



CONFLICT OF INTEREST POLICY

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1. INTRODUCTION

The purpose of this Conflict of Interest (“COI”) Policy is to guide the Directors, Key Senior Managements and employees of KTI Landmark Berhad ("the Company") and its subsidiaries (collectively refer to as “the Group”) in identifying, disclosing, and managing any potential or actual conflicts of interest in accordance with the Bursa Malaysia Listing Requirements and the principles of good corporate governance.

This policy ensures that all parties involved in the Company’s governance and operations act in the best interests of the Company and its stakeholders, without bias or compromise. The Company is committed to promoting transparency, fairness, and accountability in all its dealings.

2. OBJECTIVE

- To define what constitutes a conflict of interest.
- To provide clear guidelines on the disclosure, management, and resolution of conflicts of interest.
- To comply with Bursa Malaysia's Listing Requirements, the Malaysian Code on Corporate Governance (“MCCG”) and other applicable laws.

3. DEFINITION OF CONFLICT OF INTEREST

A COI occurs when an individual’s personal, financial, or professional interests interfere with or have the potential to interfere with the impartiality of their decisions, actions or duties to the Group.

A conflict of interest may arise in the following circumstances:

- **Personal financial interest:** The individual, or their immediate family member, has a financial interest in an entity doing business with the Group, such as a competitor, supplier or customer.
- **Personal relationships:** The individual’s personal relationships or affiliations could influence or appear to influence their decision-making.
- **Business activities:** The individual is involved in outside business activities that could affect their impartiality in performing their duties for the Group.
- **Use of confidential information:** The individual may use confidential or proprietary information obtained through their position for personal gain.

4. SCOPE OF THE POLICY

This policy applies to all directors, senior management and employees of the Group, including any affiliates, subsidiaries, joint ventures or other entities where the Company has significant influence. It also applies to consultants, contractors, or any third parties representing the Group in business or contractual dealings.

5. DISCLOSURE OF CONFLICTS OF INTEREST

5.1 Directors and Senior Management:

All directors and senior management are required to disclose any potential or actual conflict of interest as soon as they become aware of it, and at least annually in writing. Disclosure should include any direct or indirect interest in a business, transaction, or relationship that may create a conflict of interest.

Directors must also:

- Abstain from discussions or decisions related to matters in which they have a conflict of interest.
- Recuse themselves from voting on any matter where they have a conflict of interest.
- Disclose the conflict to the Board of Directors, and the disclosure will be recorded in the minutes of the Board meeting.

5.2 Employees:

Employees must promptly report any situation where they believe a conflict of interest may arise to their immediate supervisor, the compliance officer, or the human resources department, as per the Company's internal reporting protocols.

6. TYPES OF CONFLICTS OF INTEREST TO DISCLOSE

Common types of conflicts of interest that must be disclosed include, but are not limited to:

- **Related Party Transactions:** Any transaction or arrangement between the Group and a related party (as defined under Bursa Malaysia's Listing Requirements).
- **Business or Financial Interests:** Any financial interests, investments or business interests held by the individual or their immediate family members that may influence their duties with the Group.

- **Gifts, Entertainment, or Favors:** Any gifts, entertainment, or personal benefits offered by suppliers, customers or other business partners that could be perceived as influencing decision-making.
- **Outside Employment or Business Interests:** Any employment, consultancy or business relationships with competitors, customers or suppliers that may conflict with the individual's duties to the Group.

7. MANAGEMENT OF CONFLICTS OF INTEREST

Once a conflict of interest is disclosed, the Company will assess whether it can be resolved or managed appropriately. The Company may take the following actions:

- **Recusal:** The individual involved may be required to abstain from any discussions, decision-making or voting on matters related to the conflict.
- **Approval from Disinterested Directors:** In some cases, the matter may be addressed by obtaining approval from independent or disinterested directors or a designated board committee.
- **Independent Oversight:** For certain high-risk situations, the Company may appoint independent advisors or auditors to assess and manage the conflict of interest.
- **Termination or Removal:** If the conflict cannot be adequately managed or resolved, the Company may require the individual to resign from their position or sever their ties with the conflicting entity.

8. DEALING WITH RELATED PARTY TRANSACTIONS

In line with the Listing Requirements, the Company must ensure that:

- All related party transactions (RPTs) are conducted at arm's length and are in the best interests of the Company and its shareholders.
- RPTs must be disclosed to the Board of Directors and in the Company's financial statements in accordance with the Listing Requirements.
- Any RPT involving a director or senior management must be reviewed and approved by disinterested directors or an independent board committee.

9. CONSEQUENCES OF NON-COMPLIANCE

Failure to disclose a conflict of interest or to comply with this policy may result in:

- **Disciplinary Action:** Including verbal or written warnings, suspension or termination of employment or directorship, depending on the severity of the breach.
- **Legal or Regulatory Action:** Non-compliance with this policy or relevant laws could expose the individual and the Company to legal and regulatory consequences, including penalties, fines or sanctions.

10. RECORD-KEEPING

The Company will maintain a **Conflict of Interest Register** to record all conflicts of interest disclosed by directors, senior management and employees, and the actions taken to address them. This register will be reviewed regularly by the Board and the Audit Committee.

11. WHISTLEBLOWING MECHANISM

The Company encourages all employees, directors, and stakeholders to report any suspected conflicts of interest or violations of this policy through the Whistleblowing Policy. The Company will ensure that reports are investigated thoroughly, and whistleblowers are protected from retaliation for reporting in good faith.

12. TRAINING AND AWARENESS

To promote a culture of compliance and transparency, the Company will provide regular training on COI issues to all Directors, Key Senior Management and employees. This training will cover how to identify and manage conflicts, as well as the importance of adhering to this policy.

13. REVIEW OF THE POLICY

This policy will be reviewed annually by the Board of Directors to ensure that it remains aligned with the Listing Requirements, the Malaysian Code on Corporate Governance (MCCG), and any changes in relevant laws or regulations. Any amendments to the policy will be communicated to all employees and relevant stakeholders.

Key Points Based on Bursa Malaysia's ACE Market Listing Requirements:

1. **Related Party Transactions (RPTs):** Directors and senior management must disclose any direct or indirect interest in related party transactions, and such transactions must be reviewed to ensure they are fair and on an arm's-length basis.
2. **Annual Disclosure:** Directors and senior management are required to make annual declarations and disclosures regarding any conflicts of interest.
3. **Independent Review:** Any related party transactions must be reviewed by the Board or an independent committee to ensure the interests of the shareholders are protected.
4. **Disciplinary Actions:** Non-compliance with this policy can result in serious consequences, including disciplinary actions or legal penalties.

This policy ensures that the Company remains in full compliance with Bursa Malaysia's Listing Requirements, providing transparency and fairness in all business activities while safeguarding the interests of shareholders, investors, and the public.

01.11.2024