



CODE OF CONDUCT & ETHICS

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1. INTRODUCTION

This Code of Conduct and Ethics (“the Code”) is a framework that sets forth the principles and ethical standards expected of the Board of Directors, Key Senior Management, employees, and other representatives of KTI Landmark Berhad (“the Company”) and its subsidiaries (collectively known as “the Group”). The Code is intended to ensure that all individuals act with integrity and professionalism, uphold the reputation of the Group, and comply with the Bursa Malaysia’s Listing Requirements (“LR”), the Malaysian Code on Corporate Governance (“MCCG”), and other applicable laws and regulations.

2. PURPOSE

The purpose of this Code is to:

- Promote and uphold the highest standards of ethical behavior and corporate governance.
- Ensure that all actions taken by the Group’s personnel align with the best interests of the Company, its shareholders, employees, and the broader community.
- Protect the integrity and reputation of the Group.
- Ensure compliance with the LR and other relevant legal and regulatory frameworks.

3. CORE VALUES AND PRINCIPLES

The Company is committed to the following core values:

- **Integrity:** We are committed to acting honestly, transparently, and fairly in all our dealings.
- **Accountability:** We take responsibility for our actions and decisions.
- **Transparency:** We strive for clarity in our communications, decisions, and financial reporting.
- **Fairness:** We ensure equal treatment of all stakeholders, avoiding discrimination or bias.
- **Respect:** We treat our colleagues, clients, stakeholders, and the environment with dignity and respect.
- **Confidentiality:** We protect confidential information and use it responsibly.

4. COMPLIANCE WITH LAWS, REGULATIONS, AND POLICIES

All directors, senior management, employees, and representatives must:

- Adhere to all laws and regulations applicable to the Group, including but not limited to the Securities Commission Malaysia's Capital Markets and Services Act, the Personal Data Protection Act (PDPA), Bursa Malaysia's LR and other regulatory guidelines.
- Follow the Group's internal policies and procedures, including those relating to financial reporting, risk management, and corporate governance.

5. CONFLICT OF INTEREST

All directors, senior management, and employees must avoid situations where their personal, professional, or financial interests conflict with, or appear to conflict with, the interests of the Group.

- **Disclosure:** Any actual, potential, or perceived conflict of interest must be disclosed to the Board of Directors, or in the case of employees, to their immediate superior or the Compliance Officer.
- **Recusal:** Directors, Key Senior Management or employees with a conflict of interest should recuse themselves from any decision-making or discussions related to the conflict.
- **Related Party Transactions:** All related party transactions (RPTs) must be conducted on an arm's length basis, fully disclosed to the Board, and in compliance with the LR.

6. CONFIDENTIALITY AND USE OF COMPANY INFORMATION

- **Confidential Information:** Directors, Key Senior Management and employees must maintain the confidentiality of information entrusted to them in their roles, whether it is regarding the Group's financial information, intellectual property, or other sensitive data.
- **Inside Information:** Directors, Key Senior Management and employees are prohibited from using any material non-public information (MNPI) for trading in the Company's securities or those of other companies (i.e., insider trading).
- **Personal Data Protection:** The Company must comply with the PDPA requirements and ensure that personal data is handled with utmost care and confidentiality.
- **Social Media Policy:** Directors, Key Senior Management and employees are not authorised to make any statements on behalf of the Group or any other statements that brings the Group's name and reputation into disrepute. All directors, Key Senior Management and employees are strongly encouraged to exercise discretion at all

times when using and publishing on online platforms and must not disclose any Group's confidential information.

FAIR AND HONEST CONDUCT

- **Accuracy and Integrity:** All financial statements, reports and other public disclosures made by the Company must be accurate, truthful and comply with legal and regulatory requirements.
- **Anti-Bribery and Corruption:** The Group has a zero-tolerance policy towards bribery, corruption and other unethical conduct. Directors, Key Senior Managements and employees must not offer, accept or solicit bribes, kickbacks or any other form of improper payments.
- **Fair Competition:** The Group must operate in compliance with competition laws, ensuring that all its practices foster fair competition and do not involve anti-competitive behavior, price-fixing or any other illicit practices.
- **Fraudulent Activities:** Employees shall not engage in any act that involves fraud, theft, embezzlement or misappropriation of any property.

7. RESPECT FOR STAKEHOLDERS

- **Shareholders:** The Company is committed to delivering value to its shareholders, providing transparent communication, and ensuring that their rights are protected.
- **Employees:** The Group is committed to providing a safe, inclusive and equitable work environment for all employees. Discrimination, harassment and other unethical behavior will not be tolerated.
- **Customers and Suppliers:** The Group is committed to dealing fairly with customers, suppliers and other business partners, fostering relationships based on mutual trust, transparency, and fairness.

8. CORPORATE GOVERNANCE

- **Board of Directors' Responsibilities:** The Board is responsible for overseeing the management of the Company and ensuring that the Company operates in accordance with good governance practices. The Board is committed to ensuring full compliance with the LR, the MCCG and the interests of shareholders and stakeholders.
- **Independent Directors:** Independent Directors must be free from any business or other relationships that could impair their independence or judgment. They must play a critical role in providing impartial oversight and guidance to the management team.

- **Audit Committee:** The Company's Audit Committee is responsible for ensuring the integrity of financial statements, compliance with legal and regulatory requirements and overseeing the work of internal and external auditors.

9. ANTI-DISCRIMINATION AND EQUAL OPPORTUNITY

- The Group promotes diversity and inclusion in its workforce and all employees are entitled to work in an environment free from discrimination, harassment and bullying.
- The Group will make hiring, promotion and compensation decisions based on merit and without regard to race, gender, religion, age, sexual orientation or other factors unrelated to job performance.

10. HEALTH, SAFETY, AND ENVIRONMENTAL RESPONSIBILITY

- The Group is committed to ensuring the health, safety and well-being of its employees and other stakeholders.
- The Group will take all reasonable steps to minimize its environmental footprint and comply with relevant environmental laws and regulations.

11. WHISTLEBLOWER PROTECTION

- The Company encourages the Directors, Key Senior Management, employees and stakeholders to report any unethical behavior, illegal activities, or breaches of this Code.
- The Company has a **Whistleblower Policy** that ensures confidentiality and protection against retaliation for those who report in good faith.

12. DISCIPLINARY ACTION

Any violation of this Code may result in disciplinary action, including termination of employment or removal from the Board, depending on the severity of the violation. Violations may also result in legal or regulatory penalties. Disciplinary actions will be taken in accordance with the Company's policies and procedures.

13. ACKNOWLEDGMENT OF THE CODE

All Directors, Key Senior Management and employees must sign an acknowledgment form to confirm that they have read, understood, and agree to comply with this Code of Conduct and Ethics. The acknowledgment form will be signed upon joining the Company and annually thereafter.

14. REVIEW OF THE CODE

This Code of Conduct and Ethics will be reviewed annually by the Board to ensure that it remains effective and aligned with the LR and the MCCG. Any amendments or updates to the Code will be communicated to the Directors, Key Senior Managements, all employees and stakeholders.

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