

STAR MEDIA GROUP BERHAD

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. OBJECTIVES

- 1.1 The Nomination Committee (the “Committee” or “NC”) of Star Media Group Berhad (the “Company”) was formed by the Board of Directors (“Board”) 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:
- a) Identify candidates and review all nominations for the approval of the Board for the appointment and re-appointment of directors and members of the various Board Committees.
 - b) Identify candidates and review all nominations for the approval of the Board for the appointment of Group Chief Executive Officer, Group Chief Financial Officer and C-suites and other senior or key management positions requiring the approval of the Board (“Key Management Personnel”).
 - c) Evaluate the performance and effectiveness of the Board and Board Committees and Directors and performance of the Key Management Personnel on an ongoing basis.

2. MEMBERSHIP

- 2.1 The NC shall be appointed by the Board from amongst its members, and shall comprise at least three (3) members, all of whom are non-executive directors with a majority of them being independent.
- 2.2 The office of a NC member shall become vacant upon the member’s resignation/retirement/removal/disqualification as a Director.
- 2.3 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 of that event fill the vacancy.

3. CHAIRMAN

- 3.1 The Chairman of the NC shall be appointed by the Board. 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 NC and shall be responsible, in consultation with the Chair of the NC, for drawing up the agenda and circulating it to the NC members at least five (5) working days before the meeting date. The members of the NC, may, however, consent to shorter notice whereupon the requisite period shall be waived.
- 4.2 The Secretary shall attend all NC meetings and minute the proceedings thereof and is responsible for keeping and circulating the minutes of meetings to the NC members and the Board.

5. QUORUM

- 5.1 The quorum for all meetings of the NC shall not be less than two (2) members, majority of whom are independent directors.

6. MEETINGS

- 6.1 The Committee shall meet at least once a year. However, additional meetings may be called at any time, when necessary, by any member of the NC.
- 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 hear 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 NC Chairman, other Directors and Group Chief Executive Officer 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. If the votes for and against a resolution are equal, the 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 NC shall abstain from voting on that matter. Each member of the NC will not take part in determination of his/her own re-nomination or independence, and shall abstain from voting any resolutions in respect of the assessment of his performance or re-nomination as a Director. In the event that any member of the NC has an interest in a matter being deliberated upon by the NC, he/she will abstain from participating in the review and approval process relating to that 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 convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.
- 6.7 The NC may establish any regulations or practices from time to time to govern its administration.

7. DUTIES AND FUNCTIONS

The duties and responsibilities of the NC include but are not limited to the following:

7.1 Board and Board Committees' Appointments

- a) Review the criteria for assessment of candidates for the Chairman and the Directors and the process for appointment, resignation or cessation of office.
- b) Recommend to the Board, prospective candidates to be appointed to the Board. In respect of the process for the selection and appointment of Directors, the NC shall take into account of the composition and progressive renewal of the Board periodically (where appropriate) and each Director's qualifications, skills, experience, diversity, competencies, commitment, contribution, performance and whether he or she is independent. A description of the process for the selection and appointment of new Directors to the Board shall be disclosed in the annual report.
- c) Recommend to the Board, a policy concerning diversity of Board members. When considering appointments to the Board and assessing the composition of the Board, a range of diversity factors should be considered, including but not limited to gender, age, cultural, race and education background, skills or professional experiences.
- d) Identify and make recommendations to the Board as to the Directors who are to retire by rotation and to be put forward for re-election at each annual general meeting of the Company, having regard to the Directors' contribution and performance (such as their attendance, preparedness, participation and candour), including, if applicable, as Independent Directors. All Directors are required to submit themselves for re-election at regular intervals and at least once every three (3) years.
- e) Where a Director has multiple board representations, he/she must ensure that sufficient time and attention is given to the affairs of the Company. The NC has to decide if a Director is able to and has been adequately carrying out his duties as a Director, taking into consideration the Director's number of listed company board representations and other principal commitments. If the NC considers it necessary, the NC shall make recommendations to the Board on the guidelines to be implemented to address the competing time commitments faced by Directors serving on multiple boards and the maximum number of listed company board representations which any Director may hold.
- f) Recommend to the Board on the establishment of new Board Committees or dissolution of any existing Board Committee which no longer serves its purpose.
- g) Establish appropriate framework and plans for succession at Board level and Key Management Personnel to ensure the Board and Senior Management are comprised of individuals with the skills and experience relevant to the Company's strategic direction and objectives.

7.2 Board and Board Committees' Assessment

- a) It is the Board's responsibility to evaluate the need to bring new skills and perspective to the boardroom. At least once every financial year, NC shall review (and thereafter make recommendation to the Board regarding) the Board structure, size and composition (including skills, knowledge and experience) taking into account the scope and nature of the operations, the requirements of the business, the diversity of skills, experience, gender and knowledge of the Company and the balance between Executive and Non-Executive Directors (including Independent Non-Executive Directors) and between Independent and Non-Independent Directors so that there is a strong independent element on the Board, and make recommendation on any proposed changes to the Board to complement the Company's corporate strategy and objectives, that may be deemed necessary.
- b) Evaluate the effectiveness of the Board and the Board Committees, term of office/tenure and contribution of each individual Director and the independence of Independent Directors. In terms of the review of the Board Committees including the Audit Committee ("AC"), the NC shall review the term of office and performance of the AC and each of its members annually to determine whether such AC and members have carried out their duties in accordance with its Terms of Reference. All assessments and evaluations carried out by the NC in the discharge of all its functions shall be properly documented.
- c) Recommend to the Board action plans for improvement on areas identified in the Board and Board Committees effectiveness assessment, where applicable.
- d) Review the retirement of Directors who are eligible for re-election and the retention of Directors who have served beyond nine (9) years as Independent Non-Executive Directors, and assess their eligibility for re-election or retention.
- e) Ensure new Directors go through a proper induction programme and review of training and professional development programmes for the Board and Directors.

7.3 Key Management Personnel's Appointment

- a) Review and consider the proposals on the appointment/promotion/re-designation of the Group Chief Executive Officer and where appropriate, other Key Management Personnel before recommending the same for the Board's approval.
- b) Review and oversee the performance evaluation and succession planning of the Group Chief Executive Officer and on a case-by-case basis, other Key Management Personnel, where necessary.

7.4 Other Matters

- a) Consider and examine such other matters as the NC considers appropriate and
- b) act on any other matters as may be directed by the Board.

8. AUTHORITY

The NC 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.

9. REPORTING

- 9.1 The Chairman of the Committee shall report each meeting to the Board.
- 9.2 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.
- 9.3 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.

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 and this Terms of Reference shall be considered duly revised/amended.
- 10.3 In the event of any discrepancies between the Terms of Reference and other relevant Acts, Guidelines, Circulars or other documents issued by relevant regulators ("collectively Regulators' Documents"), the Regulators' Documents shall prevail.
- 10.4 The Terms of Reference of the NC shall be made available on the Company's website.
- 10.5 This Terms of Reference is reviewed and approved by the Board of Directors on 26 August 2021.