



STAR MEDIA GROUP BERHAD

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

OBJECTIVE

The Remuneration Committee (the “Committee” or “RC”) of Star Media Group Berhad (the “Company”) was formed by the Board. The main objective of the Committee is to recommend to the Board the remuneration of Directors of the Company and its subsidiaries (the “Group”).

1. MEMBERSHIP

- a) Members shall be appointed by the Board from among the Directors of the Company and shall comprise exclusively or a majority of, Non-Executive Directors. The RC shall compose of not fewer than three (3) members;
- b) The members of the Committee shall elect a Chairman from among their number who is not an Executive Director of the Company, unless appointed by the Board of Directors;
- c) In the event of any vacancy in the Committee resulting in the number of their members being reduced to below three (3), the Board shall within three (3) months fill the vacancy.

2. AUTHORITY AND FUNCTIONS

- a) To recommend to the Board a broad policy framework on the terms of remuneration packages in all its forms for the Group Managing Director/Chief Executive Officer, Executive Directors and key management personnel of the Group, particularly for the following positions (collectively referred to as the “key management personnel”), ensuring that all elements of remuneration packages determined are sufficient to attract, motivate and retain them to run the Company and the Group successfully:
 - 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
- b) To recommend to the Board the remuneration packages in all its forms for the Chairman of the Board and Non-Executive Directors. The decision of remuneration of Non-Executive Directors shall be a matter for the members of the Board as a whole. No directors shall be involved in any decisions as to their own remuneration.
 - c) To review and ensure that remuneration packages of individual Executive Directors and key management personnel reflect their performance, skills and experience as well as responsibility undertaken, and the remuneration packages shall commensurate with the industry and taking into account the firm's culture and ability to retain and attract talents.
 - d) To consider details of Executive and Non-Executive Directors' remuneration that should be reported and how these details should be presented in the Company's Annual Report.
 - e) To consider any compensation packages payable for loss or termination of office or appointment of Directors and key management personnel of the Company and Group.
 - f) The Committee's function shall be extended to review the allocation of salary increment and bonus of all staff of the Group, including the Collective Agreement between the Company and the Trade Union.

3. MEETINGS AND QUORUM

- a. The Committee shall meet at least once a year. However, additional meetings may be called at any time at the Committee Chairman's discretion.
- b. A majority of the members comprising of at least one non-executive director in attendance will be sufficient to form a quorum for the meeting.



- c. Only the Committee Chairman and members shall be entitled to participate at Committee meetings. At the invitation of the Committee, other Directors including Group Managing Director/CEO may also attend the meetings, unless there is a conflict of interest.
- d. In the absence of Chairman, the remaining members present shall elect one of their number present to chair the meeting, who should not be an Executive Director.
- e. All resolutions of the Committee shall be adopted by a simple majority vote, each member having one vote. In case of equality of votes, the Chairman of the meeting shall have a second or casting vote.
- f. 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.

4. PROFESSIONAL ADVICE

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.

5. REPORTING

The Chairman of the Committee shall report each meeting to the Board.

6. SECRETARY

The Secretary to the Committee shall be the Company Secretary.

7. 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.