



Star Media Group Berhad
(Company No. 197101000523 (10894-D))

BOARD CHARTER

(Adopted on 26 August 2021)

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1. INTRODUCTION

This Charter sets out the processes, key roles and responsibilities as well as the functions of the Board of Directors (“the Board”) of Star Media Group Berhad (“Star” or “the Company”). It serves as a source of reference for Board members to assist them in discharging their fiduciary duties as Directors of the Company.

The Board is ultimately responsible for the sustainable performance of the Company and its subsidiaries (together “the Group”) including the achievement of business plans and compliance with statutory as well as corporate obligations. The Board is also ultimately responsible for the development and implementation of the Group’s corporate governance practices.

In carrying out its responsibilities, the Board will be cognizant of the requirements of all legislation, regulations and statutory standards. In particular these will include, but not limited to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) that apply to the Company and its operations.

Where the Company considers them relevant and appropriate to its operations, it will also observe industry standards, the Malaysian Code of corporate Governance (“MCCG”) and other relevant requirements.

2. BOARD COMPOSITION

The Company is led and controlled by the Board which assumes overall responsibility for corporate governance, strategic direction and investments made by the Group.

The Directors will exercise the powers of the Company as conferred on them by the Companies Act 2016, the Constitution of the Company and any other relevant legislation.

The Board should consist of qualified individuals of diverse range of skills, experience, age, cultural background and gender and the size of the Board is such that it facilitates the making of informed and critical decisions for the Group. Nomination and election of new director and senior management is governed by structured nomination and election process and delegated to the Nomination Committee with ultimate responsibility and authority lies with the Board.

The Board composition is governed by the Company’s Constitution which provides for a minimum of two (2) directors and a maximum of fifteen (15). At least one-third (1/3) of the Board shall consist of independent non-executive directors or a minimum two (2), whichever is the higher. In the event of any vacancy in the Board, resulting in non-compliance with the above, the vacancy must be filled within three (3) months. To further assert independence element and enhance oversight role to the Board, MCCG recommends that at least half of the Board comprises independent directors.

Nominees to the Board shall be recommended by the Nomination Committee to the Board for approval.

The appointment of Chairman of the Board shall be approved by the Board. The Chairman appointed shall be Independent Non-Executive Director.

The Board should strive to achieve an optimum balance and dynamic mix of competencies and diverse skillsets amongst its Board members. The Board shall also,

from time to time, examine its size with a view to determine the impact of its number upon its effectiveness.

2.1 Appointment and Re-election

- (a) The appointment of a new director is for consideration and decision by the full Board, upon the recommendation from the Nomination Committee. In seeking potential candidate(s) for new appointments, the Board through the Nomination Committee shall take into account the required mix skills, experience and various diversity factors including gender and ethnicity of the Directors to strengthen the Board composition.
- (b) The Board endeavors to not solely rely on recommendations from existing board members, management or major shareholders for the nomination of new director and to expand the source to include recommendation by other professionals and open search.
- (c) It is the Board's policy that the former partners for the external audit firm of the Group and/or its affiliate firms are not appointed as a member of the Audit Committee for at least three (3) years after he/she left the audit firm/its affiliates concerned.
- (d) In accordance with the Company's Constitution, 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"). Any new Director appointed during the year shall office until the next AGM of the Company and shall be eligible for re-election.

2.2 Independent Directors

- (a) The tenure of an independent director should not exceed a cumulative term of nine (9) years.
- (b) Upon completion of the nine (9) years, the Independent Director may either retire or continue to serve on the Board subject to the Director's re-designation as a Non-Independent Director. Otherwise, the Board must satisfy itself with justification through rigorous review that the independency and objectivity of such Independent Director is not compromised by the passage of time and familiarity with the Executive Directors and senior management and to seek shareholders' approval, with sufficient information provided to the shareholders on the results of the review, in the event such Director is to be retained as Independent Director.

2.3 Senior Independent Non-Executive 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:

- (a) Provides a sounding Board for Chairman (for instance, offer counsel to the Chairman on matters such as board dynamics and concerns of stakeholders);

- (b) Provides leadership supports and advice to the Board in the event that the Board is undergoing a period of stress;
- (c) Serves as an intermediary for other Directors, when necessary and a conduit for other Independent Directors to voice their concerns; and
- (d) 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 Chief Executive Officer.

2.4 Board Committees

To assist the Board to discharge its duties and responsibilities, the Board has delegated certain functions based on the terms of reference approved by the Board to the following Board Committees. These Board Committees operate under the defined terms of reference and the chairman of these board committees will report to the Board during the board meetings on the matters that require the board attention:

(a) Audit Committee

The main functions of Audit Committee are to provide oversight roles for financial reporting, external auditors, internal audit function, risk management and internal control activities and conflict of interest situation. Please refer to terms of reference of the Audit Committee for details.

(b) Nomination Committee

The main functions of Nomination Committee are to review nomination and election of new director, the Board and senior management's performance assessment, terms of office of Audit Committee (and members) and training needs of the Board and senior management. Please refer to terms of reference of the Nomination Committee for details.

(c) Remuneration Committee

The main function of Remuneration Committee is to review remuneration of the Directors and senior management. Please refer to terms of reference of the Remuneration Committee for details.

(d) Strategic and Investment Committee

While strategy is the responsibility of the whole Board, the main function of Strategic and Investment Committee is to assist the Board in reviewing the investment/divestment proposals in line with the objectives and strategic plans of the Group before recommending to the Board for approval. The committee made up of the Group Chief Executive Officer ("Group CEO") and all Non-Executive Directors of the Company, guided by the Terms of Reference approved by the Board.

3. ROLE OF THE BOARD

3.1 Board's Duties and Responsibilities

The Board of Directors takes full responsibility for the overall performance of the Company and its Group and its obligations to the Company's shareholders and other

stakeholders. The Board assumes, amongst others the following duties and responsibilities:

- (a) Reviewing, approving and monitoring the overall strategies, direction, budgets, and plans of the Company and Group as well as establishing the relevant policies to promote good sustainability practice throughout the Group;
- (b) overseeing the conduct and performance of the Company and Group's businesses to evaluate whether the business is being properly managed;
- (c) identifying and managing principal and potential risks and to ensure proper risk management policy with appropriate governance structure and process as well as appropriate risk appetite, established based on the risk management framework, are put in place to manage principal risks;
- (d) maintaining an effective system of internal control for the Company and Group;
- (e) ensuring appropriate corporate disclosure policy and procedures are in place for effective dissemination of information which is comprehensive, accurate and timely, and leverage on information technology, where applicable;
- (f) reviewing and approving the appointment of Directors and Board Committees on recommendation of the Nomination Committee as well as the appointment and promotion of senior management on recommendation of the Nomination Committee;
- (g) to review and recommend Directors' fees and benefits for shareholders' approval and to review and approve the Executive Directors and senior management's remunerations in accordance with the relevant laws, regulations and practices on recommendation of the Remuneration Committee;
- (h) establishing succession planning for the Board and senior management including fixing their compensation and where appropriate, replacing any member of the Board, Board Committees and senior management;
- (i) establishing remuneration policy for Directors and senior management, nomination and selection process for Directors and senior management as well as the performance assessment for Directors and senior management;
- (j) reviewing the appointment, re-appointment, resignation and termination of external auditor and recommending the same to the shareholders for approval, subject to prior review and recommendation by the Audit Committee; and
- (k) approving anti-bribery and corruption policy of the Group.

3.2 Matters Reserved for the Board

Matters reserved for the Board include amongst others decision on Group strategic plans, corporate exercises, material acquisition and disposal of assets, investment or divestment, capital expenditure, risk management policies, nomination of auditors and review of financial statements, financial and borrowing activities, ensuring regulatory compliance and reviewing the adequacy and integrity of internal controls.

- (a) approval of annual budgets and financial plans of the Group;

- (b) approval of new ventures and material acquisitions/investments including proposals for the allocation of capital and other resources and divestments;
- (c) approval of major borrowing or giving of security over assets;
- (d) approval of changes in the major activities of the Group;
- (e) approval of changes to financial year;
- (f) approval of changes to the key policies and procedures and limit of authority delegated to management;
- (g) approval of annual and interim financial results of the Group and release therefrom;
- (h) approval of material agreements/contracts;
- (i) to review and approve any other major/material business decision and to recommend the same to shareholders for approval, if applicable;
- (j) any matters requiring the convening of a general meeting of shareholders; and
- (k) any matters as may be required by the applicable laws and regulations.

3.3 Role of Chairman and Group CEO

The Chairman of the Board shall be appointed by the Board and shall not be the Chairman of the Audit Committee. There is a clear division of responsibilities between the Chairman and the Group CEO to ensure a balance of power and authority. The Chairman is responsible in ensuring Board effectiveness and standard of conduct whilst the management of the Group's businesses, implementation of policies and the day-to-day running of the businesses are the responsibilities of the Group CEO.

The responsibilities of the Chairman, amongst others, are as follows:

- (a) Managing board meetings to ensure robust decision making by:
 - setting the agenda for each Board meetings, together with the Group CEO and the Company Secretary, and ensure all relevant issues are on the agenda.
 - ensure the provision of accurate, timely and clear information to Directors.
 - ensure all Directors are properly briefed on issues arising at Board meetings; and
 - ensure sufficient time is allowed for discussion of complex or contentious issues.
- (b) Leading the Board and is responsible for the effective performance of the Board;
- (c) Ensuring constructive relations be maintained between Executive and Non-Executive Directors; and

- (d) Ensuring effective communications with shareholders and relevant stakeholders.

The responsibilities of the Group CEO, amongst others, are as follows:

- (a) Overseeing the day-to-day operations to ensure the smooth and effective running of the Group;
- (b) Setting the overall strategic policy and direction of the Group's business operations based on effective risk management controls;
- (c) 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;
- (d) 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;
- (e) Acting as main conduit between the Board and Management in ensuring the success of the Company's governance and management functions, and
- (f) Implementing the policies, strategies and decisions adopted by the Board.

3.4 Directorships and Disclosure of Interests

- (a) A Director of the Company shall not hold more than five (5) directorships in listed corporations, as required under Paragraph 15.06(1) of the Listing Requirements.
- (b) Director shall notify the Company through the Company Secretary of changes in their company directorships as soon as practicable to allow the same to be tabled to the Board for notation.
- (c) In addition to the above, the Directors shall also notify the Company Secretary if there are any changes in the shareholding of the Company and its related corporation, whether direct or indirect.
- (d) Directors shall not hold directorships, positions or roles in any organisations or in any arrangements which may be directly competitive or directly in conflict with the Company and/or Group. In the instance where such Directors are in such a position of conflict or uncertain whether they are in a position of conflict, the Directors shall disclose such potential conflict to the Board for deliberation. The Board is then collectively responsible for any decision on the required action to be taken. Directors involved in any conflict or potential conflict situations shall recuse themselves from any deliberation and decision relating thereto.

4. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

- (a) In consideration of the recommendation from Remuneration Committee, the Board is responsible to determine the level of remuneration of the Directors and senior management of the Group in such a manner to promote and support long term vision and strategies of the Group.

- (b) The determination of the remuneration package of the Directors should be a matter for the full Board, with individual director concerned should abstain from discussion of their own remuneration. Director shall not discuss and decide on his/her own remunerations, fees and benefit-in-kind during relevant committee and board meeting and Director and his/her person connected with shall be abstained from vote on his/her remunerations, fees and benefit-in-kind during general meeting.
- (c) The following are salient elements of the Directors' remuneration:

Non-Executive Directors	Executive Director
Fixed annual Directors' fees and Board Committee allowances, subject to shareholders' approval.	The Remuneration Committee reviews and considers the relevant terms and conditions, inter-alia the remuneration and compensation of the Executive Director per his Employment Contract and recommends to the Board for approval.
The remuneration is structured according to the overall performance of the Company and commensurate with their level of responsibilities in the Board and Board Committees and their attendance at the meetings. The Company also reimburses relevant expenses incurred by the Directors in the course of their duties and functions.	Key Performance Indicators rewards are structured according to the Company results and individual performance.
The remuneration package comprises fees, allowance, benefits-in-kind and other emoluments.	The remuneration package comprises salary, bonus and benefits-in-kind.

The Board upon recommendation of the Remuneration Committee, periodically reviews the Directors' fees and allowances as well as benefits-in-kind and other emoluments in accordance to the Company's performance and market/industry trends, where appropriate.

- (d) Meanwhile, the policy on the remuneration of senior management is guided by the formal Remuneration Policy of the Group. To ensure the ability to attract and retain talents, the Group's remuneration is built and guided upon the principles of providing equitable and market-competitive remuneration package that support the performance culture and enable the achievement of strategic business goals. The Group's remuneration is aimed at being competitive. Hence, the employee's remuneration package which comprises fixed (eg. salary) and variable components (eg. bonus) are benchmarked against other corporations within the similar industry.

5. BOARD ACTIVITIES AND PROCESSES

5.1 Board 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 five (5) 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) Notice of meetings and business to be conducted shall be given to the members of the Board at least fourteen (14) days before the date of meeting. 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, no less than five (5) working days before the date of 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 conferencing.
- (d) Senior Management and external parties such as auditors, solicitors or consultants may be invited (as the discretion of the Board) to join the Board meetings to brief and clear the Directors' doubt or concern as and when the need arises on the relevant agenda items.
- (e) 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.
- (f) Proceedings of the relevant meetings and the resolutions reached shall be properly recorded and duly minuted.
- (g) Unless varied by any terms of reference, meetings and proceedings of the Board will be governed by the Company's Constitution.

5.2 Directors' Assessment / Board Evaluation

- (a) The Board recognizes the importance of assessing the effectiveness of individual Directors, the Board as a whole and its Committees. The Board through the Nomination Committee shall review the size and composition, and the effectiveness of the Board as a whole, individual members and the Board Committees which include the skillsets, experience and functional knowledge of the Directors on a periodic basis to ensure an appropriate balance of skills, experience and diversity. The Nomination Committee is also required to carry out the assessments at least once annually on the Group CEO, Group Chief Financial Officer and senior management (where appropriate) and to report the assessment of the full Board, Board Committees and individual board members as well as the abovementioned key management personnel to the Board for review and discussion for further improvement.
- (b) The Board also undertakes to assess the independence and objectivity of the Independent Directors on an annual basis.

5.3 Directors' Training and Continuing Education

- (a) The Group acknowledges that continuous education is vital for the Board members to gain insight into the state of economy especially in relation to the industry, technological advances, regulatory updates and management strategies to enhance the Board's skills and knowledge in discharging its responsibilities. Specifically, the Audit Committee members should undertake continuous professional development/ongoing education to keep themselves abreast of relevant developments in accounting and auditing standards, internal audit function, risk management and corporate governance.
- (b) All Directors appointed to the Board, apart from attending the Mandatory Accreditation Programme accredited by Bursa Malaysia Securities Berhad ("Bursa Securities"), shall continue to attend other relevant trainings and seminars organised by the relevant regulatory and professional bodies to further enhance their business acumen and professionalism in discharging their duties and responsibilities effectively.
- (c) The Board shall through the Nomination Committee, to assess and determine the training needs of the Directors from time to time. The Board shall disclose in the Annual Report the trainings attended by the Directors annually.

5.4 Access to information and independent advice

- (a) The Directors shall have full and unrestricted access to all information pertaining to the Group's business affairs, whether as a full Board or in their individual capacity, to enable them to discharge their duties.
- (b) All Directors may also obtain independent professional advice, at the Company's expense, if required, in furtherance of their duties.

6. COMPANY SECRETARY

- (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 Company Secretary shall be prerogative of the Board.
- (b) The Company Secretary appointed should be suitably qualified and competent in order to support the Board in carrying out its roles and responsibilities.
- (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 main duties and responsibilities of the Company Secretary comprise the following:
 - Manage all board and committee meeting and facilitate Board communications;
 - Advise the Board on its roles and responsibilities;
 - Facilitate Directors' orientation, coordinate Directors' training and development;

- Advise the Board on corporate disclosures and compliance with the relevant statutory laws, rules and regulations and practices;
- Manage processes of shareholder meeting;
- Keep abreast of corporate governance development and to assist the Board to apply; and
- Serve as a focal point for stakeholders' communication.

7. INVESTOR RELATIONS AND STAKEHOLDER COMMUNICATION POLICY

7.1 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 personnel participate regularly 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 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 a dedicated senior management personnel is identified for investor relation function, subject to corporate disclosure policy established.
- (f) The Company's website, www.starmediatgroup.my provides easy access to corporate information pertaining to the Company and its activities and is continuously updated.

7.2 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.

- (b) The Chairman, chairman of all the committees as well as the Group CEO, senior management and the external auditors, if so required, will respond to shareholders' questions and comments during the meetings.
- (c) All notices of general meetings with sufficient details and information on agenda are published within the stipulated timeline 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) 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 finalised. The voting results of the general meetings are also be announced in a timely manner after the meeting via Bursa Securities.

8. ACCOUNTABILITY AND AUDIT

8.1 Financial and Reporting

- (a) The Company aims to provide and present a clear and fair assessment of the Group's financial performance and prospects at the end of the financial year, primarily through the annual financial statements, quarterly announcement of financial results to shareholders as well as the relevant statements disclosed in the annual report.
- (b) The Board is assisted by the Audit Committee to oversee the Group's financial reporting processes and the quality of its financial reporting to ensure its timeliness, accuracy, adequacy and compliance with the required standards and laws.

8.2 Internal Control and Risk Management

- (a) The Board recognises the importance of a sound risk management and internal control system for good corporate governance. The Board acknowledges its overall responsibility for identifying principal risks within the Group and ensuring the implementation of appropriate systems to manage these risks, as well as reviewing the adequacy and integrity of the Group's internal control system.
- (b) The Internal Audit ("IA") function is considered an integral part of the assurance framework within the Group. IA function plays an intermediary role in that it assists in the discharge of the oversight function which is delegated by the Board to the Audit Committee.
- (c) The Company has a well-resourced internal audit function, which critically reviews all aspects of the Company's activities and its internal controls. Comprehensive audits of the practices, procedures, expenditure and internal

controls of all business and support units and subsidiaries are undertaken on a regular basis. The Head of Internal Audit has direct access to the Board through the Chairman of the Audit Committee.

8.3 Relationship with Auditors

- (a) The Board maintains a transparent relationship with its auditors and seeks their professional advice to ensure that accounting standards are complied with. The Audit Committee discusses with the external auditors the nature and scope of the audit and reporting obligations before the audit commences.
- (b) The Audit Committee ensures that the Management provides timely responses on all material queries raised by the external auditors after the audit in respect of the accounting records, financial accounts or systems of control.
- (c) Audit Committee meets up with the external auditors twice a year without the presence of the Executive Director to discuss on audit findings, audit plan and the Company's financial statements.

9. CODE OF ETHICS AND CONDUCT ("THE CODE")

9.1 Code of Conduct

In line with good corporate governance practices, the Board has made a commitment to uphold the highest standards of professionalism. This Code sets out the board principles and standard of business ethic and conduct of the Group.

The Directors shall at all times, act in the best interest of the Company and will:

- (a) comply with this Code of Ethics and the Board Charter;
- (b) observe high standards of corporate governance;
- (c) adhere to the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership;
- (d) act in good faith, responsibly and with due care, competence and diligence and fulfill their fiduciary obligations to its shareholders;
- (e) not misuse information gained in the course of duties for personal gain, nor seek to use the opportunity of the service as Directors to promote their private interests or those of connected persons, firms, businesses or other organizations;
- (f) uphold accountability at all times. This includes ensuring that the Company's resources are properly safeguarded and the Company conducts its operations as economically, efficiently and effectively as possible at all time;
- (g) not accept positions on Board Committees or working groups where a conflict of interest is likely to arise, without first declaring that interest;
- (h) declaration of any personal, professional or business interest that may conflict with Directors' responsibilities;
- (i) devote time and effort to attend meetings and be well-informed of matters required in discharging their duties as Directors; and

- (j) always strive to contribute towards the growth and sustainability of the Company.

9.2 Guidelines of Giving and Acceptance of Gifts

Generally, Directors receiving or giving the gifts or hospitality is responsible for assessing whether it is appropriate and within the boundaries set out in this Code.

Under no circumstances may directors offer to pay, make payment, promise to pay any money or provide anything of value to customers, suppliers, consultants, government employees or officials, etc. that is perceived as intended directly or indirectly to improperly influence any business decision, any act or failure to act or any commitment of fraud.

The following serve as a guidelines on acceptance of gifts:

- (a) The conduct of individuals must not create suspicion of any conflict between their position as a member of the Board and any private interest;
- (b) Board members acting as such must not give the impression that they have been influenced by a benefit to show favour or disfavor to any person or organization having dealings with the Company;
- (c) Board members must not accept any benefit as an inducement or reward for taking any action (or specifically not taking any action) in their official capacity as a Board member;
- (d) Gifts other than of token value should generally be refused; and
- (e) The purpose of the gifts shall never be influence Directors' actions as a member of the Board, or where acceptance of the gift could otherwise reasonably create the appearance of a conflict of interest or cause others to perceive an influence.

Questions regarding whether a particular payment or gift and/or the appropriateness of accepting a gift or offer of entertainment (if any) should be directed to the Audit Committee.

9.3 Anti-Corruption and Money-Laundering

To observe high standards of business, professional and ethical conduct, the Directors are prohibited to or prohibited to attempt to offer, give, ask for, accept or receive any form of bribe from persons or entities who deal with Star Media Group where the bribe would reasonably be expected to influence the performance of the Director's duties in any aspect.

In addition, Directors do not tolerate any form of money laundering activities.

9.4 Confidential Information

- (a) Unless it is already in the public domain, all information regarding Star, its operations, financial condition and future prospects, will be regarded as material information, as such should be treated as confidential.
- (b) Directors must maintain the confidentiality information about the Company that comes to them, from whatever source, in their capacity as Directors and not to disclose such information to any unauthorized persons and not use it, directly or

indirectly, for any purpose other than what it has been intended, except when disclosure of authorized or legally required.

9.5 Insider Trading

- (a) Directors who possess market sensitive information shall not deal in the securities of the Company or communicate such information to any unauthorized persons, for the benefit or himself or any other persons.
- (b) When dealing in the securities, a Director shall comply with the relevant laws on trading in securities and observe the processes and procedures as set out in the internal documents, i.e. Internal Code on Dealings in Securities by Directors and Principal Officers.

9.6 Company's Assets

- (a) Board and management have a duty to safeguard and take reasonable care to manage and protect the Company's assets.
- (b) Company's assets shall only be used in a safe, ethical and lawful manner and shall not be used for pursuing improper personal gain or opportunity.

10. MAINTAINING PROPER RECORDS AND ACCOUNTS

- (a) The Company and its Directors (as well as subsidiary and its directors) must cause to be kept the accounting records and other records to:
 - sufficiently explain the business, transactions and financial position of the Company and its subsidiaries;
 - enable the preparation of true and fair financial statements; and
 - enable the accounting and other records of the Company and its subsidiaries to be conveniently and properly audited.
- (b) The Company ensures that it retains all records referred to the paragraphs above for not less than seven (7) years from the completion of the transactions or operations to which the entries or records relate.

11. REVIEW OF BOARD CHARTER

The Board Charter should be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities. Any subsequent amendments to the Board Charter shall be approved by the Board.