

CORPORATE GOVERNANCE REPORT

STOCK CODE : 6084
COMPANY NAME : Star Media Group Berhad
FINANCIAL YEAR : December 31, 2022

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors ("Board") of Star Media Group Berhad ("Star Media" or "the Company") oversees the business and affairs of the Company and its subsidiaries ("the Group") and provides general guidance to Management. Its principal functions include charting the Group's strategic direction and overseeing management of the Group. The Board also ensures appropriate risk management and effective internal control system. The Board takes into consideration the interest of all stakeholders in its decision making to ensure the Group's objectives of creating long-term sustainable value for its shareholders and stakeholders are met.</p> <p>The Board is guided by its Charter which sets out the purpose, composition, key roles and principal responsibilities in discharging their fiduciary duties as well as the internal procedural matters for the Board. The principal responsibilities of the Board are in line with that provided in the Malaysian Code on Corporate Governance 2021 ("MCCG"). The Board Charter is available on the Company's website at www.starmediatgroup.my.</p> <p>There is a schedule of key matters reserved specifically for the Board deliberation and decision to ensure the direction and control of the Group are in its hands, among others, it includes setting of the strategic direction of the Group, material acquisitions and disposals of assets, investments, financial related matters, succession planning and general remuneration framework for the Board and the relevant Key Management personnel. Key Management personnel of the Company/Group includes Group CEO, C-Suites and Senior General</p>

	<p>Manager, Group People.</p> <p>At the board meeting, the Board deliberated Management’s proposals and discussed various key business/operational and financial matters of the Company and Group. These matters included the market environment, sustainability matters, organisational resources and governance development. The Board also reviewed reports and recommendations from the Board Committees such as financials and audit related matters, risk management and internal control activities, corporate proposals, regulatory compliance, Board appointments and evaluation of Board performance and compensation. In case of any actual or potential conflict of interest, Directors recused themselves or abstained from deliberation and voting on the matter.</p> <p>The Board carried out the following principal responsibilities during the year under review which are in line with the MCCG and guided by the Board Charter:</p> <p>(a) <u>Review, approve and adopt the Group’s strategic plans and annual budgets</u></p> <p>The Board directly and indirectly through its Board Committees, leads and provides direction to Management to ensure that the Group’s strategic plans support its long-term value creation which include strategies on the economic, environmental, social considerations underpinning sustainability. The Board also monitors the Company’s operational and financial performance frequently, reviews the Company’s compensation policies and succession planning on a periodic basis, and ensures that effective good governance, sustainability practices, sound internal control and risk management systems are in place.</p> <p>The Board had at its meeting held in early December 2022, reviewed and discussed the Group’s Budget 2023 and 2-Year Forecast Plans for 2024-2025. The Board had a robust discussion and constructively challenged Management’s assumptions and views and also provided their feedbacks and guidance to the Management.</p> <p>(b) <u>Oversee and evaluate the conduct and business performance of the Group</u></p> <p>The Board oversees the conduct of the Group’s business and operation and ensures its business is properly managed to ensure the performance of the Group are measured against targets set. In ensuring smooth business operations, the Board approves the financial authorisation and limits of authority for</p>
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	<p>operating and capital expenditures and procurement of goods and services. The Board approves transactions that are above a certain materiality threshold, while delegating authority for transactions below such threshold limits to the Group CEO and Group Chief Financial Officer (“Group CFO”) and other Management personnel to optimise operational efficiency. The authority limit is also reviewed by the Board in line with the changes in business needs and based on the overall operational risk appetite.</p> <p>Day-to-day operation of business of the Company and Group are delegated to the Group CEO who is supported by the Executive Committee comprising Group CFO and other Key Management personnel (“Exco team”). Group CEO provides regular updates on the progress of implementation of the Company’s strategic initiatives and proposals at the quarterly board meetings. Management also provides the Board with monthly financial report for the Board’s review.</p> <p>(c) <u>Oversee risk management and internal control</u></p> <p>The Board has overall responsibility for the governance of risk. To assist the Board in discharging its responsibility, the Audit Committee (“AC”) is formed to provide oversight of the risk governance framework and risk management system including reviewing the key risks and controls put in place by Management. The AC also oversees financial reporting risk and the adequacy and effectiveness of the Group’s internal control systems.</p> <p>The Board is also ultimately responsible for the adequacy and integrity of the Group’s internal control system, which is managed and monitored by the Internal Audit (“IA”) Department. The annual IA Plan outlining the audit assignments for the current reporting year was tabled ahead and approved by the AC. The Head of IA presented the IA Report comprising key audit findings, Management’s feedback on the findings discovered, proposed remedial actions and progress report of the rectification and improvement to the internal control system of the Company/Group at quarterly AC meetings.</p> <p>The Board recognises the importance of staying vigilant and continues to exercise prudence in the management of applicable risks and adapt to the evolving risk landscape. The Company has formalised Enterprise Risk Management Framework and risk management processes and practices to identify, analyse,</p>
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	<p>evaluate, manage and monitor significant financial and non-financial risks across the Group. As part of the processes, the risk owners of selected key risks will review risks and risk control in their respective areas of operations on an ongoing basis and submit their reports to the risk coordinator. In addition, the Legal and Secretariat Departments manage their respective areas in terms of regulatory compliance. The risk coordinator supported the AC in ensuring that risks were effectively reviewed and that risk responses across the Group were coordinated and aligned with the appropriate controls. Correspondingly, the AC will also brief the Board on the risk report tabled.</p> <p>The Board had received a written assurance from the Group CEO and Group CFO, that the Group's risk management system and internal control systems are generally adequate and effective in addressing risks which the Group considers relevant and material to its operations for the year under review.</p> <p>Details of the Risk Management Framework and IA Function are set out in the Statement on Risk Management and Internal Control ("SORMIC") in the Company's Annual Report for the financial year ended 31 December 2022 ("FY2022").</p> <p>(d) <u>Delegation of Board's functions</u></p> <p>In order to ensure the effective discharge of the Board's functions, the Board has set up dedicated Board Committees namely AC, Nomination Committee ("NC") and Remuneration Committee ("RC") and Strategy and Investment Committee ("SIC") to assist the Board in performing its oversight functions. The SIC's primary responsibility is to assist the Board in relation to the review of significant investments for the Company in line with its strategic objectives and plans. These Committees have specific responsibilities, and they operate under clearly defined functions and roles as set out in their respective Terms of Reference ("TOR") approved by the Board. The Chairmen of the respective committees will report the proceedings, findings and recommendations to the Board on any matters that require the Board's attention and approval at the Board meeting.</p> <p>(e) <u>Promote good corporate governance culture within the Company based on the principles of transparency, objectivity and integrity</u></p> <p>The Board has in place policies and procedures to promote a culture of integrity and ethics within the Group as a whole. These policies are, among others, the Code of Ethics and Conduct, Whistleblowing Policy and Anti-Corruption Policy and</p>
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	<p>are subject to periodic review from time to time. The policies are made available in the Company's staff portal and its investor relations website.</p> <p>(f) The Board ensures the integrity of the financial and non-financial reporting of the Group before approving the relevant financial statements, accounts and quarterly reports. All financial results, as well as price-sensitive information are released in a timely manner through various platforms including disclosures via Bursa Malaysia Securities Berhad ("Bursa Securities") and the Company's website and press releases.</p> <p>(g) The Board also values dialogue with stakeholders and appreciates the keen interest of shareholders on the Company's performance. In this regard, the Board ensures timely and relevant information about the Group are disseminated to shareholders and other stakeholders via various platforms such as announcements to Bursa Securities, press release/press write-up, and investor relations website. The guidance in the Corporate Disclosure Guide is strictly observed by the Board and Management when communicate with shareholders and other stakeholders.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Chairman of the Company is Tan Sri Dato' Seri Chor Chee Heung. The Chairman is primarily responsible for the orderly conduct and functioning of the Board and ensure its effectiveness on all aspects of its roles. The roles and responsibilities of the Chairman are set out in the Board Charter.</p> <p>The Chairman:</p> <ul style="list-style-type: none">a) Leads and oversees the Board in the effective discharge of its fiduciary duties.b) With the assistance of the Group CEO and Company Secretary, sets out the board meeting agenda and ensures complete and accurate information is provided to the Directors in a timely manner to ensure informed decision making.c) Leads the Board meeting's discussions and ensure sufficient time is allocated for deliberations on key issues, seeks views from the Directors on matters requiring decisions by the Board and encourages active participation of the members during meetings.d) Promotes constructive relations between Board and Management.e) Chairs the Company's general meetings and addresses questions and comments raised by the shareholders.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	<p>The positions of Chairman and Group CEO are held by two (2) different individuals. The Chairman is Tan Sri Dato' Seri Chor Chee Heung and the Group CEO is Mr Yeow Wai Siaw and they are not related to each other. There is an appropriate division of responsibilities between the Chairman and the Group CEO to ensure a balance of power within the Company. It also increases accountability and greater capacity of the Board for independent decision making.</p> <p>The Chairman leads the Board and is responsible for its working and proceeding, such as to establish the Board meeting agenda in advance with the assistance of the Group CEO and Company Secretary to ensure the meeting is effective, as well as he encourages active participation of Board members and allow dissenting views to be freely expressed to ensure that the key issues for discussion are adequately addressed. Chairman also plays a crucial role in fostering constructive dialogue between shareholders, the Board and Management at the Company's Annual General Meeting ("AGM"). He also leads the Company's drive to achieve and maintain a high standard of corporate governance with the full support of the Board, Management and Company Secretary.</p> <p>Meanwhile, the Group CEO assisted by Exco and Senior Management personnel, makes strategic proposal to the Board and oversees the execution of the Board's decision. He also oversees the execution of the Group's corporate and business strategies and policies, and the conduct of its business.</p> <p>The roles and responsibilities of the Chairman and Group CEO are set out in the Board Charter, which is available on the Company's website at www.starmedigroup.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application	: Departure
Explanation on application of the practice	:
Explanation for departure	: The Board Chairman and Chairman of the RC are held by Tan Sri Dato' Seri Chor Chee Heung.
	<p>The Board acknowledges the recommended practice of MCCG and is aware that having the same person assumes the positions of Chairman of the Board and Chairman of the main Board Committees may give rise to the risk of self-review and may impair the objectivity of the Chairman and the Board when deliberating on the observations and recommendations put forth by the Board Committees.</p> <p>The Board reviews the effectiveness of its committees annually, including the RC. The Chairman's performance was reviewed and rated above average in the annual Board Effectiveness Evaluation conducted for FY2022. The Board Committees were found to be functioning effectively and performing well during the FY2022.</p> <p>To mitigate the risk as mentioned above, the Chairman encourages open and constructive discussion during meetings to ensure effective discussion and effective functioning of the Board. Recommendations from the RC will be thoroughly considered before approval. The interested Directors must abstain from deliberations and voting on their own remuneration proposal. Non-Executive Directors' ("NEDs") remuneration is approved by shareholders at the general meeting and Directors who are shareholders, must also abstain from voting on their own remuneration package at the general meeting.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
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Timeframe	:		
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Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supported by its in-house Company Secretary of Star Media, Ms. Hoh Yik Siew who is a qualified Chartered Secretary under Section 235 of the Companies Act 2016 and an Associate member of the Malaysian Association of the Institute of Chartered Secretaries and Administrators (MAICSA). She also holds a Practising Certificate for Secretaries under Section 241 of the Companies Act 2016.</p> <p>The Company Secretary plays significant role in supporting the Board by ensuring that all governance matters, and Board procedures are followed, and that applicable laws and regulations are complied with.</p> <p>The Board has unrestricted access to the advice and services of the Company Secretary to enable them to discharge their duties effectively. The Company Secretary, whose appointment and removal are subject to Board's approval, advised the Board on matters including corporate governance issues and Directors' responsibilities in complying with relevant regulations as well as updates on regulatory changes. The Company Secretary also provides support to the Board on adherence to the relevant Board policies and procedures.</p> <p>The Company Secretary prepares meeting agenda in consultation with the Chairman of the Board and Board Committees respectively, compiles and circulates meeting materials, attends all meetings and ensures the salient discussions/deliberations during meetings are accurately recorded in the minutes and properly maintained. She also facilitates proper communications and ensures the effective flow of information between the Board, Board Committees and the relevant Key Management. The Company Secretary further ensures that outstanding action items are updated by the relevant Heads of Departments/Units and reported to the Board and Board Committees accordingly at the following meetings. Action items would stay as matters arising in the minutes of meetings until they are resolved. The Company Secretary also plays an important role in ensuring the processes and proceedings of general meetings are properly managed and conducted.</p>

	<p>The newly appointed Director will receive a formal induction programme to be provided by the Senior Management which is arranged through the Company Secretary. To supplement the programme, an information kit will be furnished by the Company Secretary immediately upon a Director's appointment containing the Board Charter outlining the Board's structure and function and the Director's responsibilities and obligations, Annual Report, schedule of meetings and etc. The Company Secretary also arranges for the relevant onboarding processes for the newly appointed Director, including a walk-through session on how to access to the digital board decks.</p> <p>The Company Secretary also ensures the proper upkeep of statutory registers and books.</p> <p>The Company Secretary facilitates the Board in conducting the annual Board Performance Evaluation and prepares the relevant forms on the assessment of the performance of Board and Board Committees as well as the checklist on the independence of the Independent Non-Executive Directors of the Company. The questionnaires are refreshed annually to continuously engage the Directors' perspective on relevant areas and the assessment is conducted via electronic means. The Secretary collates the results and compiles the assessment for tabling at the NC and Board Meetings.</p> <p>The Company Secretary arranges for the Directors' attendance at the training programmes, which are conducted either in-house or by external parties and keeps a record of the training received by the Directors.</p> <p>The Company Secretary constantly undertake continuous professional development by attending the trainings relevant to her role as a Company Secretary. The trainings attended by her during the FY2022 include the updates on the Main Market Listing Requirements (the "Listing Requirements") of Bursa Securities, Related Party Transaction Analysis, Environmental, Social and Governance ("ESG") Reporting, Corporate Governance and Remuneration Practices for ESG World as well as the Annual Conference conducted by MAICSA.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
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Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	<p>Schedules of Board and Board Committee meetings and AGM are circulated to the Directors prior to the start of the financial year to allow Directors to plan ahead for their attendance to these meetings. The Board and Board Committee meetings are always held separately. Besides physical meeting, Board and Board Committee meeting attendance via telephone and video conferencing are allowed under the Company's Constitution. A record of the Directors' attendance at Board and Board Committee meetings during the financial year are set out in the Corporate Governance Statement in the Annual Report for FY2022.</p> <p>During the financial year, the Board held six (6) meetings, out of which four (4) were pre-scheduled and two (2) were ad-hoc meetings. Notice and agenda of the Board and Board Committee meetings which set out the matters to be discussed are furnished to the Directors at least fourteen (14) days before meeting. The agenda papers contain both regular and specific items such as the Group's operational and financial reports, presentations on strategic issues relating to specific business areas, updates on business development, as well as other Board related matters for decisions or information of the Directors. All meeting materials are shared with the Directors in advance to enable them to be properly informed of matters to be discussed and/or approved. Board and Board Committee papers are provided electronically and can be accessed on tablet devices (via a secured online portal through the use of an application) at least (5) business days before each meeting.</p> <p>The deliberations and decisions at Board and Board Committees meetings are minuted clearly and accurately. The minutes of meetings record the decisions, including the key deliberations, rationale for each decision and recommendation made, and any significant concerns or dissenting views. The minutes also indicates whether any interested Director has abstained from deliberation and voting on a particular matter that has conflicting interests with the said Director.</p> <p>The minutes of the meetings are circulated to Directors in a timely manner, within seven (7) business days after the meeting for their review and comments. The action items identified and highlighted</p>

	during meetings are conveyed to the Management for their necessary action. Action items would stay as matters arising in the minutes of meetings until they are resolved.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Charter clearly established the functions reserved for the Board, Directors' roles and responsibilities and those delegated to Management. It serves as a primary reference for prospective and existing Board Members of their fiduciary duties as Directors of the Company and the functions of the Board Committees.</p> <p>It also outlines the specific key matters which are reserved for the Board's consideration and approval. The Board Reserved Matters include annual budget and strategic plans of the Company and Group, major acquisitions/investments and divestments and adoption and changes in the key policies and procedures.</p> <p>The Board Charter is periodically reviewed by the Board to ensure that it remains consistent with the Board's objectives, relevant regulations and best practices. The Board Charter was updated and approved by the Board during the FY2022 to include the Fit & Proper Requirements for new Directors appointed to the Board as well as for Directors who are seeking re-election at general meetings and other applicable guidelines/practices to remain relevant and appropriate for the Board in discharging its fiduciary duties.</p> <p>The Board Charter is made available on the Company's corporate website at www.starmediagroup.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>It is a fundamental policy of the Company to conduct its business with honesty, integrity and in accordance with the highest legal and ethical standards. The Board together with the Key Management team, sets the tone and standards of integrity and compliance within the Company.</p> <p>The Board has adopted and implemented a Code of Conduct and Ethics ("CCE") that reflects the Company's vision and core values. The CCE set forth the relevant guidelines in dealing with employees, customers and business associates, work environment, company assets, conflict of interest and etc. The relevant code of conduct and ethics for Directors and employees are put in place for the Group.</p> <p>The Board is mindful of its leadership in business ethics practices as one of the key elements of business sustainability. The CCE for Directors which are part of the adopted Board Charter, provides principles and standards relating to Directors' fiduciary duties to act in the best interest of the Company and Group.</p> <p>In addition, the Board is provided guidance on disclosure of conflicts of interest and other disclosure information/requirements to ensure that the Directors comply with the relevant regulations and practices. In order to address and manage possible conflicts of interest that may arise between Directors' interests and those of the Group, the Company has put in place appropriate procedures including requiring such Directors to abstain from participating in deliberations during meetings and abstaining from voting on any matter in which they may also be interested or conflicted. The Directors of the Group are also required to disclose and confirm their directorships and shareholdings in the Group and any other entities where they have interests for the Company's monitoring on a half yearly basis or as and when required.</p> <p>The Company has clear policies and guidelines on dealings in securities by Directors and employees. Notices on the closed period for trading</p>

	<p>in the Company's shares are sent to Directors and principal officers and the relevant employees on a quarterly basis specifying the timeframe during which they are prohibited from dealing in the Company's shares, unless they comply with the procedures for dealings during closed period as stipulated in the Listing Requirements of Bursa Securities. In addition, Directors and employees are cautioned to observe the insider trading laws.</p> <p>The CCE for Employees are stipulated in the Employee Handbook in the Company's portal system. The CCE for employees promotes integrity and ethical conduct/behaviour in all aspects of the Company's operations, including privacy and confidentiality of information and sets out the prohibited activities or misconduct involving gifts, gratuities, bribes, dishonest behaviour and sexual harassment.</p> <p>The Board also adopted the Anti-Corruption Policy ("ACP") for the Group to comply with the relevant requirements under Section 17A of the Malaysian Anti-Corruption Commission Act 2009. The ACP is intended to provide guidance and information to Directors, employees and associates of Star Media Group on how to combat bribery and other corrupt activities. The ACP is currently under the purview of the Group People Department which plays a vital role in building an embedded culture of integrity at workplace. The Board is satisfied that Management has put in place adequate procedures to prevent bribery and corruption. Management will continue to improve the ACP and strengthen ethics and practices to manage bribery and corruption risks across the Group.</p> <p>The Directors and employees are expected to behave ethically and professionally at all times and protect and promote the reputation and performance of the Company/Group. The Group communicates its CCE and ACP to all its Directors and employees upon their appointment or employment and all of them are required to undergo training in relation to the ACP. The ACP is published on the Company's website at www.starmediagroup.my.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has in place a Whistleblowing Policy which provides a mechanism for officers and employees of the Company to report instances of unethical behaviour, actual or suspected fraud or dishonesty or violation of the Company's Code of ethics policy.</p> <p>The Whistleblowing Policy provides an avenue for employees to raise and report legitimate concerns relating to any actual or suspected unethical conduct, potential breaches of business conduct, non-compliance with legal and regulatory requirements as well as other malpractices.</p> <p>The Board vide the Whistleblowing Policy emphasizes good faith in reporting, protection from reprisal as well as anonymity of the whistleblower's identity. All such concerns and communications made in good faith that discloses information that may evidence unethical activity would be addressed to either the Head of Internal Audit or Chairman of the AC if the concerns cannot be resolved through the normal reporting lines and procedures. The identity of the whistleblower is kept confidential, and protection is accorded to the whistleblower against any form of reprisal or retaliation.</p> <p>The Whistleblowing Policy as well as the relevant procedures are revised by the Board as and when necessary.</p> <p>The details pertaining to the Whistleblowing Policy and Procedures are shared on the Company's staff portal and made available on the Company's website at www.starmediagroup.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is continuously reviewing and improving its strategic direction and initiatives in order to ensure sustainable performance and growth for the Group. This includes discussion of relevant proposals and initiatives at the Board and Board Committee meetings to ensure the Group remains resilient to deliver sustainable value as well as maintain the confidence of its stakeholders. The Board, Group CEO and Senior Management are committed to engage in initiatives that will help the Group to establish and nurture sustainable ties with the customers, suppliers, industry peers and other stakeholders in the marketplace.</p> <p>The Group CEO is responsible for managing and monitoring sustainability-related matters across the Group and supports the Board in ensuring that its initiatives are effectively implemented. This includes reviewing and deliberating on sustainability issues, assessing relevant risks that may impact the Group's sustainability performance and reviewing the reporting practices in relation to sustainability. The Group CEO works closely with Senior Management of the key departments to identify gaps and opportunities to address our material sustainability issues.</p> <p>The Group's sustainability initiatives are detailed in our Sustainability Statement in the Annual Report for FY2022, which reaffirms our dedication towards protecting the environment and adopting the sustainable practices in all aspects of our operations to drive sustainable development.</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has arrangements in place to identify and engage with its internal and external stakeholder groups and to manage its relationship with such groups to best address their needs, whilst maximising their involvement in the formulation of the Company's strategies. The material stakeholder group includes shareholders, government and regulators/policy makers, customers/consumers, suppliers/partners/industry peers, employees and communities.</p> <p>The Group maintains a corporate website to communicate and engage with external stakeholders such as customers, shareholders and investors and an intranet for employee stakeholder engagement. Various other channels such as meetings, network gatherings, on-site visits, social media platforms, and events are also employed to communicate and engage with the relevant stakeholder groups. Through feedback channels and collaborative platforms, the Company is able to identify the material matters that are most pertinent to stakeholders' key interests and craft sustainability initiatives in alignment with these action areas.</p> <p>The Group has performed a general overview on the Group's Materiality Matrix during the year, which highlights the sustainability issues based on its significance to the stakeholders and impact to the Group from the perspectives on economic, environmental and social issues. In an effort to improve sustainability-related performance, the respective operating departments continue to identify key sustainability issues and assess their impact to the business taking into consideration the potential risks and opportunities that may arise.</p> <p>The arrangements as well as strategies and key areas of focus in relation to the management of stakeholder relationship for the current reporting year are set out in the Company's Sustainability Statement in the Annual Report for FY2022.</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of understanding and knowledge of sustainability issues that are relevant to the Company/Group and its business to discharge its role effectively. All the Directors have generally sufficient knowledge on the operating landscape and industry which the Group is operating.</p> <p>At the quarterly board meeting, the Board deliberated Management's proposals and discussed various key business and operational matters covering, initiatives undertaken by Management to address the business sustainability risks and identify opportunities that are in line with the Company's strategic plans and objectives.</p> <p>To better understand the sustainability issues concerning the Group businesses particularly in view of the post pandemic challenges, the Directors continue to identify the relevant professional development programmes/courses to ensure they are equipped with the necessary knowledge in contributing to the discussion of the Board in regards to the Company's sustainability strategies, targets and priorities, as well as to be able to better evaluate the sustainability risks and opportunities for the Company/Group.</p> <p>During the year under review, the Board together with the relevant Management personnel from the key operating units across the Group had undergone an in-house training conducted by Deloitte Business Advisory Sdn Bhd relating to sustainability and climate action overview. The training allows the Board members and Management team to gain knowledge of better practices and challenges facing the industry in managing sustainability issues and the Group's strategic direction for sustainability action moving forward.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	<p>In addressing the Company's material sustainability risks and opportunities, the annual Board effectiveness evaluation for FY2022 included the assessment of the Board skills matrix on ESG competency relevant to the Group's operations, the Board's overall performance in relation to its oversight of the Company in managing ESG/sustainability issues and frequency of discussion on ESG risks and opportunities. The outcome of the Board performance evaluation was presented to the NC and Board.</p> <p>The KPIs set for the Senior Management also take into consideration their applicable sustainability-link achievements. The respective department is required to build business resilience and focus on driving innovation by leveraging on technology to continue to deliver the desirable outcomes and sustainable values to the respective stakeholders and optimise business processes and costs to further drive operating efficiency as well as reducing waste and increasing organisational agility to boost productivity.</p> <p>For instance, in 2022, the Company has continued to closely manage and monitor various aspects of its environmental footprint, including its energy consumption, emissions, waste and material usage. The adoption of sustainable solutions by the Group includes the ongoing efforts to materially lower carbon emissions via adoption of sustainable waste management practices and green energy policies. The actions undertaken by the Company's production team include active engagement with the material suppliers to promote sustainable and responsible sourcing practices that may help reduce the carbon footprint of our printing activities. The Company will continue to improve its data collection and monitoring practices in relation to other environmental metrics, such as those related to water consumption.</p> <p>Further details of ESG/sustainability management and performance are stipulated in the Sustainability Statement of the Company's Annual Report for FY2022.</p>

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Group CEO manages and monitors sustainability related matters within the Group. His roles include reviewing and deliberating on sustainability issues and assessing risks which may impact the Group's operations' Economic, Environmental and Social sustainability.</p> <p>The Group CEO is responsible to support the Board in ensuring that all sustainability initiatives are implemented effectively and responsibly.</p>

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The NC's responsibilities and duties include considering and making recommendations to the Board concerning the appointment and re-election of Directors and determining the independence of the Directors. The size and composition of the Board are reviewed by the NC from time to time, at least once annually, taking into account the scope and nature of the operations, the requirements of the existing and future business direction, the diversity in expertise, skills, attributes and gender of the current Board members and the need of the Board.</p> <p>The NC assessed the performance of the retiring Director, Madam Wong You Fong who is standing for re-election at the upcoming 51st AGM of the Company via the Annual Board Effectiveness Evaluation for FY2022. Amongst others, the NC assessed the Director's competencies, commitment, contribution, performance, independence, tenure of service and her ability to act in the best interest of the Company as well as her fit and properness to continue holding the position as Independent Non-Executive Director ("INED") of the Company. Based on the assessments, the NC has recommended Madam Wong You Fong to be re-elected as Director at the 51st AGM, subject to the shareholders' approval.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Applied	
Explanation on application of the practice	:	As at 31 December 2022, the Board has six (6) INEDs which is equivalent to 75% of the total number of Directors. None of the INEDs have served more than nine (9) years on the Board as at 31 December 2022. All INEDs have demonstrated their objectivity in their deliberations in the best interest of the Company.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Applied	
Explanation on application of the practice	:	<p>Currently, none of the INEDs of the Company have served beyond the cumulative term of nine (9) years from their date of appointment to the Board.</p> <p>If the tenure of the INEDs exceeds nine (9) years, the said Director may either retire or continue to serve on the Board subject to re-designation as a Non-Independent Director. In accordance with the recommended practice in the MCCG, shareholders’ approval will be sought through a two-tier voting process if the Board intends to retain an INED beyond nine (9) years, with justification for the recommendation.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has delegated the responsibility to NC for assessing and recommending to the Board on the suitability of candidates who are nominated for appointment of members of the Board, Board Committees as well as Key Management personnel but the ultimate decision on the appointment of candidates is solely that of the Board as a whole.</p> <p>There are specific criteria for assessing candidature for directorship. The suitability of a candidate is assessed taking into consideration the following aspects:</p> <ul style="list-style-type: none">• Core competencies that meet the needs of the Company• Personal qualities in terms of leadership skills, ability to provide strategic insight and direction, work ethics and professionalism• Industry knowledge, business judgement, expertise and special skills• Understanding of local economic and operating environment• Ability to commit time and effort to carry out duties and responsibilities effectively• Ability to represent the Company at any occasion that involves the Company• Educational qualification• Factors that promote boardroom diversity, including gender diversity <p>For appointment of Independent Directors, considerations will also be given on whether the candidate meets the independence criteria adopted by the Company and requirements for independence as defined in the Listing Requirements of Bursa Securities.</p> <p>The Board had on 24 May 2022 adopted the Directors' Fit and Proper Policy which serves as a guide to the NC and the Board in their review and assessment of the potential candidates for appointment and continuing Directors seeking re-election to the Board.</p>

	<p>The NC considers fit and proper criteria of a director include but not limited to character and integrity, experience and competence, time and commitment as well as the Board's skills, experiences, capabilities, expected contribution, independence (where applicable) and diversity to meet the evolving need of the Group.</p> <p>In selecting potential candidates for Key Management, the Board and NC will consider candidates who demonstrate among others, key competencies and experience required at top management level to lead their team. The Board is committed to nurture diversity within the Group where women candidates are also sought and considered as part of the recruitment exercise.</p>	
Explanation for departure	:	
	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied
Explanation on application of the practice	:	<p>The NC is responsible to identify and recommend the right candidate with the necessary skills, experience and competencies to be filled in the Board and Board Committees. The NC is guided by its TOR in carrying out its responsibilities in respect of the nomination, selection and appointment process in Star Media. The process for the appointment of new Director adopted by the Company is disclosed in the Corporate Governance Overview Statement in the Annual Report 2022.</p> <p>In identifying suitably qualified candidates for appointment to the Board of Directors, the Board relies on the recommendations by existing board members, Management and/or major shareholder who either know the candidates themselves or are business associates with capabilities and experience that are sought by the Group. Aside from that, the NC has the authority to obtain the services of professional recruitment firms to source for candidates for directorship or seek independent professional advice whenever necessary.</p> <p>For the recruitment of new Board member, the NC will identify and evaluate the potential candidates before engaging and interviewing the shortlisted candidates. The interview sessions enable the NC to make an appropriate assessment of their background, experience, personality and time commitment. Thereafter, NC will put forth its recommendation to the Board for consideration and approval.</p> <p>During the FY2022, the Board had appointed Ms. Christina Foo as an additional INED of the Company. With regard to the selection of new candidate, the Board did not utilise independent source(s) mainly because the NC, having reviewed the desirable competencies for the position, believes that Ms. Christina will bring new perspective to the boardroom and that her expertise and experience will further enhance the core competencies of the Board. The Board after taking into consideration the NC's recommendation and based on the criteria set in Fit and Proper Policy, and the declaration made by Ms. Christina Foo as well as consideration on the range of expertise, skills and</p>

	attributes of the current Board members and needs of the Board, approved the appointment of the said Director.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	<p>Through the Board Effectiveness Evaluation 2022, the NC had assessed the Director's eligibility for re-election and by considering the Director's competencies commitment, contribution and the ability to act in the best interest of the Company.</p> <p>For the purpose of determining the eligibility of the Director to stand for re-election at the 51st AGM, the Board through its NC had assessed the retiring Director, Madam Wong You Fong ("Madam Wong") who has offered herself for re-election and considered the following:</p> <ul style="list-style-type: none">i) Madam Wong's performance and level of contribution to the Board through her skills, knowledge, experience and strength in qualities.ii) Fit and properness of Madam Wong to continue as a Director of the Company based on her declaration under the Directors' Fit and Proper Policy adopted by the Company. The Board agreed that Madam Wong has met the relevant criteria under the said policy.iii) The independence demonstrated by Madam Wong and her ability to continue to act in the best interests of the Company. <p>Based on the above, the Board concluded that Madam Wong has met the criteria on character, experience, integrity, competence and time to effectively discharge her role as Director and is satisfied that Madam Wong has met the criteria of independence as prescribed in the Listing Requirements of Bursa Securities. The Board approved the NC's recommendation that Madam Wong who retires pursuant to Clause 116 of the Company's Constitution, is eligible to stand for re-election at this 51st AGM. Madam Wong had abstained from deliberation and decision on her eligibility to stand for re-election as a Director of the Company. The explanatory notes on the proposed re-election of Madam Wong are stipulated in Pages 5 and 6 of the Annual Report 2022.</p>

Explanation for departure		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure		
Timeframe		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Currently, the NC is chaired by a Non-Independent Non-Executive Director, Tan Sri Dato’ Sri Kuan Peng Soon.	
		The Board acknowledges that the efficacy of the NC largely depends on the effectiveness of its Chairman. In this regard, the Board is confident that Tan Sri Dato’ Sri Kuan Peng Soon, with his vast experience in the corporate sector and leadership qualities, would be well-placed to lead the succession planning and appointment of Board members and Key Management personnel as well as the annual review of the Board effectiveness.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>During the FY2022, a female director was appointed to the Board of the Company. Following the appointment, the Board comprised eight (8) Directors, of whom two (2) were female Directors, which represents 25% of the Board's composition.</p> <p>The Board recognises the significance of diversity in the boardroom and is committed to diversifying at the leadership level. While gender is one aspect of the diversity spectrum, the Board believes that the appointment of new directors should be based on their skillsets and not restricted to gender diversity.</p> <p>The disclosures on the Company's policies on gender diversity, its targets and measures to meet those targets are made available in the Corporate Governance Overview Statement of the Annual Report 2022.</p> <p>The Board acknowledges the minimum requirement of 30% women directors on Board for good practice and is committed to sourcing suitably qualified female candidates for future director appointments within the Company.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board believes that the appointments of the existing Directors were guided by their skills, experience, competency and wealth of knowledge while taking into consideration gender diversity.</p> <p>The Board is also committed to providing fair and equal opportunities and nurturing diversity at the Key/Senior Management level. In selecting possible candidates for Key/Senior Management, the Board and NC will also consider candidates who demonstrate, amongst others, the key competencies, experience and qualifications required at top management level. Currently, approximately half of the Senior Management positions of the Group are held by women. This will also serve a vital talent pipeline to the board.</p> <p>On the Board gender diversity, please refer to the Corporate Governance Overview Statement of the Annual Report 2022.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.

Application	:	Applied
Explanation on application of the practice	:	<p>The performance evaluation of the Board, its Committees and Directors is undertaken annually and facilitated by the Company Secretary.</p> <p>During the FY2022, the Board Effectiveness Evaluation was conducted by way of questionnaires. The evaluated areas included the Board's skills matrix, the contribution and performance of individual directors, the Board's responsibilities and composition, interaction with Management and the effectiveness of the Chairman. The Board Committees were assessed on the structure, expertise, roles and responsibilities and their effectiveness based on their respective roles and functions stated in the TOR.</p> <p>All the Directors participated the Directors' Performance Evaluation for FY2022. A summary of the results was tabulated by the Company Secretary and subsequently presented to the NC and Board for review and discussion.</p> <p>Based on the results of the annual performance assessment carried out for the FY2022, the NC was satisfied that the Board and individual Directors had discharged their roles effectively in accordance with the Board Charter and the Board Committees had also generally functioning effectively in accordance with their respective TOR during the year under review.</p> <p>The Board was of the view that the internal evaluation was adequate to determine the overall effectiveness of the Board, Board Committees and individual directors. The engagement of an independent expert will be looked into at the appropriate time in the future.</p>

All the Director continued to stay abreast with the latest relevant business development and outlook in the industry, as well as changes to the statutory and regulatory requirements by participating in the relevant training programmes. The list of training programmes attended by the Directors during FY2022 is as follows:

Director	Training Programme/Conferences/Seminars/Workshop
Tan Sri Dato' Seri Chor Chee Heung	<ul style="list-style-type: none"> Fintech Week Nomination & Remuneration Committee Dialogue and Networking #1 Governance, Risk & Control ESG Training Advocacy Session of Main Market Listed Issuers
Tan Sri Dato' Sri Kuan Peng Soon	<ul style="list-style-type: none"> ESG Training
Dato' Dr. Mohd Aminuddin bin Mohd Rouse	<ul style="list-style-type: none"> Fintech Week Nomination & Remuneration Committee Dialogue and Networking #1 ESG Training Bloomberg Sustainable Business Summit
Mr. Choong Tuck Oon	<ul style="list-style-type: none"> BNM MyFintech Week Licensing Framework for Digital Insurers and Takaful Operators Climate Risk Management and Scenario Analysis MetaFinance: The Next Frontier of the Global Economy MetaVI Summit InnovFest X Elevating Founders DCentral Conference Marcom Tech London Tech Week APAC Summit Singapore Blockchain Week Conversation with Audit Committees
Madam Wong You Fong	<ul style="list-style-type: none"> Nomination & Remuneration Committee Dialogue and Networking #1 ESG Training
Mr. Chan Seng Fatt	<ul style="list-style-type: none"> Audit Oversight Board Conversation with Audit Committee ESG Training Workshop On Integrated Reporting with Special Focus Area
Mr. Loh Chee Can	<ul style="list-style-type: none"> Fintech Week ESG Training
Ms. Christina Foo	<ul style="list-style-type: none"> Thought hUb: A Contractor's Brief on Merdeka 118 Corporate Governance - From Compliance to competitive advantage Thought hUb: Readiness of the Building Sector on Carbon Neutrality within AP and the experience of Hong Kong on advancing Net Zero Risk Oversight Practices and Corporate Culture and Enterprise Risk Management Task Force on Climate related Financial Disclosures ("TFCD 101") - Climate Disclosures Affiliate Screening Batch 1/2022

		<ul style="list-style-type: none"> ▪ Task Force on Climate related Financial Disclosures ("TFCD 102") - Climate Disclosures ▪ Risk Appetite, Tolerance and Board Oversight and Strategic ERM: A Primer for Directors ▪ Thought hUb: How to achieve customer centricity in an ever-changing digital landscape ▪ Update on S17A MACC Act 2009 ▪ Thought hUb: Introduction to Metaverse. The future is now ▪ Recognising Challenges in Cybersecurity ▪ Audit Committee Conference 2022 ▪ Introduction to Digital Banking ▪ Directors Guide to ERM and ISO 31000 and Directors Guide to BCM and ISO 22301 ▪ Integrity and Anti-Corruption Talk: Adequate Procedures & us ▪ A 60 minute Crisis Management- A guide for Board Members ▪ International Directors Summit 2022 - The B Factor (Bold + Brave) Board ▪ Sharing with JV Boards - MACC requirements ▪ Understanding DeFi - A thorn remedy to the current financial system ▪ CPA Virtual Conference 2022 ▪ Sustainability Talk ▪ UEM Sunrise Integrity Day ▪ Board Risk Committee Dialogue & Networking ▪ Advocacy Dialogue on the Enhanced Sustainability Reporting Framework by Bursa Malaysia
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has in place a remuneration framework for the Non-Executive Directors ("NED") to attract and retain high calibre Directors to drive the Group's strategic objectives, business sustainability and long-term value for shareholders.</p> <p>The RC is responsible for reviewing the remuneration framework to ensure that it is appropriately reflects experience, level of responsibilities and contributions; and is competitive compared to prevalent market practices. Any changes to the remuneration framework will be presented to the Board for approval. The Board as a whole, determines the remuneration of the NEDs based on the recommendation of the RC. Each NED shall abstain from deliberating and voting on their own remuneration. The fees of Directors and any benefits to NEDs are subject to shareholders' approval at AGM. The NEDs receive an annual fee for serving as members of the Board and Board Committees, as well as a meeting attendance allowance for each meeting they attend. The Chairmen of the Board and the Board Committees receive an annual allowance for the additional responsibility and commitment required.</p> <p>RC also reviews the remuneration packages of the Group's Key Management personnel including Group CEO annually taking into consideration, the corporate and individual performance. Their remuneration package consists of both fixed and performance-linked elements, which are subject to Board's approval. The Group CEO is not entitled to annual fee nor any meeting allowances for the Board and Board Committees meetings he attended.</p> <p>All interested parties must abstain from deliberation or voting on decision in respect of their own remuneration.</p>

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The RC comprises four (4) members, all of whom are NEDs. The Chairman of RC is Tan Sri Dato' Seri Chor Chee Heung.</p> <p>The duties and responsibilities of the RC are clearly stated in its TOR, which among others, includes:</p> <ul style="list-style-type: none">▪ To establish and recommend to the Board, a broad policy framework on the terms of remuneration packages in all its forms for the Executive Directors and Key and Senior Management of the Company and Group.▪ To review all elements of the remuneration, terms of employment, reward structure and fringe benefits for the Executive Directors and Key and Senior Management.▪ To assist the Board in reviewing the key performance indicators, performance, compensation and remuneration packages of the Executive Directors and Key Management.▪ To review the proposed performance bonus and salary increment for the Executive Directors, Key Management, Heads of Departments/Units.▪ To recommend to the Board the remuneration packages in all its forms of the NEDs.▪ To consider any compensation packages payable for loss or termination of office or appointment of Directors and Key Management of the Group. <p>The TOR of RC is accessible on the Company's website at www.starmediatgroup.my.</p>
Explanation for departure	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	The details of the Directors' remuneration payable for the FY2022 on an individual basis are set out on the next page of this Corporate Governance Report.

N o	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tan Sri Dato' Seri Chor Chee Heung	Independent Director	RM220	RM52	-	-	RM31.61	-	RM303.61	-	-	-	-	-	-	RM303.61
2	Tan Sri Dato' Sri Kuan Peng Soon	Non-Executive Non-Independent Director	RM82.5	RM62	-	-	-	-	RM144.50	-	-	-	-	-	-	RM144.50
3	Dato' Dr. Mohd Aminuddin bin Mohd Rouse	Non-Executive Non-Independent Director	RM82.5	RM71	-	-	RM20.355	-	RM173.855	-	RM84	-	-	-	-	RM257.855
4	Mr. Choong Tuck Oon	Independent Director	RM82.5	RM54.5	-	-	-	-	RM137	-	-	-	-	-	-	RM137
5	Mdm Wong You Fong	Independent Director	RM82.5	RM24	-	-	-	-	RM106.50	-	-	-	-	-	-	RM106.50
6	Mr. Chan Seng Fatt	Independent Director	RM82.5	RM75.367	-	-	-	-	RM157.867	-	-	-	-	-	-	RM157.867
7	Mr. Loh Chee Can	Independent Director	RM82.5	RM38.5	-	-	-	-	RM121	-	-	-	-	-	-	RM121
8	Ms. Christina Foo (Appointed on 1 October 2022)	Independent Director	RM20.625	RM10.75	-	-	-	-	RM31.375	-	-	-	-	-	-	RM31.375

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Company departs from this Practice to disclose on a named basis the top five (5) Senior Management's remuneration in bands of RM50,000 due to confidentiality and sensitivity of the information. The Board is of the opinion that it is important for the Company to preserve confidentiality of such information given the competitiveness in the market for talent.</p> <p>The Board ensures that the remuneration of the Senior Management commensurate with their individual performance, taking into consideration of the Company's performance and achievement of key performance indicators.</p> <p>Additionally, the Company had disclosed the aggregate amount of remuneration/compensation of Key Management personnel in a note to the Audited Financial Statements for the FY2022.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman of the AC is Mr Chan Seng Fatt, an Independent Non-Executive Director and is not the Chairman of Board. This is to ensure that the Board is able to objectively review the audit and risk findings and recommendations.</p> <p>Mr Chan is a qualified accountant and brings him with a wealth of experience in audit, financial management, corporate finance and regulatory compliance and governance.</p> <p>In his roles as the Chairman of the AC, he ensures that AC meetings run effectively, and reports all matters, and concerns raised during the meeting to the Board in order for the Board to have sufficient information before making a decision on matters recommended by the AC.</p> <p>The AC Chairman also maintains ongoing engagement with Management as well as internal and external auditors on matters that were raised during the meeting or if there are issues that need to be brought to his attention.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied
Explanation on application of the practice	:	<p>The AC has a policy that requires a former key audit partner of the external audit firm and its affiliates to observe a cooling-off period of at least 3 years before being appointed as AC member.</p> <p>As at 31 December 2022, none of the current members of the AC had been associated with nor have they held any senior leadership position with the Group's appointed external auditors, BDO PLT. This is to ensure that the objectivity, independence and effectiveness of external auditors are maintained.</p> <p>The TOR of AC is available on the Company's website at www.starmediagroup.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	<p>The AC evaluates the independence and objectivity of the external auditors in conducting the statutory audit for the Group and prior to engaging them or their affiliates for non-audit services. Additionally, the AC reviews the nature of the non-audit services and their fee levels individually and in aggregate relative to the audit fee to ensure they do not compromise the auditors' independence and objectivity.</p> <p>In performing the audit on the Group's financial statements for FY2022, the external auditors, Messrs BDO PLT, have confirmed that they have complied with the relevant ethical requirements including those pertaining to independence.</p> <p>The AC had conducted an annual performance evaluation of BDO PLT for FY2022 taking into consideration amongst others, the Annual Transparency Report 2021 which covers the auditors' legal and governance structure, measures to uphold audit quality and manage risks as well as the measurements of audit quality indicator as a basis. The AC was satisfied with the suitability of BDO PLT based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group.</p> <p>Having regard to the outcome of the evaluation, the Board had approved the AC's recommendation for the shareholders' approval to be sought at the forthcoming AGM on the re-appointment of BDO PLT as the external auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	<p>The AC comprises members who are financially literate and possess the requisite knowledge and experience to discharge their functions effectively. The profiles of the members are disclosed in the Directors' profile in the Annual Report 2022. The AC's Chairman, Mr Chan Seng Fatt is a Chartered Accountant of Malaysia Institute of Accountants. He has more than 30 years extensive experience covering various aspects of experience namely external and management auditing, financial management, corporate finance, stockbroking and senior level operation and general management. Hence, Mr Chan possesses sufficient financial knowledge to provide satisfactory input on financial matters.</p> <p>The Board through the NC assesses the composition and performance of the AC and its members through an annual Board Committee effectiveness assessment. Based on the assessment conducted for the FY2022, the Board was satisfied that the AC and its members have effectively discharged their functions, duties and responsibilities in accordance with its TOR whereby, the AC has provided useful recommendations in assisting the Board in making informed decisions and enabling effective functioning of the Board.</p> <p>The AC members are mindful of the need to continue to enhance their skills and knowledge to assist them in the discharge of their duties and they have attended relevant development and training programmes according to their individual needs to keep abreast of relevant developments in accounting and auditing standards and other relevant changes in laws and regulations and to enhance their ability in discharging their duties and responsibilities more effectively. List of the training attended by the AC members during the FY2022 is set out in Practice 6.1 in this CG Report.</p>

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is committed to establishing and maintaining a sound, effective and efficient system of risk management and internal control to safeguard the shareholders' investment and the Company's assets. To this end, the Board through AC has implemented an Enterprise Risk Management framework that includes a governance and reporting structure, risk assessment process as well as a set of risk management principles, policies and guidelines that have been implemented across the Group. The framework is reinforced with activities involving all relevant departments/units throughout the year to manage risks on a coordinated and integrated basis. Controls are implemented, regularly reviewed and tested, where appropriate, to validate their effectiveness and relevance in the prevailing operating environment.</p> <p>Regular risk awareness and coaching sessions are conducted at the operational level to promote the understanding of risk management principles and practices across different functions within the Group. In addition, a risk-based approach is embedded into existing key processes as well as new key projects and is compatible with the Group's internal control systems.</p> <p>The risk management process includes identifying principal business risks in critical areas, assessing the likelihood and impact of material exposures, determining the corresponding risk mitigation and remedial measures, ensuring appropriate mitigating plans have been implemented and presenting key matters to AC for review and deliberation. To fulfil its oversight role, the AC is committed to review the effectiveness, adequacy and integrity of the risk management framework and internal control system of the Group to ensure that significant and emerging risks faced by the Group are being managed appropriately and minimise the occurrence of material misstatement, financial loss or fraud. The IA Department undertakes the obligation to provide control assurance services to the Group. Periodically, all key risks together with their corrective measures will be summarised and compiled for review of the AC and subsequent presentation and update to the Board.</p>

	<p>Details on the Company's internal control and risk management framework are set out in the Statement on Risk Management and Internal Control of the Company's Annual Report 2022.</p> <p>The Statement on Internal Control and Risk Management has been reviewed by the External Auditors, BDO PLT pursuant to paragraph 15.23 of the Listing Requirements of Bursa Securities.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied	
Explanation on application of the practice	:	The Board is of the view that the overall risk management and internal control systems in place for FY2022 are operating adequately and effectively for the purpose of safeguarding the Group's assets, as well as shareholders' investments and the interests of customers, employees and other stakeholders. For the financial year under review, assurances were provided by the Group CEO and Group CFO that the Group's risk management system and internal controls are adequate and effective in addressing risks, which the Group considers relevant and material to its operations. The Board had disclosed the features of its risk management and internal control framework and the adequacy and effectiveness of this framework in the Statement on Risk Management and Internal Control of the Annual Report 2022.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Not Adopted
Explanation on adoption of the practice	:	The Board has yet to form a standalone Board Risk Management Committee during the year under review. It has delegated its risk management oversight to the AC. Nevertheless, the Board will continue to assess the need to establish a Board Risk Management Committee.

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied
Explanation on application of the practice	:	<p>IA is a separate function from the activities or operations of other operating units in the Group. The in-house IA Department is headed by the Head of IA who reports directly to the AC Chairman. The IA Department is accorded with appropriate standing and authority to facilitate the discharge of its duties and the department has access to all relevant records, personnel and properties within the Group to carry out its audit assessment in accordance with the approved IA Plan.</p> <p>The principal role of the Department is to undertake independent regular and systematic reviews of the systems of internal controls to provide reasonable assurance that such systems continue to operate satisfactorily and effectively. It is the responsibility of the IA to provide the AC with independent and objective reports on the state of internal controls of the various operating units within the Group and the extent of compliance of the units with the Group's established policies and procedures.</p> <p>During the FY2022, IA covered operational and ad-hoc audits which include the overall governance, operational controls, financial related activities and other auditable areas in accordance with the risk profile of the Group. The IA Reports were issued to Management for their responses and action plans with deadlines to complete the necessary preventive and correction actions in place. The reports were presented to AC at the quarterly AC meetings for discussion to ensure that the appropriate remedial actions were taken in a timely manner. IA would also follow up on the status of findings to ascertain if all necessary actions agreed by the respective auditees were in place within the stipulated timeframe. There were no significant findings except for some enhancement requirements to the existing internal controls system during the year.</p> <p>In ensuring reliability and security of our IT systems, as well as integrity and protection of our data, the Company has engaged Deloitte Risk Advisory Sdn Bhd to carry out IT audit on the cyber risk maturity assessment of the Company to evaluate the current state of cyber maturity and identify the gaps that exist between the present and ideal future state of cybersecurity for the Company. The progressive report on the remedial action plans is tabled to the AC at its quarterly meeting for discussion.</p>

	<p>The Head of IA held a private session with AC on 21 November 2022 without the presence of Management to provide feedback on the audit services, audit findings and any other related matters.</p> <p>The AC conducts an annual assessment of the effectiveness of the IA function which includes the assessment of the Internal Auditor's objectivity, competency and independence. The AC also considers the available manpower/resources in delivering the audit plan. The AC had in February 2022 conducted the said evaluation to assess the effectiveness of the IA function for the FY2022. The Committee was satisfied with the scope, function, competency and the overall performance of the IA function. The IA Department has adequate resources and appropriate standing to undertake its role in providing independent and objective assurance to the AC regarding the adequacy and effectiveness of the Group's systems of internal controls.</p> <p>The details of the IA function are set out in the AC Report on page 47 of the Annual Report 2022.</p>			
Explanation for departure	:			
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>				
Measure	:			
Timeframe	:	<table border="1"> <tr> <td></td><td></td></tr> </table>		

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.2

The board should disclose—

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's IA Department is headed Ms Chai Ming Jye who is a Fellow of the Association of Chartered Certified Accountants, a member of the Malaysian Institute of Accountants and a professional member of the Institute of Internal Auditors Malaysia. Her profile is provided in the "Key Management Profile" section in page 27 of the Annual Report 2022.</p> <p>As at 31 December 2022, there are three (3) internal auditors in the Department including the Head of IA, who are equipped with the relevant skills, experience and qualifications to discharge their roles effectively. The internal auditors continuously keep themselves abreast with developments in the profession and regulations through attendance of trainings/workshops to ensure that they are competent and adequately equipped in carrying out their duties and responsibilities in an effective manner.</p> <p>The IA function is guided by its IA Charter which defines the role, scope of work, independence and objectivity, proficiency, and due professional care of the IA function of the Group. The IA function is guided by the International Standards for the Professional Practice of Internal Auditing (Standards) issued by the Institute of Internal Auditors, Inc. None of the internal audit personnel has any relationship or conflict of interest that could impair their objectivity and independence in conducting their audit. The IA Department adopts a risk-based audit approach towards the planning and conduct of audit for the Group.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognised the importance of an effective and transparent communication with its stakeholders, institutional investors and investing public at large to provide a clear picture of the Group's performance and position as much as possible.</p> <p>The Company employs various communication platforms to reach out to shareholders and stakeholders. This includes among others, conducting AGM, publications of Company's announcements including the Group's financial results and corporate proposals/developments, publication of annual report, issuance of press releases for significant events, and engaging with other media, business partners and surrounding communities at various events.</p> <p>The Company has a dedicated investor relations function under the purview of the Finance Department which works closely with the Senior Management team to manage active dialogue with institutional investors and analysts. Senior Management will also engage with analysts and fund managers, where necessary to promote better appreciation and understanding of the Group's performance and strategic direction.</p> <p>The Board is committed to ensure that the shareholders and other stakeholders are well informed of major corporate developments of the Company and Group and the information is communicated to them through various channels such as annual reports, disclosures and announcements to Bursa Securities including quarterly results, media releases, posting on the Company's website and dialogues.</p> <p>The Company updates its corporate website, www.starmediatgroup.my with the latest information on the Company which includes the Company's announcements to Bursa Securities, Annual Reports, minutes of shareholders' meetings, Board Charter, TOR for Board Committees and Company's policies. Continuous efforts will be made to enhance the Company's website for better information and ease of navigation from time to time.</p> <p>Shareholders and investors can make inquiries about investor</p>

	relations matters via a dedicated email address at investor-relations@thestar.com.my . The designated person to attend to the investor relation matters is the Group CFO.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied
Explanation on application of the practice	:	<p>The AGM of the Company serves as the principal forum to foster deeper engagement with its shareholders. Shareholders are given the opportunity to develop more informed views on matters affecting the Company by raising their questions and share their views/comments for improvement. Each agenda item under Special Business in the Notice of AGM is accompanied by an explanatory statement to facilitate better understanding and evaluation of the proposals tabled for the shareholders' approval.</p> <p>The Notice of the 50th AGM of the Company held on 23 May 2022 was issued at least 28 days prior to the meeting. The additional time given to shareholders is to allow them to make the necessary arrangements to attend and participate in person or through corporate representatives, proxies or attorneys. More importantly, it enables the shareholders to consider the resolutions and make an informed decision in exercising their voting rights at the general meeting.</p> <p>In line with the Company's commitment to the environment, in promoting sustainable practices as well as to achieve greater cost efficiencies, shareholders are encouraged to access the digital copy of the Company's Annual Report by downloading it from the Company's website. The Company has also forwarded postcards with QR code consisting of the Notice of AGM, Administrative Details of the 50th AGM and Proxy Form to the shareholders which are available on the Company's website at www.starmediatgroup.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's 50th AGM held on 23 May 2022 was conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation & Voting ("RPV") facilities, which was provided by the appointed poll administrator for the meeting, Tricor Investor & Issuing House Services Sdn Bhd's ("Tricor") via TIH Online website at https://tiah.online.</p> <p>In fostering effective participation of and engagement with shareholders at the 50th AGM, all seven (7) Directors (including the Chairmen of AC, NC and RC) were present to engage with the shareholders and be accountable for their stewardship of the Company. The Chairman, two (2) Directors, Group CEO and Group CFO were physically present at the Broadcast Venue at Menara Star together with the Company Secretary whilst the other four (4) Directors, members of Senior Management and the partner from the external audit firm attended the meeting remotely via video conferencing. The Chairman encouraged shareholders to participate at the meeting by submitting typed questions in real time on the meeting platform. Shareholders are also given the opportunity to send their questions to the Company in advance of the meeting. Our shareholders were able to successfully exercise their rights through the virtual AGM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate—

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Applied
Explanation on application of the practice	:	<p>Since the onset of the Covid-19 pandemic, the Company had started to hold its general meetings virtually in accordance with the Guidance on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission, the provisions of the Company's Constitution and in line with the best practices to encourage greater participation of shareholders from various locations.</p> <p>To facilitate an effective communication with the shareholders at the 50th AGM, the Company's Technology Team had set up a live webcast from the Broadcast Venue at Menara Star to allow shareholders to join the AGM virtually and participated in the meeting via the RPV facilities provided by Tricor. The RPV allows all eligible shareholders to ask questions and submit their votes in real time.</p> <p>In order to ensure a smooth meeting, the working committee together with the Board members, Group CEO, Group CFO, Company Secretary and Share Registrar had conducted the relevant rehearsal sessions to test out the system accordingly. Together with the Share Registrar, the Company ensured that the online platform has appropriate measures to protect data privacy and manage cyber security risk and prevent cyber threats before and during the meeting.</p> <p>The detailed registration and voting procedures were shared in advance with the shareholders and the same were also published in the Company's website. All eligible shareholders who had successfully logged on to TIH online website were allowed to cast their vote online at the commencement of the meeting until the close of the voting session announced by the Chairman. The e-voting tutorial video by Tricor on the e-voting process was shared at the AGM to provide guidance to shareholders to cast their votes accordingly.</p> <p>The poll voting results of the 50th AGM were reviewed by the independent scrutineers engaged by the Company, Coopers Professional Scrutineers Sdn Bhd. The AGM outcome for each resolution was announced at the end of the meeting and the result of each resolution was announced to Bursa Securities and published on</p>

	the Company's investor relations website on the same day.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: <p>The Chairman always ensures that shareholders have the opportunity to participate in the general meetings. The Chairman briefed the meeting on the agenda per the AGM notice and reminded shareholders of their rights to vote and submit their questions to the Board and Management during the meeting. The Question & Answer ("Q&A") session of the Company's AGM normally takes about an hour to allow the shareholders sufficient time to raise questions or share their concerns and comments with the Board and Management as well as to allow the Directors and Management to respond to them accordingly. The Board has endeavour to answer all questions posed by the shareholders at the AGM.</p> <p>In regards to the 50th AGM, shareholders were invited to submit their questions prior to the AGM via Share Registrar's online website at https://tiuh.online or email to investor-relations@thestar.com.my or cosec@thestar.com.my. All the questions received in advance of the 50th AGM and during the meeting were addressed by the Chairman, Group CEO and Group CFO. Answers to the shareholders' relevant questions and responses given thereto were posted on the Company's investor relations website.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:

Timeframe	:		
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Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company had successfully held its 50th AGM on 23 May 2022 on a virtual basis via the RPV facilities provided by Tricor and in accordance with the Securities Commission's Guidance Note on the Conduct of General Meetings for Listed Issuers. The Administrative Guide which was sent together with the AGM Notice sets out the meeting details, information on shareholders' rights/entitlement to participate and the relevant procedures/guidelines to be followed by shareholders to participate at the meeting. The Administrative Guide was also made available on the Company's website.</p> <p>The Company always values engagement with shareholders. For shareholders who were unable to attend the meeting via RPV, they are allowed to appoint the Chairman as their proxy or other proxies to participate, speak and vote in their stead by lodging the proxy form at the Share Registrar's office or electronically via the TIIH portal provided by the Share Registrar.</p> <p>Shareholders participated in the virtual 50th AGM were encouraged to submit their questions in advance of or "live" at the meeting by using the query box provided in the RPV system to transmit questions and share their comments with the Board and Management. Questions posed by shareholders were read out by the Chairman during the Q&A session. All relevant questions raised by the shareholders were addressed accordingly during the meeting.</p> <p>The Chairman also explained the procedure to be followed in tabling and approving each resolution. The shareholders were briefed on the poll procedure and electronic voting in regard to the proposed resolutions put to the meeting. Shareholders/proxies who joined the virtual AGM were given sufficient time to cast their votes remotely via RPV. All the shareholders/proxies were able to successfully exercise their rights through the virtual AGM.</p>

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The minutes of the 50 th AGM held on 23 May 2022 detailing the meeting proceedings together with the list of questions and answers provided during the AGM and the outcome of the meeting were uploaded on the Company's website at https://www.starmediagroup.my/investors-relations/annual-general-meeting/ on 7 June 2022, which is within 30 business days after the AGM.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

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