the internal audit recommendations. The status of implementation of the agreed actions is followed up by the internal audit function to ensure that satisfactory control is maintained.

The Audit Committee reviews all internal audit findings and recommendations to ensure that they obtain the necessary level of assurance with respect to the adequacy of the internal controls as required by the Board. The Audit Committee also reviews the effectiveness of the risk management process. Significant risk issues are referred to the Board for consideration. The Board reviews the minutes of the Audit Committee meetings.

Annual Assessment Framework

During the year, the Board has approved the Annual Assessment Framework to evaluate the state of internal controls and risk management at each operating unit. This represents a diagnostic check on each operating unit so that the Board has the comfort that a sound control environment and structure is in place, thus enabling the Board to make the necessary statement in the annual report. The General Audit Report, based on a proposed rating system, will be issued to all operating units within the Group at the end of the year under review. The proposed rating system considers the achievement of key objectives by the operating units; financial performance of the operating units including cost control measures; compliance with the risk management framework and internal control procedures; effectiveness of management supervision; quality of staffing and follow-up actions on issues raised during the external audit.

Other Key Elements of Internal Control

The other key elements of the Group's internal control system are described below:

- Setting up of various committees including the Programme Committee and Tender Committee with clearly defined terms of reference to ensure transparency and integrity of the procurement process.
- A detailed budgeting process where each business unit submits a business plan annually for approval by the Board.
- Monthly reporting of actual results and their review against budget, with major variances being followed up and management actions taken, where necessary. The financial results are reviewed by the Board with Management on a quarterly basis, to enable them to gauge the Group's achievement of its annual targets and review any key financial and operational issues.
- Regular and comprehensive information provided to Management, covering financial performance and key performance indicators, such as advertising market share, television viewership, programme ratings and utilisation of resources.
- Monitoring of performance including discussion of any significant issues at Senior Management meetings.
- Regular visits to operating units by members of the Board and Senior Management.

The Board believes that the development of the system of internal controls is an ongoing process and has taken steps throughout the year to improve its internal control system and will continue to do so. Based on the assessment of the internal control system of the Group, no significant control failings or weaknesses that would result in material loss, contingency or uncertainty requiring disclosure in the Group's annual report were noted.

Associated Company

The state of internal control of The New Straits Times Press (Malaysia) Berhad, an associated company of Media Prima Berhad listed on the Bursa Securities, has been disclosed in the Statement on Internal Control made by its board of directors and is thus excluded from this statement. However, the Directors of Media Prima are appointed to this board, attend board meetings and review the key financial information of the company. These directors report to the Media Prima Board in the event that the company does not appropriately manage significant risks.

This statement is made on the recommendation of the Audit Committee to the Board of Directors and as per the Board's resolution dated 24 March 2006.

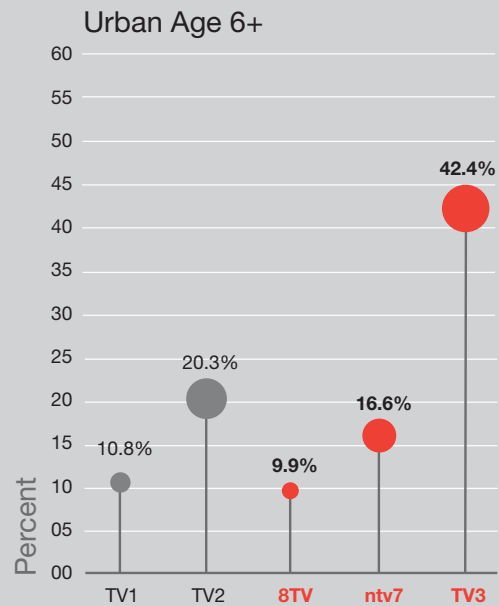




charts

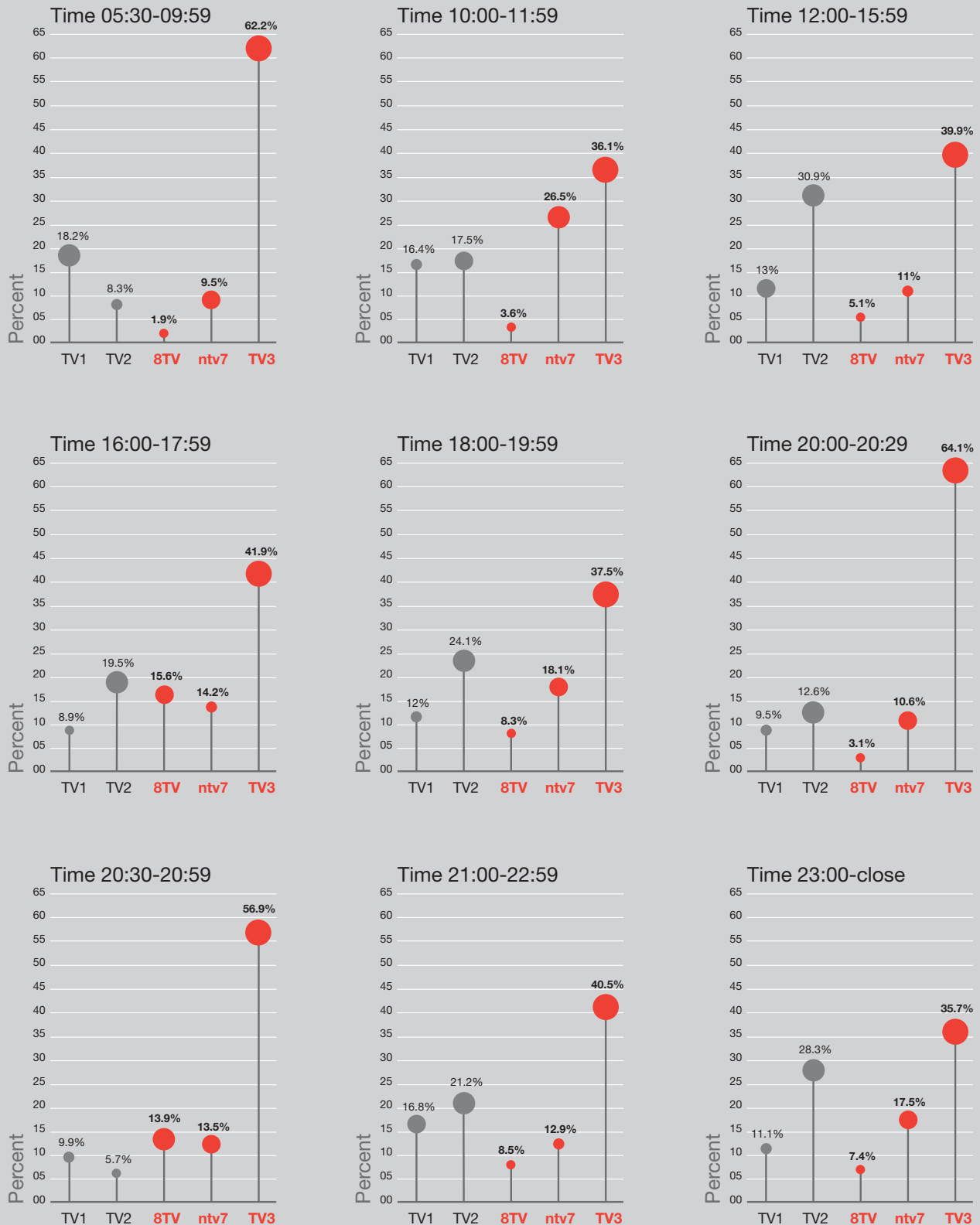
audience chart

Average Weekly Audience Share from Start to Close of Transmission

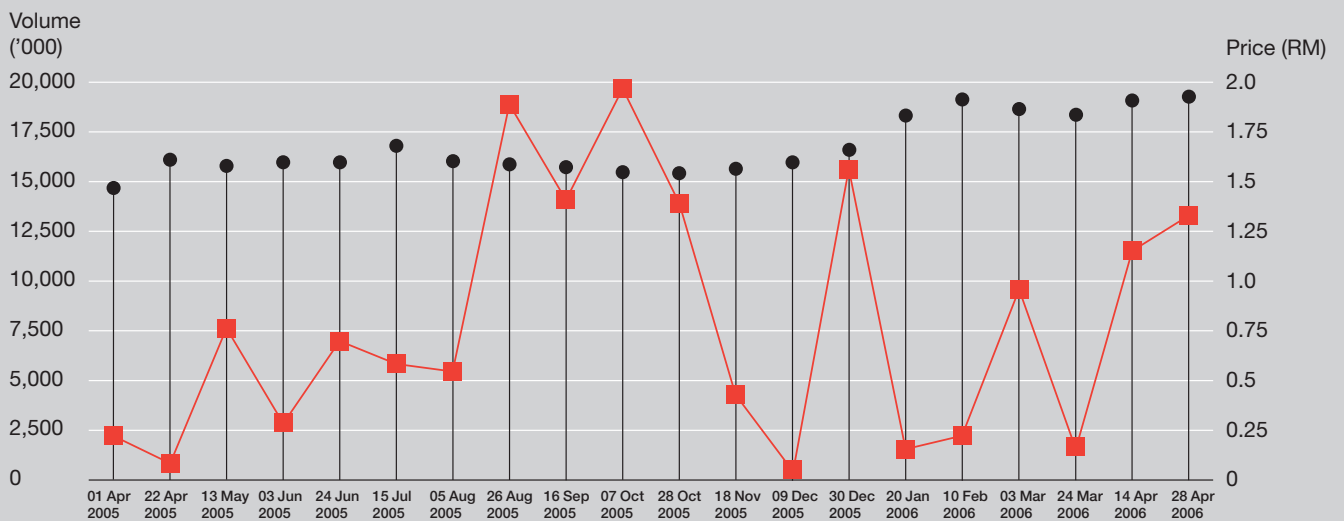


Source: AGBNielsen Media Research
Based on Week 16 of 2006 (16/4/06 - 22/4/06)

Average Daily Audience Share by Dayparts (Audience Age 6+)



share price chart



—■— Volume of Shares Traded

● Share Price

financial highlights

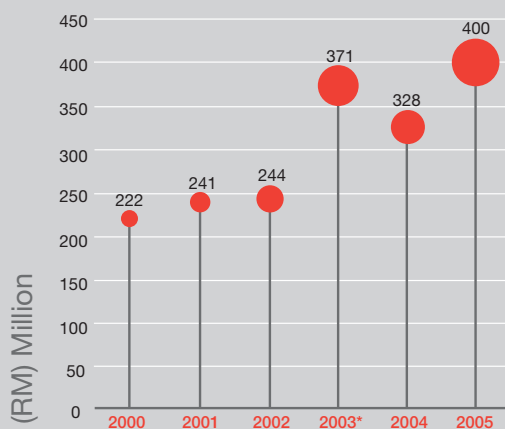
	Group		Company	
	Year ended 2005 RM'000	Year ended 2004 RM'000	Year ended 2005 RM'000	Year ended 2004 RM'000
Revenue	399,689	328,405	93,768	23,766
Profit/ (Loss) Before Taxation	71,633	49,432	76,384	6,434
Net Profit/ (Loss) After Taxation	54,794	33,856	53,770	4,474
Minority Interests	1,451	3,857	-	-
Share Capital	600,106	540,658	600,109	540,658
Shareholders' Funds *	36,470	256,921	720,320	577,771
Earnings Per Share (sen) (Basic) **	10	7	-	-
Return On Shareholders' Funds (%)	154	15	7	1
Net Assets Backing Per Share (RM)	0.06	0.48	1.20	1.07
Number Of Employees At Financial Year End	1,512	1,110	7	5

* Shareholders' Funds: Share Capital + Share Premium + Other Reserves + Accumulated Losses

** Earnings per Share (Basic): Net Profit After Taxation and Minority Interests of RM56,245,000 (31.12.2004: RM37,713,000) and the weighted average number of ordinary shares in issue of 600,109,000 (31.12.2003 : 540,658,000)

financial charts

Group Revenue

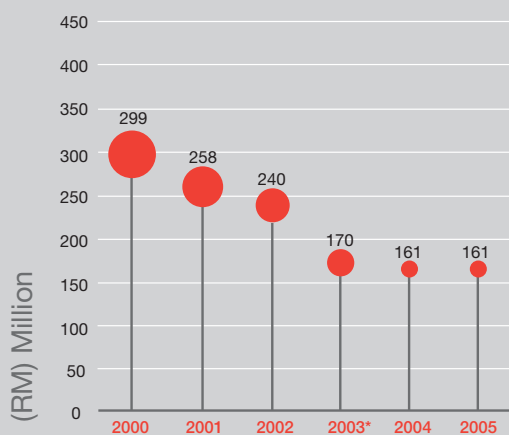


Group Profit / (Loss) Before Taxation

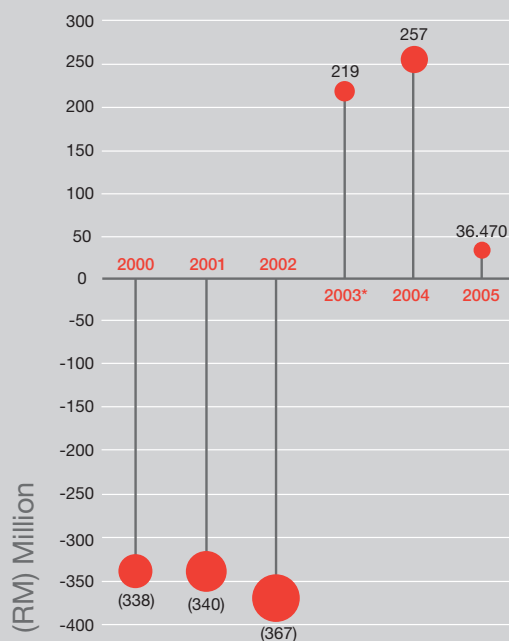


*16 months period

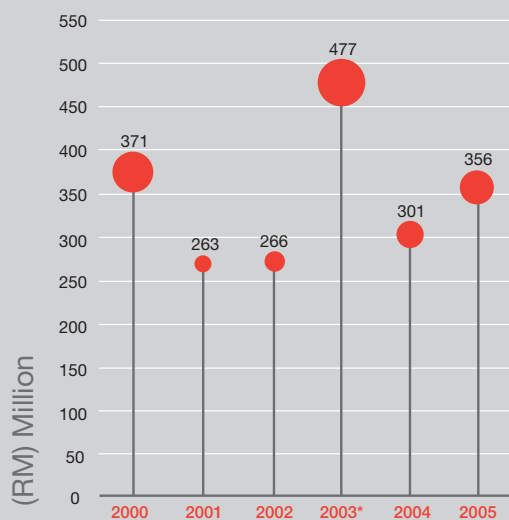
Property, Plant and Equipment



Group Shareholders' Funds



Group Expenditure



Group Employees

