

Anti-Bribery and Corruption Policy



MEDIA CHINESE INTERNATIONAL LIMITED

世界華文媒體有限公司

(Incorporated in Bermuda with limited liability)

(Malaysia Company No. 200702000044 (995098-A))

(Hong Kong Stock Code: 685)

(Malaysia Stock Code: 5090)

Anti-Bribery and Corruption Policy (“Policy”)

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1. POLICY STATEMENT

Media Chinese International Limited and its subsidiaries (“the Group”) are committed to applying the highest standards of ethical conduct and integrity in its business activities in the market it operates in.

Every Director, Employee and person acting on the Group's behalf is responsible for maintaining our reputation and for conducting company business honestly and professionally.

We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate.

All Directors and Employees should perform their duties objectively and ethically and not to do anything and act in any manner which will cast doubts or suspicions over the Group’s commitment in combating bribery and corruption or the attempt thereof.

There will be no waivers or exceptions granted for conducts that depart from or contrive this Policy. Any violation of this Policy may result in disciplinary action, up to and including dismissal in appropriate circumstances. It is therefore extremely important that you familiarise yourself with this Policy and strictly adhere to it.

MCIL’s Board and Group Executive Committee are committed to implementing and enforcing effective systems throughout the Group.

This Policy shall be reviewed and updated by the Board periodically to ensure its relevance in assisting the Board to discharge its duties with the changes in any new regulations that may have an impact on the discharge of the Board’s responsibilities.

This Policy is supplemental to, and shall be read in conjunction with the Code of Conduct and Ethics of the Group.

2. APPLICATION AND DEFINITIONS

2.1 Application

This Policy is applicable to every Director (Executive and Non-Executive), Employees and their immediate family.

If you perceive that a provision in this Policy conflicts with the law in your jurisdiction, you should consult your Head of Department, Human Resource Department or Compliance Manager, rather than disregard the Policy without consultation.

If a Director requires further clarification on the Policy, the Directors may refer their queries to the Compliance Manager at the respective regions. The Employee may

refer or highlight their concerns to the Head of Operation or Head of Department or the Compliance Manager.

Although this Policy is written specifically for all Directors and Employees of the Group, the Group call upon all vendors, contractors, consultants, agents, representatives and other third parties performing work or services for or on behalf of the Group as well as all customers and other third parties receiving work or services from the Group to observe this Policy and act in accordance with this Policy, at all time, when dealing with the Group.

2.2 Definitions

The United Nations define “bribery” as the offering, promising, giving, accepting, or soliciting of an advantage as an inducement for an action, which is illegal, unethical, or a breach of trust or to refrain from acting. “Corruption” is broadly defined as the abuse of entrusted power for private gain.

Bribery can take a variety of forms, whether in cash or in kind, can be given or received directly or indirectly through intermediaries, when someone improperly influence or attempts to improperly influence one’s decision or performance of duties.

For the purposes of this Policy, the term “bribery and corruption” is used to cover any action which would be considered as an offence under the applicable anti-bribery and corruption laws and regulations and treaties in which the Group operates, which includes without limitation, the Malaysian Anti-Corruption Commission Act 2009 and the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong Special Administrative Region (“Hong Kong”)) (the “POBO”).

“Head of Operation” refers to the person who holds the highest authority in decision making of a company.

“Business Associate” refers to the party who has or will have business dealings with the Group, including without limitation vendors, suppliers, and contractors.

“Compliance Manager” refers to the Head of Legal Department in Malaysia and Hong Kong respectively.

3. BREACH OF POLICY

For Directors or Employees, non-compliance with this Policy may result in disciplinary action, up to and including dismissal in appropriate circumstances.

For external parties, non-compliance may lead to penalties including termination of contract or further legal action.

The Group reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant authorities.

Under section 24 of the Malaysian Anti-Corruption Commission Act 2009 (“the Act”), any person who is found guilty of corruption may be subject to imprisonment up to 20 years and a fine of at least 5 times the sum or value of the gratification or RM10,000.00, whichever is higher.

Section 17A(1) of the Act provides that a company may be held liable if its employees or person who performs services for or on behalf of the company corruptly provides gratification to any person in return for an advantage and may be subject to a fine of at least 10 times the sum or value of the gratification or RM1,000,000.00, whichever is higher, or imprisonment up to 20 years, or to both. A director or senior management of a company may be deemed to have committed an offence where an offence is committed by a company under section 17A(3) of the Act.

In Hong Kong, under Section 12 of the POBO, it regulates the punishment of person, who is found guilty of the offence, including the following:

On conviction on indictment, the offender will be subject to a HK\$500,000 fine and imprisonment for 10 years for a Section 5 offence (offering, soliciting or accepting an advantage to assist or influence a contract with a public body) or Section 6 offence (offering, soliciting or accepting an advantage in relation to the withdrawal of a tender for a public body), a HK\$1 million fine and imprisonment for 10 years for a Section 10 offence and a HK\$500,000 fine and imprisonment for seven years for all other offences.

On summary conviction, the offender will be subject to a HK\$500,000 fine and imprisonment for three years for a Section 10 offence (possession of unexplained property by a prescribed officer) and a HK\$100,000 fine and imprisonment for three years for all other offences.

4. GIFTS

All Directors and Employees, or third parties acting on behalf of the Group are prohibited from, directly or indirectly, receiving, providing or soliciting for gifts, subject only to certain limited exceptions as stated in this Policy.

All Directors and Employees shall comply strictly with this Policy to avoid any actual or appearance of conflict of interest. A conflict of interest arises when an individual has an interest in any entity or matter that may influence his or her judgment in the discharge of responsibilities.

It is the responsibility of Directors and Employees to inform any third parties who have any business dealings with the Group of this Policy and to request the third party's understanding for and adherence with this Policy. All Directors and Employees should also inform their immediate family members of this Policy and remind their immediate family members not to act in contrary to this Policy.

Save for the limited exceptions stated in this Policy, the guidance below should be followed:

- Never offer or accept gifts in the form of cash or cash equivalent, including vouchers, discounts, coupons, shares and commission, or gifts in kind, including free products from business associates, such as free tour packages, properties, motor vehicles, digital gadgets, computer devices, publicity in print and/or digital media (which is not related to existing sales packages), video shooting and video broadcasting
- Never offer or accept gifts if there is a conflict of interest situation.
- Never offer or accept gifts which you know or suspect to be improper or illegal.
- Never offer gifts to or accept gifts from parties currently engaged in tender, competitive bidding exercise or contract negotiation.
- Never offer or accept gifts during periods when important decisions, regarding the award or retention of business, are being made.
- Never offer or accept gifts offered that comes with a direct or indirect suggestion, hint, understanding or implication that in return for the gifts provided some expected or desirable outcome is required.
- Never offer or accept gifts which is in violation of this Policy or any local or foreign anti-bribery laws.

4.1 Providing Gifts

Generally, all Directors and Employees are prohibited from providing gifts, including without limitation editorial space and advertisement space, to third parties save for the limited exceptions below.

The following situations are the limited exceptions where the provision of gifts are permitted:

- a) Exchange of gifts at the company-to-company level (e.g. gifts exchanged between companies as part of an official company visit or courtesy call and thereafter said gift is treated as company property).

- b) Gifts from company to third parties and public officials (subject to local rules) in relation to the company's official functions, events and celebrations (e.g. commemorative gifts or door gifts offered to all guests attending the event, and gift to judges).
- c) Gifts from the Group to Directors and Employees and/or their family members in relation to an internally or externally recognised company function, event and celebration (e.g. in recognition of an employee's or director's service to the company).
- d) Token gifts of nominal value normally bearing the Group or company's logo (e.g. t-shirts, pens, diaries, calendars and other small promotional items) or that are given out equally to members of the public, delegates, customers, partners and key stakeholders attending events such as conferences, exhibitions, training, trade shows etc. and deemed as part of the company's brand building or promotional activities.
- e) Gifts to external parties who have no business dealings with the Group (e.g. monetary gifts or gifts in-kind to charitable organisations).

The Employee shall ensure that the gifts given are lawful, reasonable and approved by the Head of Operation, with no intention to gain any advantage in return. Any gifts provided must not be excessive, frequent and details of such gifts provided must be properly recorded.

4.2 Receiving Gifts

The general principle is to immediately politely refuse or return such gifts and inform the third party of this Policy. The gifts that are deemed as not given to influence the Directors' or Employees' performance of duties include normal business courtesies token gifts which are occasional, gifts during festive or special occasions and gifts from social functions attended by the Directors or Employees on behalf of the Group, are permissible.

The following guidance must be followed strictly:

- Gifts are given as an expression of goodwill and not as an expression of a return favour.
- Gifts commensurate with general accepted standards for hospitality, taking into account the norms for the industry and the country in which it is offered.
- Gifts are being provided openly and transparently, and is of a nature that will not cause the Group embarrassment if publicly reported.
- Comply with local laws and regulations.

- In the situation where it is impossible to refuse or return the gifts, all Employees are expected to immediately record the gift in the Gift Register (Appendix A) for any gifts which is of value more than RM250.00 for companies operate in Malaysia; and HKD500 for overseas operations. If in doubts of the value of the gifts, you should always record such gift in the Gift Register.
- Head of Department/Head of Operation will decide on the treatment of the gifts, and responsible for the recording.
- MCIL Directors should inform the Company Secretary upon receiving gifts.
- Never receive any gifts privately.
- Despite acknowledging this Policy, some external parties may still insist in providing “Ang Pao” to Directors, Employees and/or their family members. All “Ang Pao” more than RM50.00, must be given to the Head of Department to subsequently donate it to charity. The Employee should then forward the receipt from the charity to the giver and inform the giver of this Policy. The Head of Department/Head of Operation must keep proper record (Appendix A).
- As part of the ordinary course of business, the Group may request for sponsorship in cash or in kind from third party to organise events. Prior approval from Head of Department and/or Head of Operation is mandatory. Detail recording (Appendix B) of cash received or sponsored products are mandatory, including amount, quantities, usage, name of recipients. Requester’s department is required to keep proper stock records for audit purposes.

5. ENTERTAINMENT & CORPORATE HOSPITALITY

Entertainment is generally defined as the provision of an external event or activity which can pleurably occupy a person. This may include the provision of meals, transportation and accommodation to third parties.

Corporate hospitality is generally defined as corporate events or activities organised by an organisation which involves the entertainment of employees and third parties for the benefit of that organisation. This may include the provision of meals, transportation and accommodation to third parties in connection with such corporate events or activities.

Entertainment and corporate hospitality should not be given or received if there is any intention or it could be seems as having any intention to improperly influence the recipient to gain any advantage in return, whether directly or indirectly, for the Group or yourself, or as a reward for having acted improperly.

As such, we must ensure that the circumstances in which entertainment and corporate hospitality is offered, given or accepted are restricted to those which are

appropriate and in compliance with applicable laws and regulations, in particular when it involves public officials.

Entertainment and corporate hospitality will be illegitimate in the following situations and you should immediately refuse it:

- Entertainment and corporate hospitality offered by parties currently engaged in tender, competitive bidding exercise or contract negotiation
- Entertainment and corporate hospitality which you know or suspect to be improper or illegal.
- Services or favours provided personally, rather than in a business context, unless such services are pursuant to a proper arms' length business transaction.
- Entertainment and corporate hospitality for family members, friends or relatives.
- Entertainment and corporate hospitality during periods when important decisions, regarding the award or retention of business, are being made.
- Entertainment and corporate hospitality offered that comes with a direct or indirect suggestion, hint, understanding or implication that in return for the entertainment provided some expected or desirable outcome is required.
- Entertainment and corporate hospitality that may create a sense of obligation, or comes with a direct or indirect suggestions, hint or expectation of special treatment or create a conflict of interest that would be perceived negatively.
- Any entertainment activities and corporate hospitality activities that would be illegal or in breach of local or foreign bribery laws.
- Entertainment and corporate hospitality which is frequent, lavish or excessive or may adversely affect the reputation of the Group.
- Any entertainment and corporate hospitality that are sexually oriented and any entertainment at nightclubs.

5.1 Providing Entertainment & Corporate Hospitality

When providing entertainment and corporate hospitality, proper care and good judgment must be taken to protect the Group's reputation against any allegations of impropriety or the perception of bribery and corruption, in particular when the arrangements could influence or be perceived to influence the outcome of a business decision and are not reasonable and bona fide expenditures.

The guidance below should be followed:

- All entertainment or corporate hospitality are reported and written approval from the Head of Department or Head of Operation is obtained following the Limits of Authorities and the internal guidelines, all records of which are properly kept. Such record (Appendix C) shall include information such as name of business associate, full name of its representatives and position, information on the entertainment or corporate hospitality provided, purpose and outcome of such entertainment.
- The entertainment or corporate hospitality must not be too excessive, lavish or frequent taking into account the local culture and norms. Further, the entertainment and corporate hospitality must commensurate with the recipient's official capacity and not provided in his/her personal capacity.
- Provision of the entertainment or corporate hospitality are done with good and legal intentions.
- No personal bias or favoritism involved in the provision of entertainment or corporate hospitality. The entertainment or corporate hospitality must be justifiable and commensurate with the recipient's position and status.
- All expenses incurred to provide the entertainment or corporate hospitality must be within the limits of your entitlement and is properly documented, receipted and recorded in the company's records.
- Any entertainment activities or corporate hospitality activities that would involve public officials shall require the prior approval of the Head of Operation.
- No violations of any local anti-bribery and corruptions laws.
- Before providing entertainment or corporate hospitality to anyone, consider whether the reputation of the Group, yourself, or the recipient is likely to be damaged if news of the entertainment appeared on the front page of a newspaper. If this would embarrass either the Group or the recipient, do not proceed.

5.2 Receiving Entertainment & Corporate Hospitality

The Group prohibits Directors and Employees from soliciting entertainment and corporate hospitality that is excessive, frequent, inappropriate, illegal or given in response to, in anticipation of, or to influence a favourable business decision or any other advantage.

Nevertheless, the Group recognises that the occasional acceptance of an appropriate level of entertainment and corporate hospitality given in the normal

course of business and conform to local cultures and norms is usually a legitimate contribution to building good business relationships. However, it is important for Directors and Employees to exercise proper care and judgement before accepting the entertainment or corporate hospitality.

You should consider the following questions before accepting entertainment and corporate hospitality:

- Could my acceptance or offer lead to an obligation for the Group or imply an obligation?
- Is this entertainment or corporate hospitality a 'reward' for the award or retention of business or other business advantage?
- Does this entertainment or corporate hospitality seem to be excessive or expensive in any way?
- Am I likely to breach any applicable laws, rules or ethics?
- Are there any potential adverse reputational implications in the type of entertainment or corporate hospitality being accepted or given?
- Would my colleagues be unhappy to see the Group being reported in the press in connection with this entertainment or corporate hospitality?

If the answer to any of these questions is yes, the entertainment and corporate hospitality should not be accepted.

5.3 Guidance for Media Visit

Any invitation for media visit whether overseas or local must be referred to the Editor in Chief/Head of Operation who will then decide on whether or not to accept such invitation and the Employees to be sent for such media visit.

The guidance below should be followed:

- Never accept any invitation which is made privately.
- Never accept any invitation for media visit which is purely social, recreational and the object of the media visit does not have any reporting value.
- The invitation for media visit shall not come with the conditions to have any authority over the content of the article concerning such media visit or to sight such article before publication.
- Any acceptance for invitation for media visit must be justifiable and properly recorded (Appendix D).

5.4 Further Guidance for Entertainment

In the event a third party offer any entertainment to you and provided it is not against this Policy:

- Politely refuse the entertainment and inform the third party of this Policy.
- Pay for any expenses incurred by you in connection with the entertainment.
- If the circumstances allow, seek prior approval from the Head of Department or Head of Operating before accepting the entertainment.
- Report to the Head of Department/Head of Operation of any entertainment received and properly record the details of such entertainment, if the estimated value is more than RM250.00 for companies operate in Malaysia, or HKD500.00 for overseas operations (Appendix E).

6. FACILITATION PAYMENTS AND KICKBACKS

“Facilitation Payment” is a payment or other provision made to an individual in control of a process or decision to secure or expedite the performance of duties, for example payments to expedite the issuance of a visa, license, permit or approval, or clearing of goods through customs.

The Group prohibits receiving, requesting, giving and promising of facilitation payments, either directly or indirectly, from any person whether for the benefit of the Group or the Employees personally.

If any person request or give facilitation payments to you, you should politely reject such facilitation payment.

This prohibition will not cover official expediting payments pursuant to written regulations or guidelines, for which official receipt is issued and any person could subscribe to such expediting process.

You are obliged to ask for an official receipt for any payment you have made.

Only in the event an Employee’s security is at stake, you are allowed to make payments. You must immediately report the incident to your Head of Department and Legal Department to record the details of the incident.

6.1 Kickbacks

Kickbacks are typically payments made in return for a business favour or advantage.

All Directors and Employees must avoid any activity that might lead to, or suggest, that a kickback will be made on behalf of the Group.

7. CORPORATE SOCIAL RESPONSIBILITY (“CSR”)

The Group is committed to being a responsible member of communities where it operates, to supporting those in need which may include sponsoring various events, initiatives and organisations.

As bribes can be concealed in the form of charitable, sponsorships or donations, all CSR, sponsorships and donations shall be done in good faith and are not aimed to gain any business or other advantage in return, whether for the Group or self-enrich, that may be considered improper.

All CSR, sponsorships and donations must be pre-approved in writing by the Head of Operation, and must comply with the following:

- To ensure all CSR, sponsorships or donations are allowed by the local laws, and not made to improperly influence a business outcome or a person’s performance of duties or perceived to provide an improper advantage to the Group or yourself.
- To acquire all the necessary internal and external authorizations.
- To donate or work with well-established entities having an adequate organisational structure to guarantee proper administration of the funds.
- All sponsorships and donations must be transparent and properly recorded in the company’s books and records.
- Shall not be used as a means to cover up an undue payment or bribery.
- Must take proper processes and procedures, including without limitation proper background check or due diligence, to evaluate the legitimacy of an entity or a request for sponsorship or donation, before committing to or giving any funds. Any such processes and procedures taken shall be properly recorded and kept.
- Must not be made to individuals or in cash; or be made at the request of a Public Official as an inducement to or reward for acting improperly.
- Must not be made to parties engaging with the Group, during or after a contract negotiations or significant events
- All CSR, sponsorships and donations must be made in accordance to the approval limits in the limits of authority.
- To ensure that any “red flags” raised in due diligence are resolved prior to committing the funds.

Examples of “red flags” to look out for are as follows:

- The proposed recipient /organisation has affiliations with a Public Official or their relatives.
- The proposed recipient/organisation is located in a country with high risk of bribery and corruption.
- The contribution is made on behalf of a Public Official.
- There is a risk of a perceived improper advantage for the Group or yourself.
- The proposed recipient is based in a high risk country, the request comes from a high risk country or the activity takes place in a high risk country.

You shall use good judgment and common sense in assessing the requests. When in doubt, you should seek further advice from the Compliance Manager or escalate the matter to Head of Operation to determine the authenticity of such requests.

7.1 Scholarship

The Group has a sponsorship programme aiming to provide educational opportunities to deserving students to enable them to realize their potential.

The awarding of scholarships should be based on strict guidelines and due diligence to ensure that only the most qualified and deserving students receive the scholarship award. If the student is closely related to a Director or Employee of the Group, or a party which has business dealing with the Group, it must be properly declared and recorded.

The eligible students will then be selected based on approved criteria such as academic qualifications and assessment results. The process of selection should be transparent and the reasons for selection should be properly recorded. Particular care shall be taken if the student is closely related to a Public Official. No scholarships shall be awarded if it is against the local laws.

The amount of scholarships shall be reasonable in value. No scholarships shall be awarded arbitrarily.

8. PROCUREMENT

8.1 Procurement Process

The Group is committed to applying the highest standard of ethics and integrity in all aspects of its procurement activities. All Employees and Directors in procurement process shall comply with the Group’s various policies, in particular this Policy, the Code of Ethics and Conduct and other policies, guidelines and procedures relating to

procurement activities. The Group call upon all Business Associates to observe and act in accordance with this Policy and the Code of Ethics and Conduct of the Group.

In discharging the duties in procurement process, all Employees and Directors should follow the guidance below:

- Shall avoid any actual or potential conflict of interest. All Employees and Directors involve in the procurement process shall make necessary declaration of interest (Appendix F) regularly or when there is a change in circumstances which warrant a declaration.
- Shall not use personal influence, positions or anything of value to improperly get the job from the company or enter into any undertaking with third party in which his or her family members and friends have an interest directly or indirectly.
- Avoid accepting or providing any entertainment, corporate hospitality or gifts during critical period, such as tender process or contract negotiation.
- Must ensure that all procurement activities are in line with the procurement policies and procedures of the company and this Policy. Ad Hoc purchase request will not be processed unless with valid and exceptional reasons endorsed by Head of Department.
- Periodically monitor the Business Associate's performance and business practices to ensure ongoing compliance with this Policy and the Code of Ethics and Conduct.
- Shall avoid dealing with any Business Associates known or reasonably suspected of corrupt practices or known or reasonably suspected to pay bribes.
- Exercise use good judgment and common sense in assessing the integrity and ethical business practices of Business Associates.

8.2 Due Diligence

Appropriate assessment shall be conducted by Employees in the Procurement process to understand the business and background of the prospective Business Associates prior to procurement process to ensure that they have acceptable standard of integrity in the conduct of their business and they are free from any elements of bribery and corruption or conflict of interest.

The scope and extent of the due diligence required will vary depending upon the circumstances of each proposed transaction and it should commensurate with the risks of bribery and corruption and the amount involved in that transaction. Employees shall keep proper record of the risk assessment and due diligence performed.

8.3 Selection of Business Associates

We must treat all the prospective Business Associates fairly and equally.

In deciding the procurement award, the decision must be based on approved objective criteria and not to be influenced by personal bias or favoritism.

Approval for procurement must be in accordance with the limit of authority and the guidelines for procurement stated in the company's purchasing standard operating procedures.

If the procurement is of substantial amount, a committee must be formed to make such decision collectively. In cases where awarding of the procurement to a particular business associates which are not solely based on the standard criteria, the reasons for such decision must be properly documented and kept.

Do not enter into any business dealings with any third party reasonably suspected of engaging in bribery and corruption or any improper business practices unless those suspicions are investigated and resolved.

The Business Associate receiving the procurement award must be made aware of and agree to act in accordance with this Policy and the Code of Ethics and Conduct of the Group. Contracts with major contractors and suppliers should incorporate provisions where the Group is given the right to terminate the contract in the event Business Associates pay bribes or act in a manner which is inconsistent with this Policy and the Code of Ethics and Conduct of the Group.

8.4 Verification Process

Verification process shall be conducted to ensure all works, services, deliveries and supplies are provided according to the approved procurement requests. Regular review or evaluation should be done on the quality and the pricing of work done, services or goods.

9. DEALINGS WITH THIRD PARTIES

The Group could be held responsible for the actions of a third party (e.g. distributor, agent, contractor, supplier, joint venture partner) acting on its behalf. As such, care must be taken to ensure that those third parties do not engage or attempt to engage in bribery.

All group companies shall follow the guidance below:

- In circumstances where the Group retains controlling interest, such as in certain joint venture agreements, business associates are required to adhere to this Policy and our Code of Conduct.

- Conduct due diligence to assess the integrity of the third parties who provide services on behalf of the Group contractually. All third parties must be made aware our Code of Conduct and this Policy.
- Undertake due diligence in relation to any proposed acquisition or joint venture to ensure that bribery is unlikely.
- If at any point during the due diligence exercise or in the dealings with a third party, there are conflicts of interest or “red flags” are raised, these warrant further investigation and must be sufficiently addressed before the engagement of the third party can progress.
- The results, assessments and report of the due diligence process shall be documented and properly kept for at least 7 years and produced on request by the Management or local laws. If the due diligence process raises concerns, you must contact the Legal Department immediately.
- Do not enter into any business dealings with any third party reasonably suspected of engaging in bribery and improper business practices unless those suspicions are investigated and resolved.
- No payments should be made through or to third party if you know or suspect that all or part of the payment will be used for a purpose which violates this Policy.
- Include standard clauses in all contracts with third parties enabling the Group to terminate the contract in the event that bribery or an act of corruption has been proved to occur.

Examples of common “red flags” involving third parties include:

- The third party have any record or a reputation for corruption, including whether they are being investigated or prosecuted for any corruption-related offence, or have been convicted / sanctioned.
- The third party whose professional qualification have been revoked or suspended, temporary or permanent.
- The third party who is related or closely connected to a government official who will be involved with, or can influence the process for which, the third party has been engaged.
- Objection to anti-bribery representations and warranties in commercial agreements or negative response when told of such requirements.
- Convoluted payment arrangements such as payment in cash, payment to a third

party or to accounts in other countries or requests for excessive upfront payment for expenses or other fees.

- The third party requires that his/her identity not to be disclosed as part of the business transaction.
- Inadequate credentials for the nature of the engagement or lack of an office or an established place of business.

10. DEALINGS WITH PUBLIC OFFICIALS

A “Public Official” is a person who works for or on behalf of a government, a government controlled entity, a government related entity, a public body or a public international organisation. This includes members of Parliament, State Assemblymen, judges, police officers, elected and appointed officers, employees or representatives of national or federal government, state governments, local governments, government departments, government agencies, government owned companies, government controlled companies, government linked companies, or public international organisations and officials of political parties and candidates for political offices.

Most countries in the world have made it an offence to bribe their own government officials, many have also made it an offence to bribe a foreign government official. As such, all Directors and Employees must exercise extra caution and be more vigilant when dealing with Public Officials.

It is against this Policy to bribe any Public Officials anywhere in the world, whether or not such activities are considered illegal under the legislation in any country in which business is transacted.

You must obtain written approval from the Head of Operation before offering any gift, entertainment or corporate hospitality to Public Officials or their family members. The gift, entertainment or corporate hospitality must not be frequent, absurd, excessive, and lavish, subject always to compliance with the local legislations and rules, and must commensurate with the official designation of the Public Official and not his personal capacity.

All Directors and Employees must act professionally and ethically and ensure that any offering of gift, entertainment or corporate hospitality to public officials or their family members is properly recorded in the relevant registry and such dealings are fully transparent, properly documented, and accounted for. Never attempt to circumvent any laws or the Group’s policies. Never conceal, alter, destroy or otherwise modify any documentation relating to gift, entertainment or corporate hospitality offered to any Public Officials or their family members.

For more information and guidance in relation to gifts, entertainment and corporate hospitality, kindly refer to the relevant section in this Policy.

11. POLITICAL CONTRIBUTION

The Group does not make or offer any political contributions, in-cash or in-kind, to any political parties, politicians, elected officials or candidates for political office.

No Directors or Employees shall make any political contribution on behalf of the Group or use the Group's resources for the same purpose, or use their position with the Group to try to influence other person to make political contributions.

12. MONEY LAUNDERING

"Money laundering" is the process by which persons or groups try to conceal the proceeds of illegal activities or try to make the sources of their illegal funds look legitimate.

The Group objects to practices related to money laundering.

In order to avoid violating anti-money laundering laws, Employees are expected to conduct due diligence before entering into any business arrangement with a third party, if in doubts. Employees should conduct on the identity, background, and business of such third party and beneficial owners (if any) of such business arrangement, and determine the origin and destination of money, property and services. Employees should keep proper records of the due diligence done, the business correspondence and documents relating to the business arrangement.

If there is any suspicious behaviours or activities, Employees should report it to the direct Head of Department or Head of Operation, to onwards report it to the authorities via proper reporting channels.

13. RECRUITMENT

Human Resources (HR) activities, such as offering employment or internship, promotions and trainings are often deemed to be something of value and therefore giving, offering, promising such in order to obtain or retain an undue business advantage is considered bribery and corruption.

In order to avoid any element of bribery and corruption in the recruitment of employees, the recruitment of employees should be based on approved selection criteria to ensure that only the most qualified and suitable individuals are employed.

Offers of employment should not be given in exchange for or to reward any benefit received by the Group. And you should not offer employment, procure and/or create an opening within the Group in exchange for a personal benefit or seek an unfair advantage in any business negotiation.

While there is no absolute prohibition on hiring persons recommended by others, such hiring decisions should not be part of any decision that is related to the Group's commercial transactions.

You should not place yourselves in a situation where you are made to compromise the Group's interest by a current or prospective business partner, vendor, customer or a Public Official in a hiring process.

Apart from the Group's policies in recruitment, the guidance below should be followed:

- Before advertising any vacancy, list down the job specification, minimum requirements, the required qualification and experience and any other relevant information.
- Initial screening will be conducted on most qualified and suitable candidates and the candidates who meet the prescribed qualification requirements will be called and evaluated in an interview session.
- Interview panel shall not have any relationship with the candidate.
- Candidates need to disclose in the job application form his/her background including without limitation his/her criminal record in particular any conviction for bribery or corruption nationally and internationally, and any known relationship with any of the Director or Employee of the Group or any party having business dealings with the Group and such record shall be properly kept.
- Before making any offer of employment, the Human Resource Department shall make proper background checks on the selected candidate and reference checks with the previous employers, if necessary.
- More detailed background checks will be done on the candidates for management position which is tasked with decision-making obligations or other critical positions.
- Particular care should be taken when employing or engaging a current or former Public Official or his/her immediate family members to prevent any actual or perceived corruption, conflict of interest, violation of laws or other wrongdoing in connection with such appointment. Always consult Human Resource Department, Head of Operation or Legal Department if in doubts.
- All rights, entitlements and benefits given to the candidate should be reasonable in value and based on the Group's policy.
- New employees are required to submit, amongst others, the signed employment acceptance letter, Code of Ethics and Conduct, personal information, and Anti-Bribery and Corruption Policy. Do ensure that all documentations are properly recorded and kept.

- Induction sessions will be organised for the newly-joined employees which includes the introduction of the company, terms and conditions of employment, relevant group policies, work ethics which also includes aspects of integrity and other aspects of employment as well as the introduction of key function departments within company.

14. PROCEDURES FOR PREVENTING BRIBERY AND CORRUPTION

This Policy lays out the Group's general position, principles, procedures and guidelines in combating bribery and corruption. This Policy is not intended to be exhaustive and should be read together with the Group's various policies and guidelines.

Executive management of each company, division and business unit have the responsibility to ensure compliance with this Policy and the discretion to define the processes, procedures and other mechanisms by which the Policy is implemented.

It is the responsibility of operational management to ensure that all procedures are documented and implemented in accordance with this policy and divisional policies, where applicable.

Head of Department/Head of Operation has to ensure that a copy of the latest procedures are extended to Compliance Manager for records.

Each operating company, division or business unit is responsible for implementing a proportionate response, including but not limited to:

- Applying appropriate due diligence procedures and taking a risk based approach to ensure compliance with all applicable laws and regulations related to anti-bribery and corruption. All Directors and Employees must exercise good judgment and due diligence with the paramount aim of avoiding all forms of bribery and corruption.
- Risk assessment is to be conducted annually on operating companies to assess key compliance risks including the risks of bribery and corruption; and to determine the effectiveness of the Group's corruption risk controls.
- Training and communication of policies that is comprehensive and ongoing.
- Established procedures to prevent and detect bribery and corruption. All operating companies may establish more stringent practices, and all employees must follow the standard operating procedures set.
- Employees must ensure that all expense claims relating to entertainment, gifts or expenses incurred are submitted in accordance with the company's expense policy and specifically record the reason for the expenditure.

- All accounts, invoices, and other similar documents and records relating to dealings with Third Parties should be prepared and maintained with strict accuracy and completeness. No accounts must be kept “off-book” to facilitate or conceal improper payments.
- Employees has to ensure contractual arrangements with third parties in high risk areas and other associated persons, shall include requirements for compliance with all applicable laws and regulations related to anti- bribery and corruption.
- Procedures to monitor and review processes including the investigation, response and reporting of violations, incidents and other control weaknesses as well as implementing areas for improvement.
- Registers of Gifts, Entertainment and Corporate Hospitality offered to Employees whether accepted or not shall be kept locally. This is to ensure transparency and local responsibility and oversight. Each local register shall have a nominated person who is responsible for it.

The responsible person shall:

- ensure that a register is kept in their department, division or unit and that staff are made aware of it.
- ensure that the register is completed as fully and accurately as possible; monitor entries routinely and regularly (e.g. monthly) and bring any concerns to the attention of the Head of Department/Head of Operation as soon as possible.
- Head of Department/Head of Operation is to review and sign off the register quarterly.
- Head of Department/Head of Operation shall bring any concerns arising from the quarterly review to the attention of the Compliance Manager.
- forward their gift and hospitality register to the Compliance Manager annually.

15. REPORTING OF VIOLATIONS OF THE POLICY

Any party (including external party) who has concern about possible violation of the Policy, is encouraged to whistle blow or report the concerns following the Group’s Whistle Blowing Policy which is available at www.mediachinesegroup.com.

No individual will be discriminated against or suffer any sort or manner of retaliation for raising genuine concerns or reporting in good faith on violations or suspected violations of the Policy. All reports will be treated confidentially.

16. RESPONSIBILITIES OF COMPLIANCE MANAGER

The Head of Legal Department in Malaysia and Hong Kong shall be appointed as Compliance manager in their respective regions.

The Compliance Managers shall:

- Report directly to the MCIL Group Chief Executive Officer (the “GCEO”).
- Access to Directors if he/she deems it essential to his/her oversight responsibilities.
- Oversee the implementation of this Policy.
- To investigate, or oversee the investigation, of any allegation concerning possible violation of the laws of any country in which the company operates.
- To advise and provide guidance and interpretation to all Employees with respect to the requirements of this Policy and with respect to any activities which may have implications to this Policy or applicable laws.
- Where necessary, report wrongdoing to the relevant authorities in conjunction and in consultation with senior management.
- Promptly report any action taken under this Policy, recommendations for any revision or expansion of this Policy to the GCEO, who will report quarterly to the Board.
- To keep a copy of the latest policies and standard operating procedures of all respective operating companies.

17. TRAINING AND COMMUNICATION

All Directors and Employees must familiarize themselves with this Policy.

The Group will provide training to the Directors and Employees on a regular basis, in accordance with the level of bribery and corruption risk related to the position.

All Directors and Employees shall attend such training.

Human Resources Department will maintain records of the Directors and Employees who have received training, and produce, communicate and update the training schedule.

The Group expects any party acting on its behalf to undergo appropriate training, if such party is identified as posing a more than minor bribery and corruption risk to the Group.

Directors and Employees are expected to highlight and communicate to external parties the Group's zero-tolerance approach to bribery and corruption through various means such as:

- anti-corruption and probity terms in contracts/agreements and tender documents;
- periodic reminders of the Group's anti-bribery and corruption policy to Employees and Business Associates (e.g. before festivals when business partners may offer gifts to the Group's staff);
- messages from or dialogues with top executives, covering integrity; and
- promotional campaigns which encourage staff participation (e.g. poster/slogan competition).

Any feedback or enquiry could be forwarded to the respective Compliance Manager at:

- Hong Kong Compliance Manager: compliance_abc@mediachinese.com
- Malaysia Compliance Manager: compliance_abc@sinchew.com.my

This Policy is available at www.mediachinesegroup.com.

18. SYSTEMATIC REVIEW, MONITORING AND ENFORCEMENT

The Compliance Managers in Malaysia and Hong Kong will monitor the effectiveness and review the implementation of this Policy in the respective countries.

Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

This Policy will be reviewed periodically, at least once every 3 years, by the Board and may be amended at any time. All Directors and Employees will be notified of any material revisions to this Policy.

This Policy adopted by the Board on 27.2.2020.

In the case of any inconsistency, the English text of this document shall prevail over the Chinese text.

(Company Name)
REPORT ON GIFTS/ ADVANTAGES RECEIVED

Part A – To be completed by Receiving Staff

To: (Approving Authority)

Description of Offeror:

Name & Title: _____

Company: _____

Relationship : _____

When is the Gift/Advantage received: _____

Description & value of the Gift/Advantage: _____

Suggested Method of Disposal:

Remark

Retain by the Receiving Staff _____

Retain for Display/as a Souvenir in the Office _____

Share among the Office _____

Reserve as Lucky Draw Prize _____

Donate to a Charitable Organisation _____

Return to Offeror _____

Others (please specify): _____

(Name of Receiving Staff)

(Date)

(Title / Department)

Part B – To be completed by Approving Authority

To: (Name of Receiving Staff)

The recommended method of disposal is ****approved / not approved.*** *The gift/ advantage concerned should be disposed of by way of:

(Name of Approving Authority)

(Date)

(Title / Department)

**Delete as appropriate*

**(Company Name)
 SPONSORSHIP DETAILS**

Part A – To be completed by Receiving Staff

Details of the Sponsorship Inviting Party:

Name of the Sponsor	:	
Type of Sponsorship	:	Cash/Goods
Description of Sponsorship (eg: amount of sponsorship, types of goods received, quantities of the goods received)	:	
Name of the Person receiving the Sponsorship	:	
Designation	:	
Email	:	
Tel No.	:	
Date of Receipt	:	
Purpose of the Sponsorship	:	
Name of the Event	:	
Date of the Event	:	
Venue of the Event	:	
Commitment Provided in return	:	
Stock Balance After Event	:	

() Agreement/Relevant Documents attached

(Name of Staff)
 (Date)(Title/ Department)

(Name of Head of Department)
 (Date)(Title/ Department)

(Company Name)

REPORT ON ENTERTAINMENT/CORPORATE HOSPITALITY PROVIDED

Part A – To be completed by Staff

Description of Recipient of Entertainment/Corporate Hospitality:

Name of Company	:	
Registration Number	:	
Name of Representative (Designation)	:	1. 2. 3. 4.
Email	:	
Tel No.	:	
Relationship	:	Supplier/customer/contractor/others, please specify:

Description of Entertainment/Corporate Hospitality provided:

Details of what is being provided	:	
Value of what is being provided	:	
Date	:	
Venue	:	
Company Staff who attend	:	

Purpose:

(Name of Providing Staff)
(Date)(Title/ Department)

(Name of Head of Department)
(Date)(Title/ Department)

(Company Name)
MEDIA VISIT

Details of the Inviting Party:

Name of Company	:	
Person in Charge:	:	
Designation	:	
Email	:	
Tel No.	:	
Description of the Event	:	
Date	:	
No. of days	:	
Venue, Country	:	
What is provided by the inviting party	:	
Any Commitment In return	:	Yes/No, if Yes, please specify:

Reason to accept invitation:

The following person will attend the media visit:

1. (Name)(Designation);
2. (Name)(Designation); and
3. (Name)(Designation);

(Name of Head of Department)
(Date)(Title/ Department)

(Company Name)

REPORT ON ENTERTAINMENT/CORPORATE HOSPITALITY RECEIVED

Part A – To be completed by Receiving Staff

Description of Offeror:

Name & Title: _____

Company: _____

Relationship: _____

Description of Entertainment/Corporate Hospitality Received:

Date: _____

Venue: _____

Estimate value: _____

Who else attended the event: _____

Purpose: _____

(Name of Receiving Staff)
(Date)(Title/ Department)

(Name of Head of Department)
(Date)(Title/ Department)

(Company Name)
DECLARATION OF CONFLICT OF INTEREST

Part A – Declaration (to be completed by Declaring Staff)

To: (Approving Authority) via (supervisor of the Declaring Staff)

I would like to report the following actual/ potential* conflict of interest situation arising during the discharge of my official duties:

My relationship with the persons/companies (e.g. relative):

Relationship of the persons/companies with our Company (e.g. supplier):

Brief description of my duties which involved the persons/companies (e.g. handling of tender exercise):

(Name of Declaring Staff)
(Date)(Title/ Department)

Part B – Acknowledgement (To be completed by Approving Authority)

To: (Declaring Staff) via (supervisor of the Declaring Staff)

Acknowledgement of Declaration

The information contained in your declaration form of (Date) is noted. It has been decided that: -

- () You should refrain from performing or getting involved in performing the work, as described in Part A, which may give rise to a conflict.
- () You may continue to handle the work as described in Part A, provided that there is no change in the information declared above, and you must uphold the Company's interest without being influenced by your private interest.
- () Others (please specify): _____

(Name of Approving Authority)
(Title / Department)

(Date)

* Delete as appropriate