

## **STAR MEDIA GROUP BERHAD**

### **TERMS OF REFERENCE OF STRATEGY AND INVESTMENT COMMITTEE**

#### **1. OBJECTIVE**

- 1.1 The principal objective of the Strategy & Investment Committee ("SIC") is to assist the Board in relation to the review of significant investments for the Company in line with its strategic objectives and plans. The actual decision shall be the responsibility of the Board after considering the recommendations of the Committee.

#### **2. MEMBERSHIP**

- 2.1 The SIC shall be appointed by the Board from amongst its members and shall comprise of at least four (4) members including the Group Chief Executive Officer ("Group CEO").
- 2.2 The office of a SIC member shall become vacant upon the member's resignation/retirement/removal/disqualification as a Director and Group CEO.
- 2.3 In the event of any vacancy in the Committee resulting in the number of their members being reduced to below four (4), the Board shall within three (3) months of such occurrence fill the vacancy.

#### **3. CHAIRMAN**

- 3.1 The SIC Chairman shall be appointed by the Board.
- 3.2 In the absence of Chairman, the remaining members present shall elect one of their number presents to chair the meeting.

#### **4. SECRETARY**

- 4.1 The Company Secretary, failing whom, her representative shall be the secretary of the SIC and shall be responsible, in consultation with the SIC Chairman, for drawing up the agenda.
- 4.2 The Secretary shall attend all SIC meetings and minute the proceedings thereof and is responsible for safe-keeping and circulating the minutes of meetings to the SIC members and the Board.

#### **5. QUORUM**

- 5.1 The quorum for the meeting shall be any three (3) members.

## **6. MEETINGS**

- 6.1 SIC meetings shall be held as it deems necessary and appropriate at the discretion of the Chairman or upon request by any member of the SIC.
- 6.2 Members of the Committee may participate in a meeting in person or by means of teleconference, video conference or any other form of audio and audio-visual communication and all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute and be deemed presence in person at the meeting.
- 6.3 Only the Committee Chairman and members shall be entitled to participate at Committee meetings. At the invitation of the SIC Chairman, other Directors, and management personnel may also attend the meetings, unless there is a conflict of interest.
- 6.4 Each member present shall have one (1) vote. All resolutions passed in the meeting shall be by majority votes. In the event of an equality of votes, the SIC Chairman or chairman of the meeting shall have a casting vote.
- 6.5 Any member who has an interest in any matters being reviewed or considered by the SIC shall abstain from discussion and voting on the said matter.
- 6.6 A resolution in writing, signed by all the members of the Committee either in hard copy or digitally/electronically, shall be as effectual as if it has been passed at a meeting of the Committee duly called and constituted. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.
- 6.7 The SIC may establish any regulations or practices from time to time to govern its administration.

## **7. DUTIES AND RESPONSIBILITIES**

The main scopes and function of the Committee include:

- a) To consider and recommend to the Board, the relevant guidelines governing the investment activities of the Company and Group in an effort to enhance shareholders' value and promote sustainability in line with the Group's strategic objectives.
- b) To evaluate, review and recommend to the Board, the investment proposals recommended by Management including the overall structure, resources allocation strategy, risks and expected returns/feasibility and proposed disposal as well as diversification of principal business activities of the Group.

- c) To review the performance of the investment portfolios, in terms of returns, diversification and risk profiles and provide guidance concerning such investments, where appropriate.
- d) To exercise the investment mandate in line with the authority limit granted by the Board.
- e) To carry out any other purpose as directed and approved by the Board from time to time.

## **8. AUTHORITY**

The SIC in performing its duties shall:

- 8.1 have full and unrestricted access to the Group and Company's records, information, properties, personnel and other resources for the discharge of its responsibilities; and
- 8.2 be able to obtain external professional advice if it considers this necessary at the Company's expense which is in accordance with the procedure determined by the Board.

## **9. REPORTING**

The Chairman of the Committee shall report each meeting to the Board. The Committee shall make recommendations to the Board as appropriate on any area within its responsibility or as delegated by the Board, where action or improvement is needed.

## **10. REVISION OF TERMS OF REFERENCE**

- 10.1 Any revision or amendment to this Terms of Reference, as proposed by the Committee or any third parties, shall first be presented to the Board for its approval.
- 10.2 Upon the Board's approval, the said revision/amendment shall form part of this Terms of Reference.
- 10.3 The Terms of Reference shall be reviewed periodically and updated as and when necessary.