



MEDIA CHINESE INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Malaysia Company No. 200702000044)

(Hong Kong Stock Code: 685)

(Malaysia Stock Code: 5090)

DIRECTORS' FIT AND PROPER POLICY

1. OBJECTIVES

This Directors' Fit and Proper Policy (the "Policy") is to set out the approach for the appointment and re-appointment of Directors on the Boards of Media Chinese International Limited (the "Company") and its subsidiaries (collectively, the "Group").

This Policy, together with the Nomination Policy of the Company, serve to guide the Nomination Committee ("NC") and the Board of Directors (the "Board") in their review and assessment of candidates that are to be appointed onto the Board as well as Directors who are seeking for election or re-election.

2. CRITERIA

For the purpose of establishing whether a person is fit and proper to hold Directorships in the Group, the Board and NC shall consider the factors which includes but not limited to the following:

2.1 Character and integrity

- (i) Probity
 - is compliant with legal obligations, regulatory requirements and professional standards
 - has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court
- (ii) Personal integrity
 - has not perpetrated or participated in any business practices which are deceitful, oppressive, improper (whether unlawful or not), or which otherwise reflect discredit on his professional conduct
 - service contract (i.e. in the capacity of management or director) had not been terminated in the past due to the concerns on personal integrity
 - has not abused other positions (i.e. political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance

- (iii) Financial integrity
 - manages personal debts or financial affairs satisfactorily
 - demonstrates ability to fulfil personal financial obligations as and when they fall due
- (iv) Reputation
 - is of good repute in the financial and business community
 - has not been the subject of civil and criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years;
 - has not been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in that management

2.2 Experience and competence

- (i) Qualification, training and skills
 - possesses education qualification that is relevant to the skill set that the director is earmarked to bring to bear onto the boardroom (i.e. match to the board skill set matrix)
 - has a considerable understanding on the workings of a corporation
 - possesses general management skills as well as understanding of corporate governance and sustainability issues
 - keeps knowledge current based on continuous professional development
 - possesses leadership capabilities and a high level of emotional intelligence
- (ii) Relevant experience and expertise
 - possesses relevant experience and expertise with due consideration given to past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities
- (iii) Relevant past performance or track record
 - had a career of occupying a high-level position in a comparable organisation and was accountable for driving or leading the organisation's governance, business performance or operations
 - possesses commendable past performance record as gathered from the results of the board effectiveness evaluation

2.3 Time and commitment

- (i) Ability to discharge role having regard to other commitments
 - able to devote time as a board member, having factored other outside obligations including concurrent board positions held by the Directors across listed issuers and non-listed entities (including not-for-profit organisations)
- (ii) Participation and contribution in the board or track record
 - demonstrates willingness to participate actively in board activities
 - demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outsider the boardroom
 - manifests passion in the vocation of a Directors

- exhibits ability to articulate views independently, objectively and constructively
- exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others

3. THE ASSESSMENT

The fit and proper assessments on each Director within the scope of this Policy shall be conducted by the Company prior to the new appointment and at regular intervals of at least annually or whenever the Company becomes aware of information that may materially compromise and affect any Director's fitness and propriety.

The results of the assessments are part of the Company's internal documents and shall not be disclosed or provided to any other party.

4 REVIEW OF POLICY

The NC shall recommend any timely change to the Policy as the NC deems appropriate to the Board for approval. The terms of the Policy shall be assessed, reviewed and updated where necessary and in accordance with the Listing Requirements of Bursa Malaysia Securities Berhad, the Malaysian Code on Corporate Governance and/or other applicable regulatory requirements.