



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)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1 Formation

The Nomination Committee was formed pursuant to the board resolution of Media Chinese International Limited (the “Company”) passed on 25 May 2005.

2 Composition

The Nomination Committee shall consist of not less than three (3) members.

The Nomination Committee shall exclusively comprise of Non-Executive Directors with a majority of Independent Non-Executive Directors.

3 Quorum

The quorum for each meeting shall be a majority of members present.

4 Chairman

The members of the Nomination Committee shall elect a chairman among themselves who shall be an Independent Non-Executive Director.

In the absence of the Chairman of the Nomination Committee, the remaining members present shall elect one of themselves to chair the meetings of the Nomination Committee.

5 Meetings

The meetings and proceedings are governed by the provisions contained in the Bye-Laws of the Company for regulating meetings and proceedings of Directors.

The meetings shall be held at least once a year. A member may at any time and the secretary shall on the requisition of its member summon a meeting of the Nomination Committee.

Questions arising at any meeting of Nomination Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the Nomination Committee.

In the case of an equality of votes the chairman of the meeting shall have a second or casting vote PROVIDED THAT where two (2) members form a quorum, the chairman of the meeting at which only such a quorum is present, or at which only two members are competent to vote on the question at issue, shall not have a casting vote.

The company secretary shall be the secretary of the Nomination Committee. The secretary shall maintain minutes of the proceedings of the meetings of the Nomination Committee.

Draft and final versions of minutes of the meetings should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

In the absence of the company secretary in any meeting of the Nomination Committee, the members present at the meeting shall elect another person as the secretary of the meeting.

6 Objectives

The primary objective of the Nomination Committee is to ensure that the Directors of the Board bring characteristics to the Board, which provide a required mix of responsibilities, skills and experience. The Nomination Committee will also assist the Board in reviewing on an annual basis the appropriate balance and size of Non-Executive participation and in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole, the Committees of the Board and contribution of each individual Director, including Independent Non-Executive Directors, as well as the chief executive officer. All assessments and evaluations carried out by the Nominating Committee in discharge of all its functions will be properly documented.

Where a vacancy exists or when it is considered that the Board would benefit from the services of a new Executive Director with particular skills, the Nomination Committee selects one or more candidates with the appropriate expertise and experience.

7 Authority

The Nomination Committee is authorised by the Board:

- a) To conduct interviews with prospective candidates for nomination;
- b) To seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee; and
- c) Subject to prior discussion concerning the costs, to seek independent professional advice, at the Company's expense, to perform its responsibilities.

8 Duties and responsibilities

The duties and responsibilities of the Nomination Committee shall be:

- a) To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- b) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships. In making its recommendations, the Nomination Committee should consider the candidates':

- i) skills, knowledge, expertise and experience;
 - ii) professionalism;
 - iii) integrity; and
 - iv) in the case of candidates for the position of Independent Non-Executive Directors, the Nomination Committee will also evaluate the candidates' ability to discharge such responsibilities/function as expected from Independent Non-Executive Directors;
- c) To recommend suitable orientation, educational and training programmes to continuously train and equip the existing and new Directors;
- d) To assess the independence of Independent Non-Executive Directors;
- e) To assess annually the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual Director based on the process implemented by the Board;
- f) To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer;
- g) To make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company;
- h) To make recommendations to the Board on the reasons why an individual is elected as an Independent Non-Executive Director and should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the Nomination Committee believes he should be elected and the reasons why the Nomination Committee consider him to be independent; and
- i) To consider other topics as defined by the Board.