



## **MEDIA CHINESE INTERNATIONAL LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Malaysia Company No. 200702000044)

(Hong Kong Stock Code: 685)

(Malaysia Stock Code: 5090)

### **BOARD CHARTER**

**(revised and adopted on 24 November 2021)**

#### **1. INTRODUCTION**

The Board of Directors (the “Board”) recognises Corporate Governance as vitally important to the success of Media Chinese International Limited (“MCI” or the “Company”) and its subsidiaries (collectively referred to as the “Group”). They are unreservedly committed to applying the principles recommended by the Malaysian Code on Corporate Governance (the “Malaysian Code”) and the Corporate Governance Code (the “Hong Kong Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “HK Listing Rules”) to ensure that good governance is practiced throughout the Group to safeguard the interests of its shareholders and relevant stakeholders.

All Board members are expected to show good stewardship and act in a professional manner, as well as upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.

#### **2. PURPOSE**

This Board Charter sets out the roles, functions, composition, operation and processes of the Board and is to ensure that all Board members acting on behalf of the Company are aware on their duties and responsibilities as Board members.

This Board Charter will act as a source reference and primary induction literature to provide insights to prospective Board members and senior management. In addition, it will assist the Board in the assessment of its own performance and of its individual Directors.

### **3. BOARD STRUCTURE AND COMPOSITION**

#### **3.1 Board Membership**

##### *3.1.1 Composition*

The Board consists of qualified individuals with the diverse set of qualification, skills, experience and knowledge necessary to govern the Company. The composition of the Board shall be guided by the Board Diversity Policy, to ensure the Board is of appropriate mix so as to optimise the performance of the Board and align the Board's capabilities with the strategic direction of the Group.

The Bye-Laws of the Company provides for a minimum of two (2) directors and the Company may from time to time in general meeting by ordinary resolution, increase or reduce the maximum and minimum number of directors, but so that the number of directors shall not be less than two.

Pursuant to the Listing Requirements of Bursa Malaysia Securities Berhad (the "Bursa Securities Listing Requirements") and the HK Listing Rules, at any time, at least three (3) or one-third (1/3), whichever is higher, of the Board members are Independent Non-executive Directors ("INEDs"). The INEDs provide independent judgment, experience and objectivity to the Board without subordinated to operational considerations. They help to ensure that the interests of all shareholders are indeed taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.

The tenure of an INED shall not exceed a cumulative term limit of 9 years. The INED may continue to serve on the Board beyond the 9-year tenure provided that the INED is re-designated as a Non-executive Director. If the Board intends to retain an INED beyond 9 years, it must justify and seek annual shareholders' approval through a two-tier voting process at the annual general meeting. The composition and size of the Board are reviewed from time to time to ensure its appropriateness and compliance with the Bursa Securities Listing Requirements and the HK Listing Rules.

##### *3.1.2 Appointment and Re-election*

The appointment of a new Director is a matter for consideration and decision by the full Board, upon the recommendation from the Nomination Committee ("NC"). In making these recommendations, the NC will consider the required mix of skills, experience, knowledge and diversity, including gender, where appropriate, which the Director will bring to the Board.

The Bye-Laws of the Company provides that every newly appointed Director be subjected to re-election at the immediate Annual General Meeting ("AGM"). Further, one-third (1/3) of the Board shall retire from office by rotation and be eligible for re-election at every AGM.

In addition, the Chairman of the Board shall be subject to retirement and be eligible for re-election once every three years.

### 3.1.3 *Independence of Board*

The Board and NC assess the independence of INEDs annually by taking into consideration of their disclosed interests and having regard to the criteria for assessing the independence of INEDs under the annual board assessment.

### 3.1.4 *Time Commitment for Accepting New Directorship*

All Board members shall notify the Chairman of the Board before accepting any new directorship in other companies. The notification shall include an indication of time that will be spent on the new appointment.

On the appointment of a new Director, the new Director is required to devote sufficient time and attention to the affairs of the Company.

## **3.2 Board Roles and Responsibilities**

### 3.2.1 *Role of Individual Directors*

- (i) Directors are expected to comply with their legal and statutory duties and obligations when discharging their responsibilities as Directors. Broadly these include:
  - (a) acting in good faith and in the best interest of the Company as a whole;
  - (b) exercising powers for a proper purpose for benefit of members as a whole;
  - (c) avoiding delegating the powers except with proper authorization;
  - (d) demonstrating good stewardship and acting in a professional manner with sound mind;
  - (e) acting with reasonable care, skill and diligence subject to the business judgement rule;
  - (f) avoiding conflicts of interest with the Group in a personal or professional capacity;
  - (g) refraining from making improper use of information gained through the position of director and from taking improper advantage of the position of director;
  - (h) disclosure of and abstaining from voting on matters of material personal interest; and
  - (i) compliance with the Malaysian Companies Act, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Bursa Securities Listing Requirements, HK Listing Rules and any other applicable laws and rules governed by the relevant authorities.

- (ii) Directors will keep all Board information, discussions, deliberations and decisions that are not publicly known confidential and not use information gained through the Board for their interest, or their employer's interest.
- (iii) Duties and Responsibilities

The Board assumes, amongst others, the following duties and responsibilities:

- (a) together with senior management of the Company (the "Senior Management"), promoting good corporate governance culture within the Group which reinforces ethical, prudent and professional behavior;
- (b) reviewing, challenging and deciding on management's proposals for the Group, and monitoring its implementation by management;
- (c) reviewing and approving corporate plan for the Group which includes the corporate strategy and strategic plan for the Group;
- (d) ensuring that the strategic plan of the Group supports long-term value creation and includes strategies on environmental, social and governance, economic as well as health and safety considerations underpinning sustainability;
- (e) supervising and assessing management's performance to determine whether the business is being properly managed;
- (f) identifying principal risks and setting the Group's risk appetite within which the Board expects management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks and the implementation of appropriate systems to manage these risks;
- (g) ensuring that there is a sound framework for internal controls and risk management;
- (h) understanding principal risks of the Group's business and recognise that business decisions involve the taking of appropriate risks;
- (i) ensuring that Senior Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession planning of the Board and Senior Management;
- (j) reviewing the adequacy and integrity of the Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- (k) overseeing the Group's adherence to high standards of conduct/ethics and corporate behavior; and
- (l) overseeing the development and implementation of investor relation program or shareholders' communication policy.

(iv) Matters reserved for the Board

The following are matters which are specifically reserved for the Board:

- (a) approval of strategic investments, material acquisitions and disposition of assets or corporate exercises;
  - (b) approval of strategic plan, annual budgets including major capital commitments, and treasury or risk management policies;
  - (c) approval of new ventures and material investments in the Group, including proposals for the allocation of capital and other resources and divestments;
  - (d) approval of major borrowing or giving of security over assets;
  - (e) approval of changes to the key policies and procedures and limit of authority delegated to management;
  - (f) approval of major changes in the activities of the Group;
  - (g) approval of interim dividends for payment and the recommendation of final dividend or other distribution for shareholders' approval;
  - (h) review and approval of financial results (including financial reports and press release) and their release to the regulatory authorities;
  - (i) review and approval of Directors' Report, Statement by Directors, Sustainability Report, Management Discussion and Analysis, Corporate Governance Overview Statement, Corporate Governance Report, Audit Committee Report, and Statement on Risk Management and Internal Control for the Annual Report;
  - (j) make recommendation of fees and benefits for Non-executive Directors to be approved by shareholders;
  - (k) approval of remuneration packages, including service contracts for Executive Directors; and
  - (l) review actual or potential conflicts of interest issues relating to a substantial shareholder or a Director of the Group.
- (v) Every Director shall devote sufficient time to prepare and attend the Board and Board Committee meetings, and attend Directors' continuous training programmes and briefings.
- (vi) Every Director should ensure that the minutes of the meetings accurately reflect the deliberations and decisions of the Board, including whether any Director abstained from voting or voted against a particular matter/resolution. The reasons thereof must be recorded in the minutes.

*3.2.2 Role of Board Chairman and Group Chief Executive Officer ("GCEO")*

There is a clear division of responsibilities between the Chairman and the GCEO of the Company to ensure a balance of power and authority. The Chairman of the Board carries out a leadership role in the conduct of the Board and its relations to shareholders and other stakeholders, while the GCEO's role is to manage the Group's business and to ensure the

delivery of the objectives and strategies set by the Board within the authority limits delegated by the Board.

- (i) The Board Chairman shall not be a Chairman or member of the committees of the Board.

Duties of the Chairman include, among others, the following:

- (a) providing leadership for and overseeing the functioning of the Board;
  - (b) leading the Board in the establishment, adoption and implementation of good corporate governance practices and procedures in the Group;
  - (c) reviewing and approving overall strategies and policies of the Company;
  - (d) ensuring that all Directors are properly briefed on issues arising at board meetings;
  - (e) responsible for ensuring that Directors receive, in a timely manner, adequate information which must be accurate, clear, complete and reliable;
  - (f) ensuring that the Board works effectively and performs its responsibilities;
  - (g) ensuring that all key and appropriate issues are discussed by the Board in a timely manner;
  - (h) primarily responsible for drawing up and approving the agenda for each Board meeting. He should take into account, where appropriate, any matters proposed by the other directors for inclusion in the agenda. He may delegate this responsibility to a designated director or the Company Secretary;
  - (i) encouraging all Directors to make a full and active contribution to the Board's affairs and take the lead to ensure that it acts in the best interests of the Company. The Chairman should encourage Directors with different views to voice their concerns, allow sufficient time for discussion of issues and ensure that Board decisions fairly reflect Board consensus;
  - (j) at least annually holding meetings with the Non-executive Directors (including INEDs) without the Executive Directors present;
  - (k) ensuring that appropriate steps are taken to provide effective communication with shareholders and that their views are communicated to the Board as a whole;
  - (l) promoting a culture of openness and debate by facilitating the effective contribution of Non-executive Directors in particular and ensuring constructive relation between Executive and Non-executive Directors; and
  - (m) presiding at Board and shareholder meetings and ensuring the proceedings thereof comply with good conduct and practices. The Chairman may delegate the task of chairing such meetings to any member of the Board.
- (ii) The responsibilities of the GCEO, amongst others, are as follows:
    - (a) making recommendations to the Board as to the Group's overall policies, strategies and financial objectives of the business plan;
    - (b) overseeing the day-to-day business operations by implementing the policies, strategies and decisions adopted by the Board;

- (c) serving as the conduit between the Board and management in ensuring the success of the Group's governance and management functions;
- (d) ensuring that the financial management practice is performed at the highest level of integrity and transparency and that the business and affairs of the Group are carried out in an ethical manner and in compliance with relevant laws and regulations;
- (e) making day-to-day decisions and implementing major strategies relating to the Group's operations;
- (f) ensuring effective relationships and communication with management, and between the Board, shareholders and relevant stakeholders;
- (g) providing effective leadership to the Group and is responsible for ensuring high management competency and that a management succession plan is in place to sustain continuity of the Group's operations; and
- (h) keeping the Board informed of the salient aspects and issues concerning the Group' operations, including those related to environment, safety and health.

### 3.2.3 *Role of Executive Directors (including the GCEO)*

The GCEO is the highest ranking officer across the Group. The GCEO is supported by the Group Executive Committee and other management committees comprising the Executive Directors and senior management staff.

The Executive Directors are responsible for the effective implementation of the Group's strategic plan and policies established by the Board and for corporate governance, besides managing the daily operations of the Group.

Generally, the Executive Directors are responsible for the following in accordance with their respective roles, positions, functions and responsibilities:

- (a) executive management of the business covering, inter-alia, the development of a strategic plan, an annual operating plan and budget, performance benchmarks to gauge management's performance and the analysis of management reports;
- (b) developing long-term strategic and short-term business plans, designed to enable the Group's requirements for growth, profitability and return on capital are achieved;
- (c) directing and controlling all aspects of the business operations in a cost-effective manner;
- (d) effective overseeing human capital development with respect to key positions in the Group hierarchy and ensuring the general well-being of employees, determination of remuneration as well as terms and conditions of employment for Senior Management and issues pertaining to discipline of all employees;
- (e) representing the Group's interest with major customers, government agencies, regulatory bodies and industries at large, to ensure general goodwill towards the Group and co-operation in planned development;
- (f) assuring the Group that its corporate identity, products and services are of high standards and are reflective of market environment;

- (g) providing assistance to members of the Board and Board Committees, as required in discharging their duties; and
- (h) ensuring members of the Board have the information necessary to discharge their fiduciaries duties and other governance responsibilities.

#### 3.2.4 *Role of Non-Executive Directors/Independent Non-executive Directors*

Non-executive Directors (NEDs) act as a bridge between management, shareholders and stakeholders. The roles of NEDs largely encompass the monitoring of the Group's performance and contributing to the development of the Group's strategies. They provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interest and ensuring that high standards of corporate governance are applied. INEDs are essential for protecting the interest of shareholders, scrutinizing risk management and internal control system, and can make significant contribution to the Group by bringing in the quality of detached impartiality.

#### 3.2.5 *Role of Senior Independent Non-executive Director ("Senior INED")*

The Board may appoint a Senior INED to whom concerns pertaining to the Group may be conveyed by shareholders. The duties of Senior INED shall include acting as a sounding board for the Chairman, an intermediary for other Directors when necessary, and the point of contact for shareholders and other stakeholders with concerns who have failed to be resolved or would not be appropriate to be communicated through the normal channels of the Chairman and/or GCEO.

### **3.3 Board Committees**

The Board may from time to time establish board committees ("Committees") as is considered appropriate to assist in carrying out its duties and responsibilities. The Board delegates certain functions to the following Committees to assist in the execution of its responsibilities:

- (1) Group Executive Committee;
- (2) Audit Committee;
- (3) Remuneration Committee ("RC");
- (4) NC; and
- (5) Sustainability Committee.

The Committees shall operate under clearly defined terms of reference. The Committees are authorised by the Board to deal with and to deliberate on matters delegated to them within the terms of reference. The Chairman of the respective Committees reports to the Board on the outcome of the Committee meetings and such reports or minutes will be included in the Board papers.



### **3.4 Board Meetings**

Pursuant to the Bursa Securities Listing Requirements and the HK Listing Rules, the Board shall conduct at least four (4) scheduled meetings annually at approximately quarterly intervals, with additional meetings to be convened as and when necessary.

The meetings shall normally be conducted face-to-face to enable effective discussion; however, meetings may also be conducted virtually or via telephone conferencing, video conferencing or other appropriate means as determined by the Board.

All Directors will be provided with the Board materials in a timely manner prior to the scheduled Board meetings. A full agenda of the meeting and all Board papers would be distributed in advance to ensure Directors are well informed and have the opportunity to propose any other matters for inclusion in the agenda. Where necessary, the services of other senior management or external consultants will be arranged to brief and help the Directors clear up any doubt or concern.

The quorum of Board meeting is two (2) members, present in person.

Proceedings of all meetings are minuted and confirmed by the Chairman of the meeting as correct proceedings thereat in the next scheduled Board meeting unless otherwise determined.

Directors' circular resolutions approved by all the Directors except such as are absent from the territory in which the head office is for the time being situate or temporarily unable to act through ill-health or disability, are as valid and effectual as if the resolutions had been passed at the meeting of the Directors duly convened and held.

The duly signed minutes and directors' circular resolutions are to be recorded in the Company's minutes book. Actions on all matters arising from any meeting are reported at the following meeting.

### **3.5 Financial Reporting**

In presenting the annual financial statements, interim results announcements and quarterly results announcements to the shareholders, the Board aims to present a balanced and understandable assessment of the Group's financial position and future prospects.

The Board ensures that the financial statements is prepared in accordance with the International Financial Reporting Standards and the disclosure requirements of the applicable laws and regulations, so as to give a true and fair view of the state of affairs of the Group and the Company.

### **3.6 Remuneration Policies**

The Company aims to set remuneration at levels which are sufficient to attract and retain the Directors to run the Company successfully, taking into consideration all relevant factors including the function, workload and responsibilities involved, but without paying more than is necessary to achieve this goal.

The Board has established a formal and transparent process for approving the remuneration of NEDs, Executive Directors and Senior Management, whereby the Remuneration Committee is responsible to review the policies and procedures and making recommendations on the same to the Board for approval.

### **3.7 Board Assessment and Evaluation**

The NC shall conduct an annual review of the Board's performance and effectiveness of the Board and Board Committees, including individual Directors, annually, together with a report on the Board balance covering the required mix of skills, experience and other qualities of Board members for discussion at the full Board.

### **3.8 New Director Orientation and Continuous Education**

The Board acknowledges the importance of continuous education and training to enable effective discharge of its responsibility. This is essential for Directors to improve their skills and keep abreast of regulatory changes, other developments and broad business trends.

The Company Secretary undertakes the role as the coordinator to manage and co-ordinate the Directors' seminar and training requirements, which include the Mandatory Accreditation Programme as required by Bursa Malaysia Securities Berhad for the newly appointed Director.

All new Directors will be provided with a copy of the following documents in relation to the director's duties and the Group's information upon being appointed as a Director:

- (a) Board Charter;
- (b) Memorandum and the Bye-Laws;
- (c) Code of Ethics;
- (d) Board committees' composition and terms and reference;
- (e) Latest annual reports and accounts;
- (f) Organisation structure; and
- (g) Minutes of the past three Board of Directors' meetings.

The Board should on continuing basis evaluate the training needs of its Directors and ensure all Directors have access to appropriate continuing education programmes.

#### **4. ACCESS TO INFORMATION AND INDEPENDENT ADVICE**

The Directors shall have unrestricted access to the advice and services of the Company Secretary and senior management staff in the Group and may seek independent professional advice and information in the furtherance of their duties at the Company's expenses, so as to ensure that the Directors are able to make independent and informed decisions.

#### **5. COMPANY SECRETARY**

The Company Secretary plays an important role and is a source of information and advice to the Board and Committees on issues relating to compliance with laws, rules, procedures and regulations affecting the Company and Group.

The Board shall appoint someone who is capable of carrying out the duties to which the post entails, and the removal of the Company Secretary shall be a matter for the Board as a whole. The Company Secretary shall be an employee of senior position with adequate authority and have day-to-day knowledge of the Company.

The Company Secretary shall report directly to the Board and is responsible for advising the Board on governance matters and facilitate induction and professional development of Directors.

#### **6. RISK GOVERNANCE FRAMEWORK**

Risk management shall be applied consistently throughout the Group in all aspects of risk and sustainability management and its initiatives, including strategic, financial, operational, reputational and compliance matters.

The Board shall set the level of risk tolerance for the Group's business to reflect its long-term corporate strategies. The risk tolerance levels determined by the Board shall be embedded into the Group's risk culture which serves as a guidance in decision-making processes for both strategic and operational matters.

The Board shall establish an effective risk management and internal control framework that articulates, implements and monitors key business risks to safeguard interest of the shareholders of the Company. In this aspect, the Audit Committee is primarily responsible for assisting the Board in overseeing the key risks, risk management framework and policies within the Group.

#### **7. DECLARATION OF INTEREST / CONFLICTS OF INTERESTS**

The Directors must disclose to the Board in due course or within a reasonable period, on any actual or potential conflicts of interest, whether directly or indirectly, which may exist or be thought to exist as soon as they become aware of the issue. The Directors are required to disclose their

shareholdings in the Company, other directorships in public companies and any potential of interest. If a conflict or potential conflict situation exists, the Directors involved shall make full disclosure and act honestly in the best interest of the Group. The interested Director shall be abstained from discussions/deliberations and voting and he/she must not vote on the resolution approving the transactions.

With regard to a related party or connect transaction, the Board shall be guided by the policies and procedures for related party/connected transactions, for ensuring compliance with the Bursa Securities Listing Requirements, the HK Listing Rules and other applicable laws and regulations.

## **8. DEALINGS IN SECURITIES**

To ensure the compliance on the process and requirements when dealing in the securities of the Company, the Directors are guided by (i) the provisions of the Model Code for Securities Transactions by Directors of Listed Issuers which are set out in Appendix 10 of the HK Listing Rules, and (ii) Chapter 14 (Dealings in Listed Securities) of the Bursa Securities Listing Requirements on restrictions on dealings by Directors and his/her spouse and child during closed period.

The Directors must not deal in the securities of the Company as long as he/she is in possession of price-sensitive or inside information relating to such listed securities.

## **9. DIRECTORS' CODE OF ETHICS**

Directors of the Company and its subsidiaries shall at all times act in good faith and in the best interest of the Company. Directors shall adhere to the general principles of integrity, objectivity, accountability, openness, honesty and leadership.

The Directors shall observe the Directors' Code of Ethics as follows:

- (a) Compliance at all times with this Code of Ethics, the Board Charter and regulatory requirements expected to be adhered to by Directors of the Group;
- (b) Observe high standards of corporate governance, in particular the Practices set out in the Malaysian Code, Hong Kong Code, Bursa Securities Listing Requirements, HK Listing Rules, the Malaysian Capital Markets and Services Act, 2007 and Guidelines issued by Securities Commission Malaysia for capital market entities to adhere to;
- (c) Not misuse information gained in the course of duties for personal gain or for any other purpose, nor seek the opportunity of the service as Directors to promote private interest or those of connected persons, firms, businesses or other organisations;
- (d) Safeguard the Group's assets and resources;

- (e) Directors shall not accept positions in the Board Committees or working groups where a conflict of interest is likely to arise, without first declaring their interest at Board meeting;
- (f) Directors shall declare any personal, professional or business interests that may conflict with their responsibilities as Directors of the Company or its subsidiaries; and
- (g) Directors shall adhere to the regulatory requirements pertaining to trading in the Company's shares, including insider trading.

## **10. WHISTLE-BLOWING POLICY**

The Group is committed to achieving and maintaining the highest standard of work ethics in the conduct of business in line with the Group's Code of Ethics and Conduct and good governance practices. The Group encourages its employees, stakeholders as well as other independent third party who is not employee of the Group to raise genuine concerns about any possible/suspected malpractices, wrongdoings or improprieties in matters concerning the Group, which include without limitation, financial reporting, accounting, auditing, internal control, bribery, corruption, sexual harassment, breach of confidentiality, breach of the Group's policies, or compliance with legal or regulatory requirements, in an appropriate way.

The oversight of the whistle-blowing function is under the purview of the Audit Committee who is responsible for reviewing the effectiveness of the actions taken in response to all concerns raised.

## **11. SUSTAINABILITY**

The Board is committed to incorporating sustainability into its actions and practices as part of its responsibility to the economic, environment, social and governance aspects of business. The Board has developed and will continue to develop specific policies, procedures or guidelines to support, promote or ensure compliance of its sustainability policy.

## **12. RELATIONSHIP WITH SHAREHOLDERS AND STAKEHOLDERS**

The Board shall have the relevant corporate disclosure policies and procedures to ensure comprehensive, accuracy and timeliness of information disclosed. These policies and procedures shall ensure compliance with the relevant disclosure requirements as enumerated in the Bursa Securities Listing Requirements and HK Listing Rules.

The ways of communication to shareholders and investors, amongst others, are as follows:

- (a) timely announcements and disclosures made to Bursa Malaysia Securities Berhad, The Stock Exchange of Hong Kong Limited and the Company's website which includes financial reports (quarterly, interim and annual reports) of the Group, material transactions, changes in composition of the Group and other material information;

- (b) regular briefings to financial analysts and fund managers, to explain the results achieved as well as immediate and long term strategies, along with their implications, going forward;
- (c) press conference which is normally held after each annual general meeting (“AGM”) and/or special general meeting to provide the media an opportunity to receive an update from the Board on the proceedings at the meetings and to address any queries or areas of interest of the media; and
- (d) make available of the additional corporate information and/or disclosures of the Group on the Company’s website for reference, including press materials, investor relations briefings, presentation and speeches delivered by the Chairman.

The Company regards the AGM as the principal forum for dialogue with shareholders to update them on the progress and performance of the Group. It provides an important opportunity for effective communication with, and constructive feedback from the shareholders. Separate resolutions are proposed at AGM for substantially separate issues and the shareholders participate in the deliberation of resolutions being proposed. The Chairman encourages active participation by the shareholders during the AGM and all votes shall be taken by poll.

The Company shall consider the use of information technology in communicating with stakeholders, including a dedicated section for Investor Relations on the Company’s website. This section shall provide information such as, amongst others, the Board Charter and the Annual Report of the Company.

### **13. REVIEW OF THE BOARD CHARTER**

The Board endeavours to comply at all times with the principles and practices as set out in this Board Charter.

This Board Charter 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.

The Board Charter shall be made available in the Company’s website at [www.mediachinesegroup.com](http://www.mediachinesegroup.com).