

MEDIA CHINESE INTERNATIONAL LIMITED
(Incorporated in Bermuda with limited liability)
(the “Company”)

NOMINATION POLICY

(Approved and adopted by the Board on 29 November 2018)

1. OBJECTIVE

This Nomination Policy (the “Policy”) aims to set out the criteria and procedures to be adopted when considering candidates to be appointed, re-elected or re-appointed as directors of the Company.

2. NOMINATION CRITERIA

The Nomination Committee shall take into account all of the following criteria and any other criteria which it deems necessary, in evaluating, selecting and recommending candidates for directorship:

- Character and integrity of the person;
- Qualifications including professional and education qualifications, personal qualities, skills, knowledge, expertise and experience that are relevant to the Company’s business and corporate strategy;
- Commitment and willingness to devote sufficient time to discharge duties as a member of the Board of Directors (“Board”);
- Potential/actual conflict of interest that may arise if the person is selected;
- Professional ethics and independent judgement of the person;
- Board Diversity Policy and any measurable objectives adopted for achieving diversity on the Board;
- Requirement for the Board composition having regard to the mix of skills, independence and diversity (including but not limited to, skills, experience, age, gender, cultural and education background) and such other factors that required to meet the needs of the Company;
- Requirement for the Board to have independent directors in accordance with the listing rules of The Stock Exchange of Hong Kong Limited and Main Market Listing Requirements (the “Bursa Securities Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) applicable to the Company (collectively, the “Listing Rules”) and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- Such other perspectives appropriate to the Company’s business or as suggested by the Board.

3. NOMINATION PROCESS

3.1. Nomination by the Nomination Committee

- 3.1.1 The Nomination Committee reviews the structure, size and composition (including the balance mix of skills, knowledge and experience) of the Board at least annually and make recommendation on any proposed changes to the Board to complement the Company's corporate strategy;
- 3.1.2 When it is necessary to fill a causal vacancy or appoint an additional director, the Nomination Committee identifies or selects candidates as recommended to the Committee, with or without assistance from external agencies or the Company, pursuant to the criteria set out in section 2;
- 3.1.3 If the process yields one or more desirable candidates, the Nomination Committee shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable);
- 3.1.4 The Nomination Committee makes recommendation to the Board including the terms and conditions of the appointment;
- 3.1.5 The Board deliberates and decides on the appointment based upon the recommendation of the Nomination Committee;

3.2. Re-election of Director at Annual General Meeting

- 3.2.1 In accordance with the Company's Bye-Laws, every director shall be subject to retirement by rotation at least once every three years and shall be eligible for re-election at each annual general meeting;
- 3.2.2 The Nomination Committee shall review the overall performance and contribution of the retiring director to the Company. The Nomination Committee shall also review the expertise and professional qualifications of the retiring director, who offered himself/herself for re-election at the annual general meeting, to determine whether such director continues to meet the criteria as set out in section 2;
- 3.2.3 Based on the review made by Nomination Committee, the Board shall make recommendations to shareholders on candidates standing for re-election or re-appointment at the annual general meeting of the Company, and provide the available biographical information of the retiring director in accordance with the Listing Rules to enable shareholders to make the informed decision on the re-election of such candidates at annual general meeting of the Company.

3.3 Nomination by shareholders

The shareholders of the Company may propose a person for election as a director in accordance with the Bye-Laws of the Company and applicable law, details of which are set out in the "Procedures for a shareholder to propose a person for election as a director" of the Company.

The Nomination Committee and the Board endeavor to comply at all times with the principles and practices set out in this Policy.

At any time, should the Listing Rules be amended for any reason whatsoever, the amendment of which affects the contents of this Policy, the amended Listing Rules shall take precedence over the Policy.