



MEDIA CHINESE INTERNATIONAL LIMITED

世界華文媒體有限公司

(Incorporated in Bermuda with limited liability)

(Malaysia Company No. 995098-A)

(Hong Kong Stock Code: 685)

(Malaysia Stock Code: 5090)

(the “Company”)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON
FOR ELECTION AS A DIRECTOR**

Set out below are (i) procedures on how shareholders can convene a special general meeting (“SGM”); (ii) procedures for putting forward proposals at shareholders’ meeting by a shareholder; and (iii) procedures for shareholders to propose a person for election as a director which are subject to applicable laws and regulations, including the Companies Act 1981 of Bermuda (the “Companies Act”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Listing Requirements of Bursa Malaysia Securities Berhad and the new Bye-Laws of the Company (the “Bye-laws”).

1. Procedures on how Shareholders can convene an SGM

1.1 A shareholder or shareholders of the Company (the “Shareholders and each a “Shareholder”) holding at the date of the deposit of the requisition not less than one-tenth (1/10) of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company may requisition the directors of the Company (the “Directors” and each a “Director”) to forthwith proceed duly to convene an SGM by depositing a written requisition at the Registered Office with a copy to one of the Head offices of the Company as below for the attention of the Company Secretary:

- Registered office in Bermuda
Canon’s Court, 22 Victoria Street, Hamilton HM12, Bermuda
(the “Registered Office”)
- Head office and principal place of business in Malaysia
No. 19, Jalan Semangat, 46200 Petaling Jaya, Selangor, Darul Ehsan, Malaysia

Head office and principal place of business in Hong Kong
15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan,
Hong Kong
(collectively the “Head Offices”)

1.2 The written requisition must state the purposes of the meeting (including the resolutions to be considered at the meeting), signed by the requisitionists, deposited at the Registered Office with a copy to one of the Head offices of the Company for the attention of the Company Secretary and may consist of several documents in like form each signed by one or more requisitionists.

1.3 If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene an SGM, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene an SGM, but any SGM so convened shall not be held after the expiration of three months from the date of deposit of the requisition.

1.4 An SGM so convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

2. Procedures for putting forward proposals at Shareholders' meetings by a Shareholder

2.1 The Companies Act allow Shareholder(s) to requisition the Company to move a resolution at an annual general meeting ("AGM") of the Company or circulate a statement at any general meeting of the Company. At the expense of the requisitionists unless the Company otherwise resolves, it shall be the duty of the Company on the requisition in writing by such number of Shareholders as stated in paragraph 2.2:

- (a) to give to the Shareholders entitled to receive notice of the next AGM notice of any resolution which may properly be moved and is intended to be moved at that meeting; and
- (b) to circulate to the Shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

2.2 The number of Shareholders necessary to make the above-mentioned requisitions to the Company shall be:

- (a) either any number of Shareholders representing not less than one-twentieth (1/20) of the total voting rights of all the Shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or
- (b) not less than one hundred (100) Shareholders.

2.3 The Company shall not be bound to give notice of any resolution or to circulate any statement as mentioned in paragraph 2.1 above unless:

- (a) a copy of the requisition signed by the requisitionists, or two or more copies which between them contain the signatures of all the requisitionists, is deposited at the Registered Office with a copy to one of the Head Offices of the Company for the attention of the Company Secretary:
 - (i) in the case of a requisition requiring notice of a resolution, not less than six (6) weeks before the meeting; and

- (ii) in the case of any other requisition, not less than one (1) week before the meeting; and
- (b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expense in giving effect to the procedures in paragraph 2.1 above (i.e. the giving of notice of resolution and/or circulation of statement);

Provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the Registered Office with a copy to one of the Head Offices of the Company, an AGM is called for a date six (6) weeks or less after the copy has been deposited, the copy though not deposited within the above-mentioned time shall be deemed to have been properly deposited for the purposes thereof.

3. Procedures for Shareholders to propose a person for election as a Director

In case of a general meeting has been convened

3.1 The Bye-laws allow Shareholders to, by ordinary resolution in general meetings, elect any person to be a Director either to fill a causal vacancy or as an additional Director up to the maximum number of Directors previously determined in general meeting.

3.2 If a Shareholder wishes to propose a person for election as a Director, unless the person proposed to be elected as a Director is a Director retiring at the general meeting, a Shareholder shall submit:

- (a) a notice in writing (the "Nomination Notice") signed by a Shareholder duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose that person for election as a Director; and
- (b) a notice in writing signed by that person of his consent to be elected as a Director

to the Registered Office with a copy to one of the Head Offices of the Company for the attention of the Company Secretary at least eleven (11) clear days before the general meeting.

3.3 The Nomination Notice must state the full name of the person proposed for election as a director and include such person's biographical details as required by rule 13.51(2) of the Listing Rules.

In case no general meeting has been convened

3.4 Alternatively, if no general meeting has already been convened, a Shareholder may propose a person for election as a Director by requisitioning the Company to convene an SGM, provided that he is holding at the date of the deposit of the requisition not less than one-tenth (1/10) of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company. Please refer to the procedures set out in paragraphs 1.1 to 1.4 above for procedures of how to convene an SGM by way of requisition. The requirements under paragraphs 3.2 and 3.3 will also have to be satisfied.