



Star Media Group Berhad

(Company No. 197101000523 (10894-D))

BOARD CHARTER

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1. INTRODUCTION

The Board of Directors (“the Board”) of Star Media Group Berhad (“Star” or “the Company”) is ultimately responsible for the Company’s values and actions. This includes setting the strategic direction of the Company and developing a robust and sound framework of corporate governance as well as ensuring the sustainable performance of the Company and its subsidiaries (together “the Group”) and compliance with statutory as well as corporate obligations and ethical practices throughout the Group, which are vital to deliver sustainable value to its shareholders and other stakeholders.

This Board Charter serves as a source of reference for Board members to assist them in discharging their fiduciary duties. It formalizes the various roles and responsibilities of the Board, Board Committees, and individual Director of the Company in carrying out their stewardship role and in discharging their duties towards the Company, as well as the Board’s operating practices.

The Charter incorporates the Principles and Recommendations of the Malaysian Code on Corporate Governance (“MCCG”), as considered appropriate, the relevant aspects of the Company’s Constitutions and certain/applicable provisions of the Companies Act 2016 (“the Act”) and the Main Market Listing Requirements (“Main LR”) of Bursa Securities (“Bursa Securities”) insofar as the duties and responsibilities of Directors are concerned as well as the applicable Guidelines on Conduct of Directors of Listed Corporations and its Subsidiaries issued by the Securities Commission. This Board Charter does not overrule or pre-empt the statutory requirements of the Directors enshrined in the statutes. To the extent of any conflict between the terms of the Board Charter and the Constitution, the Constitution prevails.

2. PURPOSE OF THE BOARD

The Board oversees and directs the business and affairs of the Company. Collectively, the Board has primary responsibility for the governance and management of the Company and fiduciary responsibility for the financial and organizational health of the Company.

The Board has the right to establish and delegate some of its responsibilities to the Board Committees in discharging its functions and responsibilities. The Board has established the following Committees with their respective Terms of Reference. The Committees report to the Board with their recommendations. The ultimate responsibility for decision-making lies with the Board:

- a) Audit Committee (“AC”)
- b) Nomination Committee (“NC”)
- c) Remuneration Committee (“RC”)
- d) Strategic and Investment Committee (“SIC”)

The Board Committees have no independent decision-making authority, except where expressly granted by the Board. The Board Committees shall provide a report on its work at each Board Meeting.

The Board will periodically review the adequacy, efficiency, and effectiveness of the Committee structure, including their membership and Terms of Reference.

3. COMPOSITION

3.1 Size and Mix of Skills

- a) The Board should strive to achieve an optimum balance and dynamic mix of competencies and diverse skillsets amongst its Board members. The size and composition of the Board should be such that it facilitates the making of informed, critical decisions without limiting the level of individual participation, involvement and effectiveness. In seeking potential candidate(s) for new appointments, the Board shall take into account various factors as outlined in the “Diversity” section of this Charter.
- b) The Board shall be headed by an Independent Non-Executive Chairman, who is appointed by the Board. Whilst the Constitution allows for not less than two (2) and not more than fifteen (15) Directors, the Board shall examine and determine its size periodically in relation to the effective running of the Company’s business.
- c) At least two (2) members or one-third (1/3) of the Board, whichever is higher, shall be independent directors in accordance with the Main LR. In the event of any vacancy on the Board, resulting in non-compliance with the above, the vacancy must be filled within three (3) months.
- d) The Board, through the NC, shall periodically review the size and composition and the effectiveness of the Board and the Board Committees, which include their relevant skillsets, adequate experience and functional knowledge to ensure an appropriate balance of skills, experience and diversity.

3.2 Independence

An Independent Director (“ID”) is a director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgment or the ability to act in the best interests of the Company.

The primary role of the ID is to provide a balanced and objective perspective on the Company’s affairs. The key responsibilities of the ID include to make an independent assessment of the information, reports or statements, having regard to the Director’s knowledge, experience and competency, to provide an independent view and demonstrate objectivity in reviewing and constructively challenging the Management’s proposal at meetings. The IDs are expected to commit to their

responsibility to the Company, including in the exercise of their fiduciary and leadership roles.

This definition is in line with and shall be interpreted in accordance with Paragraph 1.01 of the Main LR of Bursa Securities, as may be amended from time to time.

Without limiting the generality of the foregoing, an ID is one who:

- a) is not and has not been within the last three (3) years, an officer of the Company or any of its group of related corporations (each referred to as a "said Corporation"). For this purpose, "officer" has the meaning given in Section 2 of the Act but excludes a director who has served as an ID in any one or more of the said Corporation for a cumulative period of less than twelve (12) years;
- b) is not a major shareholder of the said Corporation;
- c) is not a family member of any executive director, officer or major shareholder of the said Corporation;
- d) is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;
- e) has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by Bursa Securities, or is not presently a partner, director (except as an ID) or major shareholder, as the case may be, of a firm or corporation which has been engaged as an adviser by the said Corporation under such circumstances as prescribed by Bursa Securities;
- f) has not been engaged in any transaction with the said Corporation under such circumstances as prescribed by Bursa Securities, or is not presently a partner, director or major shareholder as the case may be, of a firm or corporation (other than subsidiaries of the Company or a listed issuer) which has been engaged in transactions with the said Corporation under such circumstances as prescribed by Bursa Securities; and
- g) has not served as an ID in any one or more of the said Corporation for a cumulative period of more than twelve (12) years from the date of his/her first appointment as an ID.

The definition of ID set out above is not intended to be exhaustive. The Board through the NC has a discretion to determine if a Director is independent. In determining independence, the Board undertakes to assess the independence of the ID upon his appointment, annually and when any new interest or relationship develops. In the event that if a person does not fall within any of the disqualifying indicators set out in Paragraph 1.01 of the Main LR, both the Director and Board must give effect to the spirit, intention and purpose of the definition of an ID. There must be a conscious application of the test of whether the said Director is able to exercise independent judgement and act in the best interest of the Company.

The tenure of an ID should not exceed a cumulative term of nine (9) years since appointment as ID. Upon completion of the ninth year, the ID may continue to serve on the Board provided the ID is redesignated as a Non-ID. Subject to assessment of the NC and with valid justification, an ID may remain as ID beyond the cumulative term of nine (9) years, provided that annual shareholders' approval is obtained through a two-tier voting process.

However, the tenure of an ID is limited to not more than a cumulative period of twelve (12) years from the date of his/her first appointment as an ID of the Company or any of its related corporations. Upon completing the twelve (12) year cumulative term, the ID must be redesignated as a Non-ID to continue serving on the Board.

3.3 Diversity

- a) The Board shall identify the ideal board matrix and conduct gap analysis to determine the criteria for new Board appointments. In undertaking the process of reviewing and selecting potential candidates to fill in the vacancies on the Board of the Company, the NC shall be mindful of the various diversity factors to strengthen the Board composition that meets the objectives and strategic goals of the Company, including gender, ethnicity and age distribution. The Board composition shall be guided by the Diversity Policy, a copy of which is available on the Company's website.
- b) The NC shall also consider qualified female candidates for all Board vacancies. To ensure meaningful gender representation, the Board must comprise at least one female Director at all times.
- c) The Board shall leverage differences in thought, perspective, knowledge, skill and industry experience to ensure the Company retains its competitive advantage.

3.4 Election, Re-election, Appointment or Re-appointment of Directors

- a) The appointment, re-appointment and/or re-election of a Director is a matter for consideration and decision by the Board upon appropriate recommendation from the NC. In making the recommendations, the NC will consider amongst others:-
 - (i) the current composition of the Board and the tenure of each Director;
 - (ii) the required mix of diversity in skills, experience, age, race, cultural background and gender of the Board;
 - (iii) the character, experience, integrity, competence, time commitment of such candidate to serve the Board effectively, taking into consideration the number of board positions held on other boards of listed and non-listed companies, and such other fit and proper criteria as set out in the Directors' Fit and Proper Policy; and
 - (iv) whether there is any existing or potential COI that could affect the execution of his/her role as a Director.

- b) All Directors should be required to submit themselves for re-nomination and re-election by shareholders at regular intervals and at least every three (3) years. This is in line with the Company's Constitution, which stipulated that, at least one-third (1/3) of the Directors shall retire from office every year provided always that all Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election in the Annual General Meeting ("AGM"). The Directors to retire in each year shall be those who have been the longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- c) The Board will review the recommendations of the NC and based on the Director's overall contribution and performance, including his/her role as an independent director, where applicable, will then recommend the Director for re-election by shareholders. The NC's recommendation will take into consideration, amongst others, the Director's performance evaluation to assess whether the Director continues to contribute effectively and demonstrate commitment to the role and any other duties.
- d) Any new Director appointed during the year shall be in office until the next AGM of the Company and shall be eligible for re-election.
- e) All new Directors appointed to the Board shall receive a formal induction program to be provided by the Group CEO and Senior Management.

3.5 Directors' Fit and Proper Policy

- a) The appointment of the Directors of the Group shall be guided by the Directors' Fit and Proper Policy, a copy of which is available on the Company's website. This Policy serves as a guide to NC and the Board in their review and assessment of potential candidates to be appointed to the Board with the objectives to ensure that membership of the Board fulfils the requisite fit and proper criteria and includes a diverse mixture of skills, professional and industry backgrounds, business experience and expertise, gender, age and ethnicity for more effective functioning of the Board.
- b) The fit and proper assessment shall be conducted for any person being considered for the proposed appointment or re-election/re-appointment as a Director within the Group and may be conducted if a Director's fitness and propriety may be materially compromised.
- c) Any person to be appointed as a Director or continuing as a Director must not be disqualified and must be assessed to have all the fit and proper criteria relating to:
 - Character and Integrity;
 - Experience and Competence; and
 - Time and Commitment.

- d) The NC shall determine the specific factors/criteria for its consideration in a fit and proper assessment, having regard to the circumstances and requirements relevant to the Company/Group. All new and continuing Directors shall be required to make a fit and proper declaration as the NC may from time to time prescribe or approve.

3.6 Disqualification or Vacation of Office of Directors

The office of a Director shall become vacant if the Director:

- a) resigns his/her office by notice in writing to the Company;
- b) becomes disqualified from being a Director under Sections 198 ¹or 199² of the Act;
- c) ceases to be or is prohibited from being a Director by virtue of the Act or the Bursa Securities Main LR;
- d) retires and is not re-elected at general meeting of the Company;
- e) is removed from his/her office as Director by ordinary resolution of the Company in a general meeting of which special notice has been given in accordance with Section 206(3) of the Act;
- f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder, physically incapacitated or dies; or
- g) is absent from more than 50% of the total Board of Directors' meetings held during a financial year unless approval is sought and obtained from Bursa Securities.

4. ROLES AND RESPONSIBILITIES OF THE BOARD

4.1 Duties and Responsibilities of Directors

The Board is collectively responsible for the proper stewardship of the Group's business and the creation of long-term success as well as the delivery of sustainable value to its stakeholders.

The principal responsibilities of the Board include the following:

- **Strategy and Performance:**
 - Set the Group's strategic aims, ensuring they support long-term value creation and promote sustainability, considering economic, environmental, and social factors.

¹ a person is disqualified from being a director if they are an undischarged bankrupt or have been convicted of offences relating to the promotion, formation or management, bribery, fraud, dishonesty, or certain provisions of the Act.

² the Court may disqualify a person from acting as a director or promoter if, within the last five years, they have contributed to the insolvency of two or more companies, violated their duties as a director, or repeatedly contravened the Act.

- Review and approve strategic initiatives, business plans, and budgets, and monitor their implementation and effectiveness.
- Oversee and evaluate the Group's overall business and operations to ensure they are properly managed.
- **Risk Management and Governance:**
 - Promote a strong corporate governance culture, reinforcing ethical, prudent, and professional behavior throughout the Group.
 - Identify and assess the Group's principal business risks, establish an appropriate risk appetite, and ensure an effective risk management framework is in place to identify, analyze, evaluate and manage significant financial and non-financial risks.
 - Review the adequacy and integrity of the Group's internal controls, management information systems, and regulatory compliance.
 - Oversee the Group's adherence to high standards of conduct, ethics, and corporate behavior, including the implementation and monitoring of relevant policies such as anti-corruption and data privacy in line with applicable rules and regulations.
- **Talent and Succession:**
 - Ensure that the Board members, Group CEO and Key Management personnel (including C-Suites and Heads of Departments) have the necessary skills and experience, taking into account the diversity factors including age, gender, ethnicity, and ensure that there are measures in place for the orderly succession of the Board and Senior Management.
 - Review the leadership needs of the Company with a view to ensuring the Company's continued ability to compete effectively in the marketplace.
- **Stakeholder Engagement:**
 - Ensure the Company has in place procedures to enable effective and transparent communication with stakeholders. Further guidance is provided in the Corporate Disclosure Policy adopted by the Board to ensure comprehensiveness, accuracy and timeliness of the information disclosed.
 - Maintain the integrity of the Company's financial and non-financial reporting systems and ensure compliance with relevant laws and standards.
 - Ensure the Company leverages on information technology in communicating with stakeholders, including a dedicated section for Investors on the Company's website, for effective dissemination of information and easy access to corporate information pertaining to the Group and its activities. The website should continuously be updated to provide the latest information such as the Board charter, terms of reference, policies and codes and the Annual Report of the Company.

- **Sustainability:**

- Take responsibility for the governance of sustainability of the Group, including setting the sustainability strategies, priorities and targets which are aligned with the Company's overall strategy and vision. The Board is also responsible for ensuring that the Group's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders, where appropriate and relevant.
- Review and adopt business strategies and plans as developed by Management and ensure the plans support long-term value creation which include economic, environmental, social and governance considerations underpinning the Group's sustainability.

4.2 Conduct of Directors

In discharging the above responsibilities, each Director is required to act as a fiduciary in the best interests of the Company. Individual Directors are expected to:

- **Diligence and Integrity:**

- Exercise a reasonable degree of care, skill, and diligence in discharging their duties and ensuring compliance with regulatory requirements.
- Act in good faith, honestly, and for a proper purpose, at all times promoting and protecting the company's image and reputation.
- Devote sufficient time and effort to their responsibilities, including meeting attendance and continuous professional development.

- **Conflict of Interest:**

- Exercise diligence and avoid conflicts of interest, in personal or professional capacity including improper use of the Group's property, information, opportunities or position as a Director or engaging in business which is in competition of the Group to gain a benefit (directly or indirectly) or cause detriment to the Group. Further details are outlined in the "Conflict of Interest" section of this Charter.

- **Confidentiality and Communication:**

- Hold in confidence all information obtained by virtue of their position.
- Serve as a channel of communication between management, shareholders, and other stakeholders, providing checks and balances to safeguard stakeholder interests.

4.3 Senior Independent Director ("SID")

The Board identifies and appoints, from amongst the Independent Directors, a SID to whom the concerns of the Directors and shareholders of the Company may be conveyed.

The main duties of SID include the following:

- i) Provides a sounding Board for Chairman (for instance, offer counsel to the Chairman on matters such as board dynamics and concerns of stakeholders);
- ii) Serves as an intermediary for other Directors, when necessary and a conduit for other Independent Directors to voice their concerns; and
- iii) Acts as point of contact for shareholders and other stakeholders particularly on concerns which cannot be resolved through the normal channels of the Chairman and/or Group CEO.

4.4 Chairman of the Board

The responsibilities of Chairman include leading the Board in its collective oversight of Management and ensuring Board effectiveness and standard of conduct. The Chairman should undertake, amongst others, the following responsibilities:

- a) Providing leadership to the Board and overseeing the Board in the effective discharge of its fiduciary duties.
- b) Managing board meetings to ensure the efficient organization and conduct of the meetings to facilitate robust decision making, which include
 - setting the agenda for board meetings, together with the Group CEO and the Company Secretary, and ensuring all relevant issues are on the agenda.
 - ensure the provision of complete and accurate information to facilitate decision-making is provided to the Directors in a timely manner.
 - lead board meetings and ensure that no member, whether executive or otherwise, dominates the discussion. The Chairman shall also encourage active participation of Board members and allow dissenting views to be expressed.
- c) Ensuring constructive and respectful relations be maintained between the Board members and managing the interface between the Board and Management.
- d) Presiding at shareholder meetings and ensuring the proceedings thereof comply with good conduct practices as well as the relevant rules and regulations.
- e) Ensuring appropriate steps are taken to provide effective communications with shareholders and relevant stakeholders and their views are communicated to the Board as a whole.
- f) Leading the Board in establishing and monitoring good corporate governance in the Company.

4.5 Separation of Functions between Chairman and Group CEO

The roles of the Chairman and Group CEO of the Company are distinct. The distinct and separate roles of the Chairman and Group CEO, with a clear division of responsibilities, ensures a balance of power and authority, such that no one individual has unfettered powers of decision-making.

The Group CEO is responsible for the day-to-day management and operation of the Group with all powers, discretions and delegations authorized, from time to time, by the Board. The Group CEO may delegate aspects of his authority and power but remains accountable to the Board for the Group's performance. The primary responsibilities of the Group CEO, amongst others, are as follows:

- a) Developing and implementing the corporate and financial strategies, annual budget and corporate performance targets of the Group.
- b) Ensuring that the financial management practice is performed at the highest level of integrity and transparency and that the business and affairs of the Group are carried out in an ethical manner and in compliance with the relevant laws and regulations.
- c) Providing effective leadership to the Group and is responsible for ensuring high management competency and that an effective management succession plan is in place to sustain continuity of operations.
- d) Acting as main conduit between the Board and the Management in ensuring the success of the Company's governance and management functions.
- e) Implementing the policies, strategies and decisions adopted by the Board.

4.6 Remuneration

- a) The Board has established a formal and transparent process for approving the remuneration of the Directors and Group CEO as well as Key Management. The RC will recommend to the Board a framework for remuneration and the specific remuneration packages for the Director, Group CEO and selective Key Management. The RC's recommendations should be submitted for endorsement by the entire Board. The RC covers all aspects of remuneration, including but not limited to director's fees, salaries, allowances, bonuses, options and benefits in kind. In its review, the RC considers various factors including the Directors' fiduciary duties, time commitments (such as effort and time spent) and the Company's performance. In the case of remuneration package of the Group CEO and Key Management, a significant proportion of their remuneration is structured so as to link to rewards to corporate and individual performance and taking into account the pay and employment conditions within the industry and in comparable companies.

- b) The fees of the Non-Executive Directors (“NED”) and any benefits payable to the Directors including any compensation for loss of employment of a Director shall from time to time be determined by an ordinary resolution of the Company in general meeting.
- c) The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending meetings of Directors of the Company.
- d) The Board has established a formal and transparent process for approving the remuneration of the Directors and Group CEO as well as selective Key Management, whereby the RC is responsible for reviewing the remuneration policy and making recommendations on the same to the Board for approval. In its review, the RC considers various factors including the Directors’ fiduciary duties, time commitments expected of them and the Company’s performance.
- e) The review of the Directors’ remuneration will be carried out by the RC on an annual basis for the approval of the Board prior to recommending the same for shareholders’ approval at the Company’s AGM. No Director should be involved in deciding his/her own remuneration.

4.7 Meetings

- a) An annual meeting calendar is prepared and circulated in advance of each new year to enable the Directors to plan their schedules accordingly. The Board meets at least four (4) times in a year and has a formal schedule of matters reserved for the Board to decide. Additional meetings may be convened as required.
- b) The agenda of each Board Meeting is finalized by the Chairman. Agenda papers are prepared by Management. Notice of meetings and business to be conducted shall be given to the members of the Board within the prescribed period stipulated in the Company’s Constitution. A full agenda together with the relevant board papers, with sufficient details of the information and reports, are circulated to all the Directors and to other attendees, as appropriate, at least five (5) working days prior to meeting. This allows the Directors to review and obtain further information from Management, where necessary, to facilitate informed decision making.
- c) Technology is effectively used in the Board meetings and in communication with the Board, where the Directors may receive agenda and meeting materials online or in digital format and participate in meetings via audio or video conference.
- d) Chairman encourages constructive, healthy debate, and Directors are given the chance to freely express their views or share information with their peers in the course of deliberation as a participative Board.

- e) Any Director who has a direct or deemed interest in the subject matter to be deliberated abstains from deliberation and voting on the same during the meeting.
- f) A decision by the Board requires the majority votes cast by the Board members who take part in processing the issue. In the event of equality of votes, the Chair shall have the casting vote.
- g) The Group CEO and Head of Finance shall attend the Board meetings. Senior Management, employees of the Group, professional advisors or external consultants may attend the Board meeting specific to the relevant agenda with the invitation of the Chairman.
- h) Besides these Board meetings, the Board shall also exercise control on matters that require its approval by way of circular resolutions with sufficient information required to make an informed decision.
- i) The minutes prepared by the Company Secretary should be accurate and complete. The minutes should reflect the full proceedings, including the tabling of pertinent issues, the substance of inquiry and responses, suggestions and proposals by the Board members, the decisions made, including whether any director abstained from voting or deliberating on a particular matter, as well as the rationale behind those decisions.

4.8 Matters Reserved for the Board

To ensure the direction and control of the Company are in the hands of the Board, a formal schedule of matters reserved for the Board's deliberation and decision include the following:

Strategic and Operational

- Strategic plans and annual budget including capital expenditure budget.
- Material transactions/major investments/major capital commitments, acquisition/disposal of a business or assets or expenditure exceeding prescribed thresholds based on the formalized limits of authority.
- Changes in the major business activities of the Company and Group.
- Limits of Authority for capital and operating expenditure.
- Related party transactions.
- Company's position in response to adverse publicity/rumours concerning the Company.
- Key corporate policies.
- Policies relating to investor relations and shareholder communication programs.
- Implementation of corporate governance policies and practices.
- Sustainability strategy and initiatives.

Financial

- Financing facilities and banking arrangements include changes to authorized signatories and approval limit.
- Payment of dividends based upon recommendation of the Audit Committee.

- Financial statements and their release (including financial reports for announcement to Bursa Malaysia Securities Berhad or the Securities Commission).
- Adoption of accounting policies in line with the Malaysian Financial Reporting Standards and International Financial Reporting Standards.
- Review the effectiveness of the Group's system of risk management and internal control. This function is delegated to the Audit Committee which will in turn report to the Board on its findings.
- Sustainability Statement, Management Discussion & Analysis, Corporate Governance Overview Statement, Corporate Governance Report, Audit Committee Report and Risk Management and Internal Control Statement for inclusion in the Company's Annual Report.

Board Structure and Conduct of the Board

- Appointment of Directors and changes to the Board members including Chairman.
- Establishment of Board Committees, their composition and specific terms of reference.
- Assessment of performance of the Board and Board Committees at least once a year.
- Appointment of key management positions including that of the Group CEO, Head of Finance and other key management personnel requires the recommendation of the Nomination Committee.
- Appointment and removal of Company Secretary.
- Recommendation for appointment/re-appointment of auditors.

Remuneration and Succession Planning

- Remuneration policy and package for Executive Directors and Group CEO (including their service contracts, if any) and Senior Management.
- Remuneration policy and package for Non-Executive Directors and recommendation of the fees to shareholders for approval based upon recommendation of the Remuneration Committee.
- Proposed Employees' Share Option Scheme subject to shareholders' approvals and other approvals that may be required by law.
- Succession planning for the Board members and the Senior Management Team.

Others

- Recommendation for the alteration of the Constitution of the Company.
- Change of financial year end, registered office address and Company's name.
- Matters requiring shareholders' approval.
- Recommendation for purchase of its own shares.
- Entering into any corporate guarantee and indemnity issued by the Company.

The Board is supported by the Company Secretary to provide sound governance advice, ensure adherence to regulatory requirements, MCGG, guidance and legislations and advocate adoption of corporate governance best practices.

4.9 Commitment

- a) When a Director (including the Group CEO) has multiple board representations, he/she must ensure that sufficient time and attention is given to the Company's affairs. The Director should demonstrate that he/she has been adequately carrying out his/her duties as a Director of the Company and maintain effective oversight. In any case, each Director of the Company should not hold more than five (5) directorships in listed issuers at any one time.
- b) Directors and Group CEO are required to inform the Chairman of the Board before accepting any new directorship in listed issuers and public-interest entities as well as other major appointments. The Chairman shall also inform the Board if he/she has any new directorship or significant commitments outside the Company.
- c) The Board shall obtain a time commitment from newly appointed Directors at the time of their appointment and from the existing Directors if they have other new directorships, indicating the time that will be spent on their appointments in other companies/entities.
- d) The Director shall promptly notify the Company through the Company Secretary of changes (for example, appointment and resignation) in their directorship as soon as practicable to allow the same to be presented to the Board for notation.

4.10 Conflict of Interest ("COI") and Transactions Involving Directors

- a) The Company has in place a COI Policy to manage situations where conflict of interest on the part of the Directors may arise.
- b) Conflict arising from the interest (direct or indirect) of a Director, member or major shareholder or person connected with such Director, member or major shareholder in a transaction proposed to be entered into or action/decision to be taken by the Company or its subsidiaries.
- c) Where a Director has an interest (direct or indirect) in a transaction proposed to be entered into or action/decision to be taken by the Company or its subsidiaries, he may be biased in making the commercial or regulatory decision which could be to the detriment of the Company or its subsidiaries.
- d) Directors can be regarded as having a conflict of interest where the Company, he/she is associated with derives an advantage from him/her being a Director. Therefore a Director is required at all times to declare such conflict and if so required by the Board, to withdraw from any voting or deliberation of a matter in which the Director or member may have an interest.
- e) The Act provides that a Director who is in any way, whether directly or indirectly, interested in a contract entered into or proposed to be entered into by the Company shall be counted only to make the quorum at the Board Meeting but shall not participate in any discussion while the contract or proposed contract is

being considered at the board meeting and shall not vote on the contract or proposed contract.

- f) The Main LR provides that a Director with any interest, direct or indirect, must abstain from board deliberation and voting on the relevant resolution in respect of the related party transactions.

4.11 Code of Conduct and Ethics for Directors

- a) The Board has adopted the Code of Conduct and Ethics for Directors (“the Code”), which governs the standards of ethics and responsible conduct expected from the Board members. The Code will be communicated to all Directors upon their appointment and is made available on the Company’s website. The Directors shall adhere to the Code, and it shall be reviewed by the Board periodically.
- b) The Directors are expected to conduct themselves with the highest ethical standards. All Directors and employees are expected to behave ethically and professionally at all times and thereby protect and promote the reputation and performance of the Company.
- c) The Company also communicates the code of ethical and business conduct in the Star Media Group Employee Handbook to all its employees upon their employment and is deemed to be part of the Terms and Conditions of Service.
- d) Each Director will, at all times act honestly, fairly and diligently in all respects in accordance with the laws applicable to the Company.

5. COMPANY SECRETARY(IES)

- a) The Board shall appoint the Company Secretary, who plays an important advisory role, and ensures that the Company fulfills the functions for which he/she has been appointed. The appointment and removal of the Company Secretary is a matter of the Board as a whole.
- b) The Company Secretary shall be suitably qualified and capable of carrying out the duties required of the post. The Company Secretary should also continue undertaking professional development.
- c) All Directors shall have full access to the advice and services of the Company Secretary who ensure that Board procedures are adhered to at all times and advise the Board on matters including corporate governance issues, and Directors’ responsibilities in complying with relevant legislation and regulations.
- d) The primary responsibilities of the Company Secretary shall include the following:
 - Ensure that Board procedures and applicable rules are observed.
 - Manage all board and committee meetings and prepare comprehensive minutes of the meetings.

- Maintain records of the Board and ensure effective management of the Company's records.
- Timely dissemination of information relevant to Directors' roles and functions and keeping them updated on new or evolving regulatory requirements.
- Facilitate Directors' orientation, coordinate Directors' training and development.
- Manage processes of shareholder meeting.
- Serve as a focal point for stakeholders' communication.

6. BOARD PERFORMANCE

- a) The Board has entrusted the NC with the responsibility for carrying out the annual performance evaluation and assessing the effectiveness of individual Directors, the Board as a whole and its Committees. The Board's effectiveness is assessed in the areas of composition, administration, accountability and responsibility, conduct, and the performance of the Chairman. The NC is required to carry out the assessments at least once annually on the Group CEO, Head of Finance and other Key Management (when necessary) and to present the assessment to the Board for review and discussion for further improvement, where required.
- b) The said assessment is intended to evaluate the mix of skills, experience and other relevant qualities the Directors bring to the Board, and takes into account the individual director's ability to exercise independent judgement at all times and to contribute to the effective functioning of the Board.
- c) The tenure of each Director should be reviewed by the NC and annual re-election of a Director should be contingent on satisfactory evaluation of the Director's performance and contribution to the Board.

7. DIRECTORS' TRAINING AND CONTINUOUS EDUCATION

- a) All Directors must complete the training programs, i.e., Mandatory Accreditation Programme ("MAP") that must be attended by Directors of listed issuers as prescribed by Bursa Securities from time to time in compliance with the Main LR. A Director who is appointed for the first time as a director of listed issuer must complete the MAP Part I in relation to a Director's roles, duties and liabilities within four (4) months from the date of appointment. All Directors must also complete the MAP Part II in relation to sustainability and the related roles of the Directors within the prescribed timeframe stipulated by Bursa Securities.
- b) The Board shall evaluate the continuous training needs of its members from time to time and will ensure that they have access, at the Company's expense, to appropriate continuing education programmes to update their knowledge and enhance their skills to sustain their active participation. The Board shall disclose the trainings attended by them during the financial year in the Annual Report and/or the Corporate Governance Report of the Company annually.

8. ACCESS TO INFORMATION AND INDEPENDENT ADVICE

- a) All Directors shall have full and unrestricted access to Management and to information pertaining to the Group's business affairs, whether as a full Board or in their individual capacity, which are relevant to the furtherance of their duties and responsibilities as Directors of the Company.
- b) In discharging the Directors' duties, each member of the Board is entitled to obtain independent professional advice, at the Company's expense. Where such advice is considered necessary for the discharge of the Director's duties and responsibilities as a Director and, for the benefit of the Company, such Director shall seek approval of
 - i) the Chairman or the Committee Chairman (as the case may be) where the fee payable is RM50,000 and below (If the director seeking advice is the Chairman, approval from the Board is required); and
 - ii) the Board where the fee payable exceeds RM50,000.
- c) The independent advice should be shared with the entire Board unless the Board decides otherwise to protect confidentiality in the best interest of the Company.

9. INVESTOR RELATIONS AND STAKEHOLDER COMMUNICATION POLICY

9.1 Communication between the Company and Investors

- a) The Board shall maintain an effective communications policy that enables both the Board and Management to communicate effectively with its shareholders, stakeholders and the general public.
- b) The Board ensures the timely release of announcements during the year such as the financial results, annual reports, circulars and press releases to shareholders to provide shareholders with an overview of the Company's performance and operations.
- c) The Group CEO and Senior Management participate in discussions with financial analysts and fund managers from time to time, upon request, as a means of effective communication that enables the Board and Management to convey information relating to the Company's performance, corporate strategy and other matters affecting shareholders' interest. Dialogues and discussions with investors and analysts are conducted within the framework of the relevant Corporate Disclosure Guide issued by Bursa Securities and comply with the Best Practices in Corporate Disclosure published by the Malaysian Institute of Chartered Secretaries and Administrators.
- d) Whilst the Company endeavors to provide as much pertinent information as possible to its shareholders and stakeholders, the Board is mindful of ensuring all shareholders are treated fairly and equitably. Hence, unpublished price sensitive information about the Company will not be disclosed on an individual or selective basis to any person unless otherwise required by law.

- e) The Board shall ensure that the general meetings of the Company are conducted in an efficient manner to enhance shareholder communications.
- f) The Board shall ensure a dedicated Senior Management is identified for investor relation function, subject to corporate disclosure policy established.
- g) The Company's website, www.starmediagroup.my provides easy access to corporate information pertaining to the Company and its activities and is continuously updated.

9.2 General Meetings

- a) The general meetings of the Company (i) provides an avenue for communication between the shareholders and the Board of Directors and Senior Management; (ii) serves as a channel for shareholders to raise their concerns to the Board and Management. The general meetings also enable shareholders to exercise their voting power, adhering to the one-share one-vote principle.
- b) The Chairman/Chairpersons of the Board Committees should be present and available to address questions at the general meetings. Senior Management and the external auditors should also be present to address shareholders' queries at the meetings.
- c) All notices of general meetings with sufficient details and information on agenda are published within the stipulated timeline (at least 28 days prior to the meeting) and announced to Bursa Securities accordingly and advertised in *The Star* newspaper. The full annual reports and circulars to shareholders are also available on the website of the Company and Bursa Securities.
- d) The Chairman encourages active participation by the shareholders during the general meetings.
- e) The Board shall arrange for the general meeting of the Company to be conducted in an efficient manner, including to consider leveraging technology to facilitate electronic voting and remote shareholders' participation, to enhance shareholder communications for a greater understanding of the Group's business, governance and performance.
- f) All resolutions set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, shall be voted by poll and votes are to be validated by at least one (1) independent scrutineer.

Votes cast for and against and the respective percentages, on each resolution are displayed to shareholders/proxies immediately after each poll conducted or after poll results for all resolutions are tabulated and finalized. The voting results of the general meetings are also announced in a timely manner after the meeting via Bursa Securities.

- g) The Board should ensure the minutes of general meetings, which include substantial comments or queries from shareholders and responses from the Board and Management are available to shareholders promptly on the Company's website, no later than 30 business days after the conclusion of the general meeting.

10. REVIEW OF BOARD CHARTER

The Board Charter should be periodically reviewed in accordance with the needs of the Company and any new regulations or relevant practices to ensure its relevance and effectiveness. This Board Charter is available on the Company's website www.starmediagroup.my.