



MEDIA CHINESE INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Malaysia Company No. 200702000044)

(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 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.

A resolution in writing, signed by all the members of the Nomination Committee either on hard copy or 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. All such resolutions shall be described as “Nomination Committee Members Circular Resolution” and shall be forwarded to the company secretary without delay and recorded in the minutes book.

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, chief executive officer and members of senior management (“Senior Management”). All assessments and evaluations carried out by the Nomination 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 cooperate 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 and recommend to the Board for approval of the competent candidates recommended by the shareholders, the Board or independent sources to be appointed as Directors or Senior Management of the Company or its subsidiaries, as and when the need arises;
- b) To review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- c) To develop, maintain and review the criteria to be used in the Board's recruitment, nomination and election process;
- d) 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) competency and performance;
 - iii) character, professionalism and integrity;
 - iv) number of directorships and other external obligations which may affect the Director's commitment, including time commitment and value contribution; and
 - v) 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;

Prior to the appointment, the prospective Director shall be required to disclose any existing or potential interests that may result in a conflict of interest.

- e) To review and recommend the policy on diversity for the Board and Senior Management, taking into consideration a range of diversity factors but not limited to gender, age, ethnicity, education, cultural background, skills and professional expertise;
- f) To recommend to the Board on the establishment of new committees or dissolution of any existing committees of the Board which no longer serves its purpose;
- g) To review the appointment, re-appointment, selection and evaluation of the Directors and ensure the composition of the Board is assessed periodically; and the annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the Board;
- h) To review and recommend suitable orientation, educational and training programmes to continuously train and equip the existing and new Directors;
- i) To assess on an annual basis the independence of Independent Non-Executive Directors;
- j) To review the retirement of Independent Non-Executive Directors who have served beyond nine (9) years and assess their eligibility for re-election or retention as an independent director;
- k) To develop, maintain and review the criteria to be used in the Board evaluation process. This includes a review of the individual performance against the target set in addressing the Group's sustainability risks and opportunities;

- l) To assess annually the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual Director;
- m) To review the terms of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and members have carried out their duties in accordance with its Terms of Reference;
- n) To recommend to the Board action plans for improvement on areas identified in the Board and Board Committees effectiveness assessment, where applicable;
- o) To review and oversee the performance evaluation of Senior Management and directors of the subsidiary companies on a case-by-case basis, where necessary;
- p) To review, oversee and make recommendations to the Board on succession planning and support its development for the Directors (in particular the chairman, executive directors and chief executive officer) and Senior Management, taking into account the challenges and opportunities facing the Company and the skills and expertise needed on the Board in the future;
- q) To review the formal letter of appointment to new Board members setting out the roles, responsibilities, time commitment and expectations from the directors;
- r) 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;
- s) To prepare and review the annual nomination report and statement as to whether the Board supports the appointment or re-appointment of directors with sufficient information for shareholders to make an informed decision; and
- t) To consider other topics as defined by the Board.

9 Reporting

The Chairman of the Nomination Committee shall report each meeting to the Board. The Nomination 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.

10 Review of the Terms of Reference

The Terms of Reference shall be reviewed as and when required, especially when there are changes to regulatory and/or corporate governance requirements, where the roles and responsibilities of the Nomination Committee are impacted.

Any revision or amendment to the Terms of Reference, as proposed by the Nomination Committee or any third party, shall first be presented to the Board for its approval.

In the event of any discrepancies between the Terms of Reference and other relevant Acts, Guidelines, Codes, Circulars or other documents issued by relevant regulators (collectively, the “Regulatory Guide”), the Regulatory Guide shall prevail.

This Terms of Reference shall be made available on the respective websites of the Company and Hong KongExchanges and Clearing Limited.

(This revised Terms of Reference was reviewed and approved by the Board on 24 November 2021.)

This document is published in English and Chinese. In case of any inconsistency, The English version shall prevail over the Chinese version.