



STAR MEDIA GROUP BERHAD

TERMS OF REFERENCE OF NOMINATION COMMITTEE

OBJECTIVES

The Nomination Committee (the “Committee” or “NC”) of Star Media Group Berhad (the “Company”) was formed by the Board of Directors of the Company. Its primary function, in line with the Bursa Malaysia Securities Berhad Main Market Listing Requirements and Malaysian Code on Corporate Governance (“MCCG”), is to assist the Board in the following areas:

- proposing new nominees for the Board of the Company
- the actual decision as to who shall be nominated shall be the responsibility of the full Board after considering the recommendations of the Committee; and
- assessing the effectiveness of Directors of the Company on an ongoing basis.

1. MEMBERSHIP

Members of the NC composed exclusively of Non-Executive Directors shall be appointed by the Board from among the Directors of the Company and shall compose of not fewer than three (3) members. The majority of the members of the Committee shall be Independent Non-Executive Directors.

In the event of any vacancy in the Committee resulting in the number of the members being reduced to below three (3), the Board shall, within three (3) months fill the vacancy.

2. CHAIRMAN

The NC should be chaired by an independent director (preferably senior independent director). An alternate chairman shall be appointed should the committee chairman not be present.

3. SECRETARY

The Secretary to the Committee shall be the Company Secretary.



4. QUORUM

The quorum for the meeting shall be two (2) members, present in person.

5. FREQUENCY OF MEETING

The Committee shall meet at least once a year. However, additional meetings may be called at any time at the Committee's Chairman's discretion.

A resolution in writing, signed by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.

6. DUTIES AND FUNCTIONS

The duties and responsibilities of the NC are as follows:

- i) To recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board and to review the Board's policies and procedures for the selection of Board members. In making the recommendations, the NC should also consider candidates proposed by the Group Managing Director/Chief Executive Officer, and within the bounds of practicability, by any other Director, Management or shareholder and the NC shall assess and consider the candidates:
 - skills, knowledge, expertise and experience;
 - professionalism;
 - time commitment to effectively discharge his/her role as a director;
 - contribution and performance;
 - character, integrity and competence;
 - boardroom diversity including gender diversity;
 - in the case of candidates for the position of Independent Non-Executive Directors, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors; and

- ii) To develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors. The nomination and election process should be disclosed in the Annual Report;
- iii) To recommend to the Board, Directors to fill the seats on Board Committees;
- iv) To review annually the required mix of skills, experience and other qualities of the Board, including core competencies which Non-Executive Directors should bring to the Board;
- v) To assess annually the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director. All assessments and evaluations carried out by the NC in the discharge of all its functions shall be properly documented;
- vi) To consider the size of the Board with a view to determine the impact of the number upon the Board's effectiveness and also assess the desirable number of independent directors;
- vii) To recommend to the Board, suitable candidates for the role of senior independent director, as applicable;
- viii) To review and consider the proposals by Management on the appointment/promotion/re-designation of key personnel of the Group, particularly for the following positions (collectively referred to as the "Key management personnel") before recommending the same for Board's approval:
 - Chief Editor;
 - Chief Operating Officer;
 - Chief Financial Officer; and
 - Heads of various business units, for instance radio, TV, new media, exhibitions, training or any equivalent key positions
- ix) To consider and periodically report to the Board on the succession planning for Executive Director and key management personnel of the Group, particularly the Group Managing Director/CEO;

- x) To recommend to the Board, candidates for re-election and re-appointment of directors by shareholders under the annual retirement and re-election provisions;
- xi) To assess annually the term of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee and its members have carried out their duties in accordance with their terms of reference; and
- xii) Consider other matters as referred to the Committee by the Board.

7. AUTHORITY

The Committee's authority includes access to resources and information as deemed appropriate for the discharge of its responsibilities to the Company, including obtaining appropriate professional advice inside and outside the Group as and when considered necessary at the Company's expense and periodic review of its term of reference against its performance.

8. 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. The Committee shall ensure a report be included in the Company's annual report about its activities in the discharge of its duties for the financial year.

9. MINUTES OF MEETINGS

The Secretary of the Committee shall keep the minutes of meetings and copies thereof shall be circulated to all members of the Board.