



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)

CODE OF ETHICS AND CONDUCT

(adopted on 27 February 2020)

1. INTRODUCTION

In line with the good corporate governance practices, the Board, the Management and employees of Media Chinese International Limited (“MCI” or the “Company”) and its subsidiaries (collectively referred to as the “Group”) have made a commitment to create a corporate culture within the Group to operate the businesses of the Group in an ethical manner and to uphold the highest standards of professionalism and exemplary corporate conduct. This Code of Ethics and Conduct (the “Code”) sets out the principles and standards of business ethics and conduct of the Group.

2. OBJECTIVE

The objective of the Code is to assist the Directors and Employees (as defined under Clause 3 of the Code) in defining ethical standards and conduct at work. The Code is not intended to be exhaustive, and there may be additional obligations that Directors and Employees are expected to behave or conduct when performing their duties.

For all intents and purposes, all Directors and Employees shall always observe and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties.

3. APPLICABILITY

The Code is applicable to all employees (including full time, probationary, contract and temporary staff) (“Employees”) and Directors of the Group.

Violation of any of the Code's provisions can result in disciplinary action, including termination of employment.

If a Director requires further clarification on the Code, the Director may refer or highlight any concerns to the Chairman of the Board or the Group Chief Executive Officer, whereas for an Employee, the Employee may refer or highlight any concerns to the immediate superior, Head of Department or the Chief Executive Officer.

4. CORE AREAS OF CONDUCT

4.1 Conflicts of Interest

The Directors and Employees should avoid involving themselves in situations where there is real or apparent conflict of interest between them as individuals and the interest of the Group. Directors and Employees must not use their positions or knowledge gained directly or indirectly in the course of their duties or employment for private or personal advantage (directly or indirectly).

In addition, a Director or an Employee shall avoid any situation in which the Director or Employee has an interest in any entity or matter that may influence the Director's or Employee's judgment in the discharge of responsibilities.

When potential conflict of interest arises, the Director or Employee should make a declaration to the Head of Department, the Group Chief Executive Officer or the Chairman of the Board

4.2 Confidential Information

It is pertinent that all Directors and Employees exercise caution and due care to safeguard any information of a confidential and sensitive nature relating to the Group which may have come to their knowledge in the course of their employment, and are strictly prohibited to disclose to any person, unless the disclosure is duly authorised or legally mandated.

In the event that a Director or an Employee knows of material information affecting the Group which has not yet been publicly released, the material information must be held in the strictest confidence by the Director or Employee involved until it is publicly released.

In addition, the Group will observe and ensure the compliance with the relevant applicable laws, rules and regulations in the jurisdictions within which the Group operates in relation to the handling of personal data of its customers, Employees and shareholders.

4.3 Anti Bribery and Corruption

Any form of bribery and corruption is prohibited. A bribery occurs when someone improperly influence or attempts to improperly influence one's decision or performance of duties by offering some form of undue or improper advantage, incentive or favour. Corrupt practices are operationally defined as the misuse of entrusted power for private gain. Directors and Employees must comply strictly with all applicable Anti- Bribery and Corruption laws and regulations and treaties in which the Group operates.

Directors and Employees must also refrain from any activity or behavior that could give rise to the perception or suspicion of any corrupt conduct or the attempt thereof.

4.4 Anti-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 will to the best of its ability and knowledge conduct businesses with reputable customers with legitimate funds, for legitimate business purposes.

4.5 Inside Information and Securities Trading

(a) Inside Information (or Price Sensitive Information)

In accordance with (i) the Hong Kong Securities and Futures Ordinance (“SFO”) and (ii) the Malaysia Capital Market and Securities Act 2007, the Company strictly adheres to its inside information disclosure policy in order to comply with the regulatory measures regarding the handling and disclosure of inside information (or price sensitive information and has the meaning defined in the SFO as amended from time to time).

(b) Securities Trading

The Company has also adopted the requirements and code as set out in (i) Chapter 14 (Dealings in Listed Securities) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and (ii) Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Directors and Employees who possess inside information (has the meaning defined in the SFO as amended from time to time) must not trade in securities of the Company. Directors and Employees must not make any unauthorised disclosure of confidential information to any other person or make any use of such information for the advantage of himself or others. Also,

Directors or Employees must not deal in the securities of any other companies when by virtue of his position as a director of another issuer, he possesses inside information in relation to those securities.

4.6 Protection of Assets and Funds

Directors and Employees must protect the assets and funds of the Group to ensure availability for legitimate business purposes and that no property or information belonging to the Group or opportunity arising from these be used for personal gain. Directors and Employees must also protect these assets against waste, loss, damage, abuse, misuse, theft, misappropriation or infringement of intellectual property rights and ensure these assets are used responsibly.

4.7 Business Records and Control

Accurate, timely and reliable records are necessary to meet the Group's legal and financial obligations and to manage the affairs of the Group. All books, records and accounts should conform to generally accepted and applicable accounting principles and to all applicable laws and regulations. The preparation and maintenance of accurate and adequate business records are the responsibility of each Employee. No unauthorised, false, improper or misleading records or entries shall be made in the books and records of the Group, under any circumstances.

4.8 Compliance with Laws

The Group will comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in the jurisdictions within which the Group operates. Directors and Employees are expected to understand and comply with the laws, rules and regulations that are applicable to their positions and/or work. The Group reserves the right to report any actions or activities suspected of being criminal in nature to the police or relevant authorities.

4.9 Gift and Entertainment

No gifts, favours, entertainment, services or anything of value, in cash or in kind, that will or will appear to improperly influence objective and fair business decisions, shall be accepted or provided by the Directors or Employees or their immediate family members. The gifts, favours, entertainment, services or anything of value that are deemed as not given to improperly influence the Directors' or Employees' performance of duties include normal business courtesies (meals or entertainment), 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.

For more details guidance, please refer to the Group's Anti-Bribery and Corruption Policy.

4.10 Health and Safety

The Group will use its best endeavors to ensure a safe workplace and maintain proper occupational health and safety practices to commensurate with the nature of the Group's businesses and activities. Such a commitment in return requires that all Directors and Employees understand and abide by the Group's policies and procedures.

4.11 Sexual Harassment

Sexual harassment by any Director or Employee is unacceptable. It is the Group's policy to provide all Employees with a working environment free from any form of sexual harassment. Any questions concerning issues of such should be directed to the Employees' superior or the Human Resources Department. All such reports and/or complaints shall be treated with strictest confidence.

4.12 Outside Interest

Directors and Employees shall not engage in an outside interest that will undermine the performance of the Group or bring dispute to the Group.

4.13 Fair and Courteous Behavior

All Employees are to treat their fellow Employees fairly and courteously without regard to race, creed, religion, gender, nationality, age, family status or disability, and shall not create any form of discrimination or prejudice in the workplace. The Group will comply with the relevant applicable laws, rules and regulations in the jurisdictions within which the Group operates in relation to the discrimination legislation of sex, disability, family status and race.

4.14 Misconduct

No Director or Employee is to be involved in or abet any activity that is deemed by the Group to be an act of misconduct (includes use and abuse of drugs).

4.15 Environment

The Group strives to achieve sustainable development by focusing on safeguarding people's health, operating the business responsibly, protecting the environment, and fostering good relationships with the communities in which we operate.

5. REPORTING

Any Employee who knows of, or suspects, a violation on the Code, is encouraged to whistle blow or report the concerns through his/her immediate superior, Head of Department or the

Chief Executive Officer. No individual will be discriminated against or suffer any act of retaliation for reporting in good faith on violations or suspected violation.

6. REVIEW OF THE CODE

The Board will monitor compliance with the Code and review the Code regularly to ensure that it continues to remain relevant and appropriate.

7. WAIVER OF THE CODE

Waiver of the Code may be made by the Board or the appropriate Committee of the Board. Waiver of the Code may be granted on case-by-case basis and only in extraordinary circumstances.

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