

KTI LANDMARK BERHAD
(FORMERLY KNOWN AS KTI PROPERTY BERHAD)

Registration No. 201601008159 (1179087-X)

BOARD CHARTER

TABLE OF CONTENTS

	<u>Page</u>
1. Introduction	1
2. Board Structure	1
2.1 Board Composition	1
2.2 Appointment	2
2.3 Tenure of Directors	3
2.4 Board Independence	4
2.5 Fit and Proper Policy	5
3. Roles and Responsibilities	6
3.1 The Board	6
3.2 Chairperson	8
3.3 Managing Director/ Chief Executive Officer	9
3.4 Executive Directors	10
3.5 Independent Directors	10
3.6 Senior Management	10
4. Board Committees	11
5. Board Meetings	11
5.1 Proceedings	11
5.2 Frequency	11
5.3 Notice and Board Papers	11
5.4 Quorum	12
5.5 Chairperson's Role in Meeting	12
5.6 Report from Board Committee	12
5.7 Attendance	12
5.8 Voting	13
5.9 Minutes	13
6. Board Evaluation and Performance	13
7. Remuneration of Director	14
8. Induction and Training for Board Members	14
9. Access to Information	15
10. Independent Professional Advice	15
11. Company Secretary	15
12. Investor Relations and Shareholders Communication	16
13. Conflict of Interest	17
14. Confidentiality and Disclosures of Interest	17
15. Dealing in Securities	17
16. Anti-Bribery and Anti-Corruption Policy	18
17. Review of the Board Charter	18

1. INTRODUCTION

- 1.1 The Board of Directors ("**Board**") of KTI Landmark Berhad (Formerly known as KTI Property Berhad) ("**Company**") commits itself to instilling good corporate governance practices in the Company and its subsidiaries ("**Group**") from time to time in accordance with the principles set out in the Malaysian Code on Corporate Governance ("**MCCG**") as the Board believes that corporate governance is vitally important to the success of the Group's business.
- 1.2 The Board shall be the focal point of the Group's corporate governance practices and is ultimately responsible for:-
- (1) setting the Group's strategic aims to ensure that necessary resources are in place for the Group to meet its objectives and review its management's performance and affairs of the Group;
 - (2) promoting the Group's values and standards; and
 - (3) ensuring that the Group's obligations to its shareholders and other stakeholders are understood and met.
- 1.3 This Board Charter sets out:-
- (1) the composition, roles, responsibilities and processes of the Board, individual Directors and management; and
 - (2) the delegation of authority by the Board to various Board committees ("**Board Committees**") to safeguard the Board members in performing their responsibilities on behalf of the Group for the benefit of the Company and its stakeholders.
- 1.4 This Board Charter is subject to the provision of the Companies Act 2016 ("**the Act**"), Company's Constitution, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**"), the practices and guidance of the MCCG and any other applicable laws or regulatory requirements.

2. BOARD STRUCTURE

2.1 Board Composition

- (1) The Board must comprise a balance of Executive Directors and Non-Executive Directors (including Independent Non-Executive Directors ("**Independent Director**")) such that no individual or a group of individuals can dominate the Board's decision making.
- (2) The Board must consist of qualified individuals with diverse set of skills, diversity, expertise and experience from different background to govern the Company.

- (3) Pursuant to the Constitution of the Company, the number of Directors (excluding Alternate Director) shall not be less than two (2) nor more than nine (9).
- (4) In accordance with the Listing Requirements, the Company must ensure that at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, are Independent Directors and at least one (1) Director is a woman. If the number of Directors is not three (3) or a multiple of three (3), then the number nearest one-third must be used.
- (5) In the event of any vacancy in the Board of Directors, resulting in non-compliance with Clause 2.1(4) above, the Company must fill the vacancy within three (3) months of the event.
- (6) The Board acknowledges the importance of objective and independent deliberation in decision making. At least half of the Board comprises Independent Directors to ensure a balance of power and authority on the Board.
- (7) The Chairperson of the Board shall not be a member of the Audit and Risk Management Committee ("**ARMC**") and Nominating and Remuneration Committee ("**NRC**").
- (8) Pursuant to Rule 15.06 of the Listing Requirements, the Directors must not hold more than 5 directorships in the listed companies on Bursa Securities.
- (9) On boardroom diversity, the Board is supportive of the gender boardroom diversity recommended by MCCG. The Board through the NRC will continuously review the Board composition taking into consideration the appropriate competence, experience, character, integrity and time to effectively discharge his role as a Director. The Board intends to pursue the target of 30% women Directors in line with Practice 5.9 of the MCCG.

2.2 Appointment

- (1) The appointment of a new Director is a matter for consideration and decision by the Board, upon recommendation from the NRC.
- (2) In making its recommendation, the NRC shall consider the character, experience, competence, integrity and time of the candidates, as well as the following factors:-
 - (a) skills, knowledge and expertise;
 - (b) age and gender;
 - (c) professionalism;
 - (d) cultural background and diversity;
 - (e) commitment;
 - (f) contribution and performance; and

- (g) in the case of candidates for the position of Independent Directors, the Board shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Directors.
- (3) Upon the appointment of a Director, the said Director shall provide to Bursa Securities an undertaking prescribed by Bursa Securities in any event not later than fourteen (14) days.
- (4) New Directors are expected to have such expertise as to qualify them to make a positive contribution to the Board performance of its duties. New Directors are required to commit sufficient time to attend the Company's meetings or matters before accepting his appointment to the Board.
- (5) The Board does not solely rely on recommendations from existing Board members, management or major shareholders for identifying candidates for appointment of Directors. The Board will utilise independent sources to identify suitably qualified candidates.
- (6) No person shall be appointed, re-appointed, elected or re-elected as a Director on the Board or continue to serve as a Director if the person is or becomes an active politician. A person is considered an "active politician" if he is a Member of Parliament, State Assemblyman or holds a position at the Supreme Council or division level in a political party.

2.3 Tenure of Directors

- (1) Pursuant to the Constitution of the Company, at the Annual General Meeting ("**AGM**"), one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the AGM in every year provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.
- (2) The Directors to retire in every year shall be the Directors who have been longest in office since the Directors' last election, but as between persons who became Directors on the same day, the Directors to retire shall be determined by lot, unless they otherwise agreed among themselves.
- (3) All newly appointed Directors shall hold office until the next AGM and shall then be eligible for re-election pursuant to the Company's Constitution.
- (4) The tenure of an Independent Director shall not exceed a cumulative term limit of nine (9) years. Upon completion of the nine (9) years, an Independent Director, may continue to serve on the Board as a Non-Independent Director. If the Board intends to retain an Independent Director beyond nine (9) years, it shall seek annual shareholders' approval through a two-tier voting process in accordance with MCGG.

- (5) A candidate shall not be considered fit for directorship if he or she:-
- (a) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a corporation;
 - (b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence involving bribery, fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or
 - (c) has been convicted by a court of law of an offence under the securities laws of Malaysia or the Act,
- within a period of five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.
- (6) The office of a Director shall become vacant if the Director:-
- (a) falls within the circumstances set out in Section 208 of the Act, where the Director:-
 - (i) resigns from office as Director by giving a written notice to the Company at its registered office;
 - (ii) retires in accordance with the Act or the Constitution of the Company but is not re-elected;
 - (iii) is removed from office in accordance with the Act or the Constitution of the Company;
 - (iv) becomes disqualified from being a Director under Section 198 or 199 of the Act;
 - (v) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
 - (vi) dies; or
 - (vii) otherwise vacates office in accordance with the Constitution of the Company;
 - (b) is absent from more than 50% of the total Board meetings held during a financial year; or
 - (c) is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences listed in Clause 2.3(5) above.

2.4 Board Independence

- (1) An Independent Director means a director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of

the Company. Without limiting the generality of the foregoing, an Independent Director is one who:-

- (a) is not, and has not been within the last three (3) years, an officer of the Company or any related corporation of the Company (each corporation is referred to as the "said Corporation"). For this purpose, "officer" has the meaning given Section 2 of the Act but excludes a Director who has served as an Independent Director in any one or more of the said Corporations for a cumulative period of less than 12 years;
 - (b) is not a major shareholder of the said Corporation;
 - (c) is not a family member of any Executive Director, officer or major shareholder of the said Corporation;
 - (d) is not acting as a nominee or representative of any Executive Director or major shareholder of the said Corporation;
 - (e) has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by Bursa Securities, or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by Bursa Securities;
 - (f) has not engaged in any transaction with the said Corporation under such circumstances as prescribed by Bursa Securities, or is not presently a partner, Director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by Bursa Securities; or
 - (g) has not served as an Independent Director in any one or more of the said Corporation for a cumulative period of more than 12 years from the date of his first appointment as an Independent Director.
- (2) The roles of the Independent Directors are essential in bringing independent judgement and ensuring all issues proposed by the Executive Directors are fully discussed and examined to take into account the long-term interests, not only of the shareholders, but also other stakeholders such as the employees and business associates.

2.5 Fit and Proper Policy

- (1) The Board has established a Fit and Proper Policy for the appointment and re-election of Directors of the Group, to ensure that the Directors have the necessary quality, competencies and integrity to discharge their roles effectively.

- (2) In conducting the fit and proper assessment, the Board through its NRC shall consider the following criteria as outlined in the Policy:
 - (a) Character and Integrity;
 - (b) Experience and Competence; and
 - (c) Time and Commitment.
- (3) Any candidate who has been identified for appointment as a Director or for re-appointment/re-election as a Director of the Company shall be required to make a Fit and Proper Declaration Form as prescribed by the NC.
- (4) The Fit and Proper Policy is made available on the Company's website at <https://ktilandmark.com/>.

3. ROLES AND RESPONSIBILITIES

3.1 The Board

- (1) The Board has the overall responsibility for the long-term success of the Group and delivery of sustainable value to its stakeholders. In discharging its fiduciary duties and responsibilities, the Board assumed the following corporate governance guidelines:-
 - (a) together with management, promoting good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;
 - (b) reviewing and setting a strategic plan for the Group to ensure that the strategic plan of the Group supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
 - (c) reviewing, challenging and deciding on management's proposals for the Group, and monitoring its implementation by management;
 - (d) overseeing the conduct of the Group's business to ensure it is properly managed, including supervising and assessing corporate behaviour and conduct of the business of the Group;
 - (e) identifying the principal risks and ensuring implementation of appropriate internal controls and mitigation measures to achieve a proper balance between risks incurred and potential returns to the shareholders;
 - (f) setting the 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 risk;
- (g) reviewing the information and risk management and internal control system and the effectiveness of management;
 - (h) ensuring senior management has the necessary skills and experience, and there are measures for orderly succession planning for the Company's Board and senior management which are reviewed on an annual basis, and to ensure that there are appropriate policies for training, appointment and performance monitoring of senior management;
 - (i) developing and implementing an investor relations programme or shareholders' communications policy for the Group to enable effective communication with stakeholders;
 - (j) reviewing and approving financial statements;
 - (k) reviewing and approving the Company's annual report;
 - (l) ensuring the integrity of the Company's financial and non-financial reporting; and
 - (m) undertaking a formal and objective annual evaluation to determine the effectiveness of the Board, the Board Committees and each individual Director.
- (2) The Board reserves a formal schedule of matters for the Board's deliberation and approval. This includes, among others, the following matters:-
- (a) Strategic issues and planning, including sustainability;
 - (b) Budget and performance reviews;
 - (c) Quarterly financial results and audited financial statements;
 - (d) Dividend policy or declaration of dividends;
 - (e) Capital expenditures;
 - (f) Material borrowings;
 - (g) Treasury policies;
 - (h) Key human resources issues;
 - (i) Material acquisitions and disposals of undertakings and properties;

- (j) Proposed appointment of external auditors and their audit fees;
- (k) Related party transactions (“**RPT**”), recurrent RPT and conflict of interest, which includes any arrangements for the consultants who are employees of the Group to perform consultations and treatments in other medical centre outside the Group and any other transaction, procedures or course of conduct that raises question on management integrity and any recommendations relating thereto as set out in the Terms of Reference of ARMC; and
- (l) New venture.

3.2 Chairperson

- (1) The Chairperson is elected by the Board members to provide leadership at Board level and represents the Board to the shareholders and other stakeholders. The Chairperson will act independently in the best interest of the Group.
- (2) The Chairperson is responsible for ensuring Board effectiveness and promoting the highest standards of integrity, probity and corporate governance throughout the Group.
- (3) The responsibilities of the Chairperson, amongst others, are as follows:-
 - (a) setting the Board agenda and ensuring that Board members receive complete and accurate information in a timely manner;
 - (b) leading the Board in establishing and monitoring good corporate governance practices in the Group;
 - (c) leading Board meetings and discussions and acting as a facilitator at Board and ensuring appropriate level of interaction among Board members;
 - (d) encouraging active participation at Board meetings and allowing dissenting views to be freely expressed;
 - (e) promoting constructive and respectful relations between Directors and senior management;
 - (f) ensuring compliance with all relevant regulations and legislation; and
 - (g) representing the Board to shareholders and ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.

- (4) The positions of Chairperson and Managing Director/ Chief Executive Officer (“**MD/ CEO**”) are held by different individuals.

3.3 MD/CEO

- (1) MD/ CEO is the highest-ranking executive in the Company, whose primary responsibilities include making major corporate decisions, managing the overall operations and resources of the Group, acting as the main point of communication between the Board and corporate operations and being the public face of the Group.
- (2) The MD/ CEO is appointed by the Board upon recommendation of the NRC.
- (3) Generally, the MD/ CEO is accountable to the Board for, among others, the following:-
- (a) managing the day-to-day business operations of the Group;
 - (b) ensuring that the applicable rules and regulations for the conduct of affairs of the Board are complied with and for all matters associated with the maintenance of the Board or otherwise required for its efficient operation;
 - (c) representing the Group as the key spokesperson with all stakeholders including investors, regulators and business partners;
 - (d) leading the development of the Group's operations and businesses and recommending short and long-term strategies to the Board;
 - (e) assessing all business opportunities which are potentially benefit to the Group;
 - (f) maintaining awareness of the competitive market landscape, expansion opportunities and industry developments;
 - (g) monitor the performance of the Group against the performance and sustainability targets and reporting to the Board;
 - (h) ensuring that the Group maintains high social responsibility wherever it does business;
 - (i) creating and implementing the Company's vision and mission; and
 - (j) serving as a focal point for stakeholders' communication and engagement on corporate governance issues.

3.4 Executive Directors

- (1) Executive Directors are the senior management of the Company who involved in the day-to-day management of the Group.
- (2) Executive Directors assist the Board in decision-making process through their technical expertise and knowledge of the business and its industry.
- (3) Executive Directors, with the help of management, assist the Board in facilitating the orientation of new Directors and Director training and development.

3.5 Independent Directors

- (1) The Independent Directors shall provide independent judgment and objectivity without being subordinated to operational considerations. The Independent Directors help to ensure that the interests of all shareholders, and not only the interests of a particular group, and that all relevant matters and issues are objectively and impartially considered by the Board.
- (2) The roles of an Independent Director, amongst others, are as follows:-
 - (a) Provide objective and independent judgement on issues;
 - (b) Ensure that the interests of the Company, shareholders and stakeholders are well taken into account;
 - (c) Mitigate any potential conflict of interest that may arise in the governance of the Group;
 - (d) Monitor the areas of discussion, notably those where potential conflicts of interest may arise; and
 - (e) Provide a check and balance to the Board.
- (3) An Independent Director must immediately disclose to the Board in the event of any change in his circumstances that may affect his objectivity and/or status as an Independent Director. In such case, the Board must review the Director's designation as an Independent Director.

3.6 Senior Management

Senior management's role and responsibilities include the following:-

- (1) Together with the MD/ CEO, formulate the corporate strategy for the Board's approval. Once approved, implement it accordingly;
- (2) Assume day-to-day responsibility for the Company's conformance with relevant laws and regulations and its compliance framework;
- (3) Achieve the performance targets set by the Board;
- (4) Formulate, implement and update the Group's standard operating policies and procedures;
- (5) Be alert to relevant trends in the Group's industries and operating environment;

- (6) Drive strategic management of material sustainability matters;
- (7) Develop, implement and manage the Group's risk management and internal control frameworks; and
- (8) Provide accurate, timely and clear information to the Board to enable the Board to effectively perform its responsibilities.

4. BOARD COMMITTEES

- (1) The Board has set up the following Board Committees with different functions delegated to assist the Board in carrying out its duties and responsibilities:-
 - (a) ARMC; and
 - (b) NRC.
- (2) Apart from the above Board Committees, the Board may from time to time establish other Board Committees to assist the Board in discharging its responsibilities more effectively.
- (3) These Board Committees do not make decision on behalf of the Board. Each Board Committee will have the authority to examine particulars issues within its Terms of Reference and make the necessary recommendations to the Board for its consideration and decision making.
- (4) The duties and powers delegated to these Board Committees are set out in the Terms of Reference of each Board Committee as approved by the Board, which are made available on the Company's website at <https://ktilandmark.com/>.

5. BOARD MEETINGS

5.1 Proceedings

The proceedings of the Board meetings shall be in accordance with the Constitution of the Company.

5.2 Frequency

The Board shall meet at least five (5) times a year. In exceptional circumstances, additional meetings may be convened.

5.3 Notice and Board Papers

- (1) The notice of Board meeting, board papers and any other documents are made available at least five (5) business days in advance, or shorter notice where it is unavoidable to the Board to facilitate meaningful deliberation and decision-making during each meeting. In addition, members of management are frequently invited to the Board meetings to explain and clarify the items tabled to the Board.

- (2) The Chairperson, together with management and the Company Secretary, shall undertake the primary responsibility for preparing the agenda for the Board meetings. The agenda shall include amongst others, matters specifically reserved for the Board's decision, high-priority strategic issues and where required, operational issues.
- (3) Management is responsible for providing the Board with the required information in an appropriate and timely manner. Each Director will, prior to attending the meetings, review all materials provided by the Company relating to matters to be considered at the meetings

5.4 Quorum

The quorum necessary for the transaction of the business of Directors shall be two (2).

5.5 Chairperson's Role in Meeting

In the absence of the Chairperson, the members present shall elect a Chairperson from amongst themselves to chair the meeting. The Chairperson encourages constructive and healthy debate and allows the Directors to freely express their views or share information with their peers in the course of deliberation as a participation Board.

5.6 Report from Board Committee

- (1) The Chairperson of the ARMC and NRC would report to the Directors at Board meeting of any salient matters noted by the Committee and which require the Board's notice, direction or approval.
- (2) The Chairperson shall ensure that Board Committee meetings are not combined with the main Board meeting to enable objective and independent discussion during the meetings.

5.7 Attendance

- (1) All Directors must meet the minimum 50% attendance requirement imposed by the Listing Requirements.
- (2) Senior management who are not Directors and external advisers may be invited to attend Board meetings to provide additional insights and professional views, advice and explanations on specific items on the meeting agenda item, as and when the need arises.
- (3) Where there are Executive Directors on the Board, the Non-Executive Directors are encouraged to meet among themselves at least annually to discuss among others strategic, governance and operational issues.

5.8 Voting

- (1) All resolutions of the Board shall be adopted by a simple majority vote, each member having one vote. In the case of equality of votes, where two (2) Directors form a quorum, the Chairperson of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have the casting vote. Otherwise, in the case of an equality of votes, the Chairperson shall have the casting vote.
- (2) Directors are required to inform the Board of conflicts or potential conflict of interest that they may have in relation to a particular subject matter or business transaction. These Directors shall abstain from deliberation and voting on those matters.

5.9 Minutes

- (1) The minutes shall record the proceedings of the meeting, pertinent issues, inquiries or responses, members' suggestions and the decisions made, including whether or not any Director has abstained from voting or deliberating on a particular matter, as well as the rationale behind those decisions.
- (2) Minutes of meeting shall be circulated to all members of the Board in a timely manner. Such minutes having been signed by the Chairperson of the meeting at which the proceedings were held, or by the Chairperson of the next succeeding meeting shall be sufficient evidence of such proceedings.
- (3) The minutes of proceedings and resolutions of meetings of the Directors and any written resolutions passed by Directors, shall be kept at the Registered Office or other office which authorised by the Board as soon as practicable after the meeting is held or the resolution passed and be made available for inspection by any Directors during office hour.

6. BOARD EVALUATION AND PERFORMANCE

- 6.1 The NRC evaluates the effectiveness and performance of the Board as a whole, the Board Committees and the individual Directors on an annual basis. The evaluation process may be facilitated by the Company Secretary or independent experts through questionnaires and/or interviews covering a variety of assessment criteria.
- 6.2 The criteria on which assessment is made is developed, maintained and reviewed by the NRC. The assessment criteria includes the mix of skills, experience, competency, time commitment, character, integrity, independence, ability to constructively challenge and contribute to the development of strategy, diversity and other qualities required to meet the needs of the Group and to comply with the provisions of the Listing Requirements of Bursa Securities. The NRC, upon discussion of the results, will present the findings to the Board.

- 6.3 The Board Committees shall also regularly be reviewed by the Board to ascertain their performance and effectiveness.

7. REMUNERATION OF DIRECTOR

- 7.1 The performance of Directors is measured by the Directors' contribution and commitment to both the Board and the Company.
- 7.2 The fees and any benefits payable to the Directors shall be subject to annual shareholder approval at the General Meeting ("**GM**") of the Company. Directors who are shareholders and controlling shareholders with a nominee or connected director on the Board should also abstain from voting on the resolution to approve Directors' fees at the GM.
- 7.3 The Directors shall be paid all traveling, hotel and other reasonable expenses, properly and reasonably incurred by them in the execution of their duties including any such expenses incurred in connection with attending and returning from meetings of Directors or Board Committees or any other meetings of the Company in connection with the business of the Company in the course of the performance of their duties as Directors.
- 7.4 The Company shall provide a fair, reasonable and competitive remuneration for its Executive Directors to ensure that the Company attracts and retains high calibre Executive Directors who have the skills, experience and knowledge to increase entity value to the benefit of all shareholders.
- 7.5 The Board has established a formal and transparent process for approving the remuneration of Directors, whereby the NRC is responsible for reviewing the remuneration policy and making recommendations on the same to the Board for approval. In its review, the NRC considers various factors including fiduciary duties, time commitments expected of them and the Company's performance.
- 7.6 The Board includes the individual Directors' remuneration on named basis in the Annual Report of the Company.

8. INDUCTION AND TRAINING FOR BOARD MEMBERS

- 8.1 All newly appointed Directors are required to complete the Mandatory Accreditation Programme required under the Listing Requirements.
- 8.2 All Directors shall continue to update their knowledge and enhance their skills through appropriate continuing education programmes to enable Directors to effectively discharge their duties and sustain active participation in Board deliberations.
- 8.3 The Board with the assistance of the NRC, shall assess the training needs of the Directors from time to time, to ensure that Directors have access to training courses or seminars at periodic intervals to keep themselves updated on developments pertaining to the oversight function of Directors.

9. ACCESS TO INFORMATION

All Directors shall have unrestricted access to management to any information pertaining to the Group, including access to the advice and services of the Company's auditors and consultants, Company Secretary, which is relevant to the furtherance of their duties and responsibilities as Directors of the Company at the expense of the Company.

10. INDEPENDENT PROFESSIONAL ADVICE

- 10.1 In discharging the Directors' duties, each Board member is entitled to obtain independent professional advice at the expense of the Company. This is for advice deemed relevant and necessary in order for the Directors to discharge their duties for the overall benefit of the Company.
- 10.2 In such circumstances, the Director shall first discuss it with the Chairperson and provide the request to seek professional independent advice for the Board's consideration and approval. It must be noted that such a restriction is not applicable to the Executive Director who is acting in his capacity of the furtherance of his executive responsibilities and within his delegate powers.

11. COMPANY SECRETARY

- 11.1 The Company Secretary shall be a person who is qualified pursuant to Section 235 of the Act.
- 11.2 The Board is supported by a suitably qualified and competent Company Secretary who plays an important role to provide sound governance advice, ensure adherence to rules and procedures, and advocate the adoption of corporate governance best practices.
- 11.3 The responsibilities of the Company Secretary are, amongst others, the following:-
- (1) ensuring that the Board procedures are followed while a meeting is conducted;
 - (2) managing all Board and Board Committee meeting logistics, and attending and recording minutes of all Board and Board Committee meetings;
 - (3) advising the Board on its roles and responsibilities;
 - (4) advising the Board on corporate disclosures and compliance with company law and securities regulations and Listing Requirements;
 - (5) managing procedures pertaining to AGM; and
 - (6) monitoring corporate governance developments and assisting the Board in adopting good corporate governance practices to meet the Board's needs and stakeholders' expectations.

12. INVESTOR RELATIONS AND SHAREHOLDERS COMMUNICATION

12.1 The Board recognises and values the importance of an effective and clear communication with its shareholders as well as with its potential investors and the public. It is fully committed that the highest standard of transparency and accountability in the disclosure of pertinent information relating to the Group, are adopted. To achieve this, the Company has implemented amongst others, the following:-

- (1) timely release of announcements to Bursa Securities, which include quarterly financial results, material contracts awarded and any other material information that may affect investors' investment decision;
- (2) conducts regular dialogues with financial analysts as a means of effective communication, which enables the Board and management to convey information relating to the Group's performance, corporate strategy and other matters affecting shareholders' interests;
- (3) encourage full participation of shareholders at the AGM to ensure a high level of accountability and discussion of the Company's strategy and goals. The Company shall invite the external auditors to attend the AGM and be available to answer to shareholders' questions about the conduct of the audit and the preparation of the auditor's report; and
- (4) shareholders can gain access to information about the Company including the summary of the Group's investor relation activities and media releases through the Company's website, <https://ktilandmark.com/>.

12.2 The Board will focus its efforts on the following best practices to enhance the effectiveness of the GM:-

- (1) Ensure notice of the AGM and Annual Report issued and dispatched to its shareholders at least 28 days before the date of meeting;
- (2) All Directors are to attend the GM;
- (3) The Chairperson of the ARMC and NRC to provide meaningful response to questions addressed to them;
- (4) Ensure that each item of special business included in the notice of AGM is accompanied by a full explanation of the effects of the proposed resolution;
- (5) Ensure that the Chairperson provides reasonable time for discussion at the GM;
- (6) Ensure that GM support meaningful engagement between the Board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the Company's financial and non-financial performance as well as the Company's long-term strategies.

Shareholders should also be provided with sufficient opportunity to pose questions during the GM and all the questions should receive a meaningful response;

- (7) Ensure that the resolutions set out in the notice of GM are voted by poll;
- (8) Leverage on technology to facilitate voting (including voting in absentia) and remote shareholders' participation at GM; and
- (9) Ensure minutes of the GM be circulated to shareholders or uploaded onto the Company's website no later than 30 business days after the GM.

13. CONFLICT OF INTEREST

A Director shall at all times avoid conflicts of interest and shall as soon as practicable after the relevant facts have come to his knowledge, declare the nature of his interest at a meeting of the directors of the Company. Every Director shall give notice to the Company of such events and matters relating to him as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.

14. CONFIDENTIALITY AND DISCLOSURES OF INTEREST

- 14.1 The Directors are required to act in the best interest of the Company. The Directors also have a duty of confidentiality in relation to the Company's confidential information.
- 14.2 All information and documentation received by the Board from the Company shall be treated as confidential, unless otherwise expressly decided by the Board. All Board members are responsible for ensuring that any material received is properly protected and remains confidential. If any information is to be provided to third parties, this shall be decided by the MD/ CEO.
- 14.3 A Director should disclose to the Board:-
 - (1) any material personal interest they have in a matter which relates to the affairs of the Company; and
 - (2) any other interest (direct or indirect) which the Director believes is appropriate to disclose in order to avoid any conflict of interest or the perception of a conflict of interest.

The disclosure should be made as soon as practicable after the Director becomes aware of their interest. Details of the disclosure must be recorded in the minutes of the meeting at which the disclosure is made or the meeting held following the disclosure.

15. DEALINGS IN SECURITIES

A Director must not deal in the Company's securities when he is in possession of price sensitive information. All Directors must also comply with the disclosure requirements

as prescribed under Chapter 14 of the Listing Requirements when dealing in the Company's securities.

16. ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

- 16.1 The Group is committed to take all necessary measures and procurement to ensure no participation in corrupt activities and to implement adequate policies effectively to comply with the provision of Section 17A of the amended Malaysian Anti-Corruption Commission Act 2009.
- 16.2 The Anti-Bribery and Anti-Corruption Policy aims to set guidelines and guidance for all employees, and any person(s) associated with the Group, including the Directors of the Group, in relation to dealing with related issues of bribery and corruption that may arise in the course of business. Any person(s) associated with the Group, partners, agents, vendors, suppliers, contractors (including subcontractors) and other third party service providers shall sign a separate agreement or incorporated anti-bribery and anti-corruption clauses to undertake comply with the Group's Anti-Bribery and Anti-Corruption Policy.
- 16.3 All internal and external parties are encouraged to raise any suspicious, concerns or enquiries in relation to real or suspected corruption or bribery incidents or inadequacies of the Anti-Bribery and Anti-Corruption Policy at the earliest opportunity to their immediate superior, Human Resource Manager and/or Head of Division or any contact person in the Group.
- 16.4 The Anti-Bribery and Anti-Corruption Policy is made available for reference in the Company's website at <https://ktilandmark.com/>.

17. REVIEW OF THE BOARD CHARTER

- 17.1 This Board Charter shall be periodically reviewed and updated by the Board taking into consideration the needs of the Group as well as any development in the rules and regulations that may have an impact on the discharge of the Board's duties and responsibilities.
- 17.2 This Board Charter was reviewed and approved by the Board on 26 June 2023 and is made available for reference on the Company's website at <https://ktilandmark.com/>.

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