



Star Media Group Berhad

Registration No. 197101000523 (10894-D)

DIRECTORS' FIT AND PROPER POLICY

(Adopted on 24 May 2022)

STAR MEDIA GROUP BERHAD

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1. OVERVIEW

- 1.1 The Directors' Fit and Proper Policy (the "Policy") is to guide the Nomination Committee ("NC") and the Board of Directors ("the Board") of Star Media Group Berhad ("the Company" or "Star") in the review and assessment of potential candidates for appointment as directors as well as directors who are seeking for re-election in the Company and its subsidiaries.
- 1.2 The Policy is to ensure that the directors possess the relevant range of skills, knowledge, experience, competence, character, integrity and commitment to carry out their roles and responsibilities in tandem of good corporate governances and in the best interest of the Company and its stakeholders.
- 1.3 For subsidiary companies, decisions on appointment of candidates and re-election of the existing directors to meet the fit and proper criteria per this Policy may be made by the respective board of the subsidiary companies or NC or under the delegated authority of the Board to the Group Chief Executive Officer (where appropriate).

2. FIT AND PROPER CRITERIA

The considerations underpinning the "fit and proper" criteria of a director include but not limited to the following:

- a) Character and integrity
- b) Experience and competence
- c) Time and commitment

2.1 Character and Integrity

(i) Probity

- is compliant with legal obligations, regulatory requirements and professional standards
- has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court
- has not been reprimanded or disqualified or removed by a professional or regulatory body in relation to matters in respect to the person's honesty, integrity or business conduct

(ii) Financial soundness and solvency

- demonstrated by a person who manages his/her own financial affairs properly and prudently. In assessing the person's financial integrity, the Board/NC must consider the relevant factors including but not limited to
 - a) whether the person has been and will be able to fulfil his financial obligations, as and when they fall due; and
 - b) whether the person has been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere

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(iii) Personal integrity, honesty and ethical behaviour

- has not committed or participated in any business practices which are deceitful, oppressive improper (whether unlawful or not), or which otherwise reflect discredit on his professional conduct
- service contracts (i.e., in the capacity of management or director) have not been terminated in the past due to concerns on personal integrity
- has no concurrent responsibilities or interest which would contribute to a conflict-of-interest situation or otherwise impair the ability to discharge duties and responsibilities as director of the Company and/or its subsidiaries
- has not abused other positions (i.e., that he/she has held) in a manner that contravenes principles of good governance and professional ethic

(iv) Reputation

- is of good repute in the financial and business community
- has not been the subject of civil or criminal proceedings or enforcement action,
- has not been reprimanded by the Securities Commission Malaysia, Bursa Malaysia Securities Berhad, Suruhanjaya Syarikat Malaysia, Bank Negara Malaysia or any other regulatory authorities both local or abroad managing or governing an entity for the past ten (10) years
- has not been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in that management

2.2 Experience and competence

(i) Qualifications, training and skills

- possesses the appropriate qualification that is relevant to the skill set that the director is earmarked to bring to bear onto the boardroom (i.e. a match to the board skill set matrix)
- has a considerable understanding on the business and workings of a public corporation
- possesses general management skills as well as understanding of corporate governance and adequate and broad knowledge on sustainability as well as Environment, Social & Governance (ESG) issues
- possesses leadership capabilities and a high level of emotional intelligence
- financial literacy especially able to read and understand financial statements
- keeps knowledge current based on continuous professional development

(ii) Relevant experience and expertise

- possesses relevant experience and expertise with due consideration given to past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities

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(iii) Relevant past performance or track record

- had careers of occupying a high-level position in a comparable organization or has satisfactory past performance or expertise in the nature of business being conducted
- possesses commendable performance record as gathered from the results of the board effectiveness evaluation

2.3 Time and Commitment

(i) Ability to discharge role having regard to other commitments

- able to devote time as a board member, having factored other outside obligations including concurrent board positions held by the director across listed companies and non-listed companies (including non-profit organizations)

(ii) Participation and contribution in the board or track record

- demonstrates willingness to participate actively in board activities
- demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom
- exhibits ability to articulate views independently, objectively and constructively
- exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others

3. ASSESSMENT OF A CANDIDATE FOR DIRECTORSHIP AND RE-APPOINTMENT OF DIRECTOR

- 3.1 The NC will assess candidates for new appointment or re-appointment as directors based on the criteria set under item 2 before recommending to the Board for approval.
- 3.2 For re-appointment of directors, the directors will be evaluated based on the adopted Board Evaluation Form. The NC has the power not to recommend to the Board the reappointment of retiring directors who do not meet the policy requirements.
- 3.3 For new appointments, the candidates are required to complete the Candidate for Directorship and Declaration Form as set out in Annexure 1 and authorize the Company to perform background check, if necessary, which may cover previous employment verification, professional reference checks, education confirmation and/or criminal record and credit checks.
- 3.4 The information gathered from the assessment shall for the NC/Board's strict use for the purpose of the evaluation and not for public disclosure.

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4. REVIEW OF THE POLICY

- 4.1 The NC is responsible for regular reviews of the Policy and making any recommended changes as and when it deemed fit. The Policy shall be aligned to any legal or regulatory changes and the best practices under the Malaysian Code on Corporate Governance.
- 4.2 The changes to the terms of the Policy shall be subject to the approval of the Board.

The Directors' Fit and Proper Policy has been adopted by the Board on 24 May 2022.

Name of Company: **Star Media Group Berhad** (“the Company” or “Star”)

Part A: Personal Details

1.	Full Name	
2.	Date of Birth	
3.	NRIC No / Passport No	
4.	Citizenship	
5.	Permanent Address	
6.	Correspondence Address (if different from above)	
7.	Telephone No	
8.	Email Address	

Part B: Education Background and Work Experience

No.	Questions	Answer
1.	Educational Qualification (List all chronologically from the latest qualification)	
2.	Work Experience (List all chronologically from the latest experience to the last) (Please use separate paper if required)	
3.	What do you consider to be your core area(s) of expertise?	

Part C: Directorship

No.	Questions	Answer
1.	List of Current and Past Directorship (Please use separate paper if required)	

Part D: Declaration

No.	Questions	Yes	No
1.	Do you have any relationship with any Directors in the Star?		
		If yes, please state details:	
2.	Do you have any interest, both direct and indirect in the Star?		
		If yes, please state details:	
3.	Do you have any relatives currently working in the Star?		
		If yes, please state details:	
4.	Have you ever been committed of any commercial and criminal crimes including but not limited to traffic offence under the Laws of Malaysia?		
		If yes, please state details:	
5.	Are you currently and/or the company where you are a director been notified of any impending disciplinary or criminal proceedings or of any investigations, which might lead to such proceedings?		
		If yes, please state details:	

No.	Questions	Yes	No
6.	Have you or the company where you are a director contravene any provision made by or under any written law such as the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001, the Malaysian Anti-Corruption Commission Act 2009, the Companies Act 2016, Capital Markets and Services Act 2007 and any other applicable laws?		
		If yes, please state details:	
7.	Have you or the company where you are a director been reprimanded by the regulators namely, Securities Commission Malaysia and Suruhanjaya Syarikat Malaysia?		
		If yes, please state details:	
8.	Have you involved in any business or relationship which could materially pose a conflict of interest or interfere with your judgment when acting as a director which is disadvantageous to the company?		
		If yes, please state details:	
9.	Are you currently a bankrupt?		
		If yes, please state details and steps taken to discharge yourself from the liability:	
10.	Do you hold a post in any political party?		
		If yes, please state details:	

Part E: OTHERS

No.	Questions	Answer
1.	What kind of time commitments do you now have for your current activities?	
2.	What would your expectations be for the time necessary for Star Board?	

I, _____ (NRIC/Passport No: _____) hereby declare that the above responses are true and current, as to the best of my knowledge. I further authorize the Company to conduct background check, if necessary, which may consist of prior employment verification, professional reference check, education confirmation and/or criminal record and credit checks for the purpose of my appointment as a Director of Star.

Signature:

Name:

Date: