



MEDIA CHINESE INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Malaysia Company No. 200702000044)

(Hong Kong Stock Code: 685)

(Malaysia Stock Code: 5090)

CODE OF CONDUCT AND ETHICS

(revised and adopted on 24 November 2021)

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 Conduct and Ethics (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. All business decisions should be made in the best interests of the Group.

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.

The following guidelines should be observed to avoid potential conflicts:

(a) Dealings with suppliers, customers, agents and competitors

Any Director or Employee or their family members must not have:

- Any shareholding interest in a supplier, customer, agent or competitor of the Group, except that in the case of a public listed company where an interest of less than 5% equity holding will be disregarded;
- Any business dealing or contractual arrangement with any company in the Group. This excludes purchases for personal consumption, or purchases which are on no more favourable terms than those offered to staff or the public.

Employees are prohibited from receiving commission from business partners and competitors of the Group.

(b) Personal dealings with suppliers and customers

Every Director or Employee must ensure that their personal business dealings with suppliers and customers are on an arm's length basis e.g. purchases which are on no more favourable terms than those offered to the public.

(c) Outside employment and activities outside the Group

Full-time Employees must not take up employment outside the Group or engage in any outside business/service which may be in competition with the Group or give rise to actual or perceived or potential conflict of interests with the duties in the Group.

(d) Board Membership

Any Director is, while holding office, at liberty to accept other Board appointments so long as the appointment is not in conflict with the Group's business and does not affect his performance as a Director provided that he shall notify the Board before accepting the appointment.

(e) Family members and close personal relationships

A Director or an Employee should not hire, recommend hiring, exert influence over hiring decisions, supervise, affect terms and conditions of employment or influence the management of any family members engaged by the Group. Family members of Directors or Employees may be hired as employees or consultants only if the appointment is based on qualification, merit, performance, skills and experience, and in accordance with the Group's Human Resources policies and procedures.

A Director or an Employee must also disclose business activities in the Group which involves family members and refrain from any related decision-making process.

Any substantial interest held by the family members of the Directors or employees' family members in a competing company or other related companies must be declared.

(Note: Family members in this Policy refer to the Director's or Employee's spouse, parent, child (including adopted and step child), brother, sister and the spouse of his/her brother or sister or child.)

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. Similarly, any confidential information provided to the Group by the business associates and customers should be protected.

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

To observe high standards of business, professional and ethical conduct, all Directors and Employees (whether acting in their own capacity or on the Group's behalf) must refrain themselves from offering, giving or receiving any bribes, kickbacks, gifts and any other form of benefits-in-kind, cash, advantages and/or favour, etc to or from persons or entities who deal with the Group where such gift, benefits-in-kind, cash, advantages and/or favour, etc would reasonably be expected to influence the Director's or Employee's or the recipients in the performance of his duties in any aspect.

All Directors and Employees must comply with all applicable anti-bribery and corruption laws and regulations, including the Anti-bribery and Corruption Policy adopted by the Group.

Director and Employees must refrain from any activity or behavior that could give rise to the perception or suspicion of any corrupt conduct or the attempt thereof. Promising, offering, giving or receiving any improper advantage in order to influence the decision of the recipient or to be influenced may not only result in disciplinary action but also criminal charges.

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.

All Employees are prohibited from dealing in any money laundering activities and must comply with the applicable anti-money laundering laws.

In the event that any Employee has a reasonable suspicion of money laundering activities being conducted as part of the Group’s business, the Employees are expected to alert their immediate manager or supervision to the same.

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 have the responsibility to safeguard and properly use the Group's assets and facilities, as well as assets of other organisations that have been entrusted to the Group.

Group's assets include its physical premises, materials, equipment, resources, facilities, records and information/data (both physical and electronic means), as well as intellectual property which covers any work that has been developed in the course of business and employment at the Group.

Fraud, theft, abuse or misuse of the Group's assets is unacceptable.

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 Environment, Health and Safety

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.

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. Every Employee must diligently observe and comply with all Occupational Safety and Health laws and regulations in the jurisdictions and the Group's environmental safety rules and regulations.

4.11 Sexual Harassment & violence

The Group will not tolerate and condone any form of harassment and violence. Any Employee who believes that he/she has been subjected to harassment or violence can lodge a report to the Human Resource Department who will be responsible to review the case and consider the appropriate course of action where applicable. All such reports and/or complaints shall be treated with strictest confidence.

4.12 Respect, Equal and Non-discrimination

The Group is committed to equity and equality in all its employment practices and policies. It seeks to recruit, develop, reward and retain its Employees on the basis of qualifications, merit, ability and performance.

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 Alcohol, Drugs and other substances

The Group will not tolerate any unlawful use, possession or transfer of illegal drugs or other illegal substances in the workplace. 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 Personal Data Protection

The Group respects the privacy and confidentiality of its Directors, Employees, business partners and customer's personal data. Personal data should be kept private and protected, unless access is granted for legitimate business purpose.

If any Employee or Director has access to such data, they are required to comply with the applicable laws, including the Personal Data Protection Act, Personal Data (Privacy) Ordinance and also the Group's policies. Appropriate measures must be taken if dealing with personal data in terms of collection, processing, disclosure, security, storage and retention.

4.16 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.

5. PROTECTION AND 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.

The Employee may also raise his/her concern to:

- (i) Chairman of the Audit Committee at email: wbac@mediachinese.com; or
- (ii) Chairman of the Board, at email: wboardchairman@mediachinese.com

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.