



**BOARD CHARTER**  
Kelington Group Berhad  
[Registration No. 199901026486 (501386-P)]

*We Engineer Solutions*

**History of Board Charter:-**

- (1) **Approved by the Board of Directors on 29 April 2013**
- (2) **Reviewed by the Board on 28 April 2015**
- (3) **Reviewed by the Board on 18 April 2017**
- (4) **Reviewed by the Board on 26 February 2018**
- (5) **Reviewed by the Board on 26 February 2020**
- (6) **Reviewed by the Board on 20 May 2020**
- (7) **Reviewed by the Board on 26 February 2021**
- (8) **Reviewed by the Board on 26 April 2022**
- (9) **Reviewed by the Board on 15 August 2022**
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## OUR VISION

To be a sustainable leading, and well-diversified high-technology Company globally.

## OUR MISSION

Cultivate Kelington as a profitable organization that is continuously investing in new technology, delivering world-class quality services and engineering solutions to meet our customers' requirements while prioritizing safety and cost-effectiveness..

## OUR CORE VALUES

In our drive towards our vision, we uphold the following **four core values**



**Building Partnership**



**Continuous Improvement**



**Encourage Innovation**



**Work Safely**

## 1.0 INTRODUCTION

The Board of Directors of Kelington Group Berhad (“the Board”) regards corporate governance as vitally important to the success of the Company’s business and is unreservedly committed to applying the principles necessary to ensure that the following principles of good governance are practised in all of its business dealings in respect of its shareholders and relevant stakeholders:

- The Board is the focal point of the Company’s corporate governance system. It is ultimately accountable and responsible for the performance and affairs of the Company.
- All Board members are expected to act in a professional manner, thereby upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.
- All Board members are responsible for achieving a high level of good governance.
- This Board Charter shall constitute, and form, an integral part of each Director’s duties and responsibilities.

## 2.0 OBJECTIVES

The objectives of this Board Charter are to ensure that all Board members acting on behalf of the Company are aware of their roles and responsibilities as Board members and of the various legislations and regulations affecting their conduct and that the principles and practices of good Corporate Governance are applied in all their dealings with respect, and on behalf of the Company.

This Board Charter is not an “all inclusive” document and should be read as a broad expression of principles. The Board Charter will be reviewed on a periodic basis and may be amended by the Board from time to time.

## 3.0 ROLES AND RESPONSIBILITIES

### 3.1 ROLE OF BOARD

The Board is collectively responsible for the proper stewardship of the Company and its subsidiaries (collectively referred as “Group”) and the creation of long-term success for the Company as well as the delivery of sustainable value to its stakeholders. Hence, the Board should collectively have sound and sufficient knowledge and expertise to enable effective governance and oversight.

In discharging its responsibilities and facilitating its on-going oversight of the Group, the Board has agreed its role includes, but is not limited to the following matters:-

#### 3.1.1 Ethics and Compliance

- (a) The Board is in charge of leading and managing the Group in an effective and responsible manner. Each Director has a legal duty to act in the best interest of the Group. The Directors are, collectively and individually, aware of their responsibilities to the shareholders and stakeholders for the manner in which the affairs of the Company are managed. The Board sets the Group’s values, standards, and strategic aims and ensures that its obligations to its shareholders and stakeholders are understood and met.

The Board is guided by the Code of Ethics and Conduct (“CoEC”) in discharging its oversight role effectively. The CoEC requires all Directors to observe high ethical business standards, honesty and integrity and to apply these values to all aspects of the Group’s business and professional practice and act in good faith in the best interests of the Group and its shareholders.

- (b) The Board understands that the responsibility for good Corporate Governance rests with them and therefore strives to follow the principles and best practices stated in the Malaysian Code on Corporate Governance (“MCCG”). The Board includes a narrative statement in its Company’s Annual Report on the extent of compliance with the principles and best practices in Corporate Governance pursuant to the Listing Requirements (“LR”).
- (c) The Board meets in person at least once every quarter to facilitate the discharge of their responsibilities. Members of the Management who are not Directors may be invited to attend and speak at meetings on matters relating to their sphere of responsibility.
- (d) The duties of the Board include establishing the corporate vision and mission, as well as the philosophy of the Company, setting the aims of the Management and monitoring the performance of the Management.
- (e) Main functions and roles of the Board are as follows:-
  - (i) *Reviewing and adopting a strategic plan for the Company.*

The role of the board is to review, challenge, and approve management’s proposal for a strategic plan for the company. The board brings objectivity and breadth of judgment to the strategic planning process as they are not involved in day-to-day management of the business.

The board should satisfy itself that management has taken into account all appropriate considerations in establishing the strategic plan for the company. The board is also responsible for monitoring the implementation of the strategic plan by management.

The Board shall ensure that the strategic plan of the Company's supports long-term value creation and includes strategies on economic, environmental, and social considerations underpin sustainability.

(ii) *Overseeing the conduct of the company's business*

A basic function of the board is to oversee the performance of management to determine whether the business is being properly managed. The board's obligation to oversee the performance of management contemplates a collegial relationship that is supportive yet vigilant. Therefore, the board must ensure that there are measures in place against which management's performance can be assessed.

(iii) *Identifying principal risks and ensuring the implementation of appropriate internal controls and mitigation measures.*

The board must understand the principal risks of all aspects of the company's business and recognise that business decisions involve the taking of appropriate risks. This is intended to achieve a proper balance between risks incurred and potential returns to shareholders. The board must therefore ensure that there are systems in place which effectively monitor and manage financial, health, safety and environment risks.

(iv) *Succession planning.*

The board should ensure that all candidates appointed to senior management positions are of sufficient calibre. The board should also be satisfied that there are programmes in place to provide for the orderly succession of senior management.

(v) *Overseeing the development and implementation of a shareholder communications policy for the company.*

The responsibility of the board is to ensure that the company has in place a policy to enable effective communication with its shareholders and other stakeholders. This policy should include how feedback received from its stakeholders is considered by the company when making business decisions.

(vi) *Reviewing the adequacy and integrity of the management information and internal control system of the company.*

The board has to ensure that there is a sound framework for reporting on internal controls and regulatory compliance.

The board should, together with the senior management, promote a good corporate governance culture within the company that reinforces ethical, prudent, and professional behaviour.

(vii) *Overseeing Anti-Bribery Function and reporting activity*

The Board should ensure the establishment of anti-bribery frameworks, anti-bribery and whistleblower policies and procedures, and receive an update of anti-bribery reporting activities from the governing committee.

(viii) *Health, Safety and Environment*

The Board is committed to giving attention to strategies relating to health, safety, and the environment, and to compliance with the relevant laws, rules, and regulations. The Board also places emphasis on the formulation of strategies to promote sustainable development in areas covering economics, the environment and social development.

### 3.1.2 Policies and Strategies

- (a) The Board has established written procedures (such as the Delegation of Authority Table, the Constitution of the Company and other documents) determining which issues require a decision of the full Board and which issues can be delegated to Board Committees or the Management.
- (b) The matters listed in **Appendix 1** are reserved for the collective decision of the Board.
- (c) The Board reserves full decision-making powers on the following matters:
  - (i) Conflict of interest issues relating to a substantial shareholder or a Director.
  - (ii) Material acquisitions and disposition of assets not in the ordinary course of business.
  - (iii) Investments in capital projects.
  - (iv) Authority levels.
  - (v) Treasury policies and bank mandate.
  - (vi) Risk management policies.
  - (vii) Key human resource issues.
- (d) The Board oversees the Company's Policies as a whole. This includes:
  - (i) Anti-Bribery & Corruption Policy (**Appendix 7**)
  - (ii) Sustainable Development and Climate Change Position Statement
  - (iii) Community Investment Policy
  - (iv) Environmental Policy
  - (v) Safety & Health Policy
  - (vi) Responsible Supply Chain Policy
  - (vii) External Auditors Policy
  - (viii) Corporate Disclosure Policy
  - (ix) Human Rights Policy
  - (x) Board Diversity Policy (**Appendix 8**)
  - (xi) Conflict of Interest Policy
  - (xii) Code of Ethics and Conduct (**Appendix 9**)
  - (xiii) Whistleblowing Policy (**Appendix 10**)

other significant policies recommended under MCGG

### 3.1.3 Internal Controls and Risk Management

- (a) The Board oversees, reviews and monitors the operation, adequacy, and effectiveness of the Group's system of internal controls.
- (b) The Board defines the level of risk appetite by approving and overseeing the operation of the Group Risk Management Framework, assessing its effectiveness and reviewing any major or significant risk facing the Group.

- (c) The Group has an internal audit function, which critically reviews all aspects of the Group's activities and its internal controls. Comprehensive audits of the practices, procedures, expenditure and internal controls of all business and support units and subsidiaries are undertaken on a regular basis.

Internal Auditors shall have direct access to the Board through the Chairman of the Audit Committee and Risk Management Committee.

### **3.2 ROLE OF INDIVIDUAL DIRECTORS**

3.2.1 Directors are expected to comply with their legal, statutory, and equitable duties and obligations when discharging their responsibilities as Directors. Broadly, these include: -

- (a) Acting in good faith and in the best interests of the Company as a whole.
- (b) Acting with care and diligence and for the proper purpose.
- (c) Avoiding conflicts of interest with the Company in a personal or professional capacity.
- (d) Refraining from making improper use of information gained through the position of director and taking improper advantage of the position of director.

3.2.2 Directors will keep all Board information, discussions, deliberations, and decisions that are not publicly known confidential and will not use information gained through the Board for their own interests, or their employers' interests.

### **3.3 ROLE OF NON-INDEPENDENT NON-EXECUTIVE DIRECTORS**

3.3.1 The non-independent non-executive directors' responsibilities broadly include: -

- (a) effective governance of the organisation;
- (b) formulation of the organisation's strategic direction;
- (c) reviewing, approving and monitoring the business plan and annual budget;
- (d) contribution to the development of board and organisational policies;
- (e) monitoring risks;
- (f) Involvement in the Board Committee;
- (g) any specific requirements in relation to stakeholders and networking on behalf of KGB.

### **3.4 ROLE OF INDEPENDENT DIRECTOR**

3.4.1 To execute their role, independent directors, have similar responsibilities to those of other directors. The fiduciary duties of care, diligence, and acting in good faith apply equally to independent directors as to other directors. In view of the faith imposed on them by various agencies, they are more bound to execute their functions with impartiality.

3.4.2 It is necessary for the independent directors to:

- (a) Prepare themselves thoroughly for the meeting.
- (b) Be objective in forming sound decisions relating to the company and its business.

- (c) Be open minded, free and frank in expressing their opinions and at the same be willing to engage in meaningful debates.
- (d) Be committed to decisions made as a Board.
- (e) Regularly seek information both from within and, if required outside professional knowledge to keep abreast with the latest developments in the areas of the company's operations.

Constructively challenging and contributing to the development of the business strategies and direction of the Company,

- (f) Mitigating any possible conflict of interest between the policy-making process and day-to-day management of the Company.
- (g) Be informed on laws and regulations influencing their functioning as directors.
- (h) Utilise the expertise they possess to the good advantage of the company.

3.4.3 The most important role that independent directors play directly in relation to the board is the objective view that they bring while evaluating the board and the management decisions, creating a balance in the interest of the shareholders. These areas are executive remuneration, succession planning, and changes in corporate control, take-overs and acquisitions, and the audit function.

### **3.5 ROLE OF SENIOR INDEPENDENT NON-EXECUTIVE DIRECTORS**

- 3.5.1 Ensure all Independent Non-Executive Directors have an opportunity to provide input on the agenda and advise the Chairman on the quality, quantity, and timeliness of the information submitted by the Management that is necessary or appropriate for the Independent Non-Executive Directors to perform their duties effectively.
- 3.5.2 Consult the Chairman regarding Board meeting schedules to ensure the Independent Non-Executive Directors can perform their duties responsibly and with sufficient time for discussion of all agenda items.
- 3.5.3 Serve as the principal conduit between the Independent Non-Executive Directors and the Chairman on sensitive issues.
- 3.5.4 Serve as a designated contact for consultation and direct communication with shareholders on areas that cannot be resolved through the normal channels of contact with the Chairman and the Group Managing Director and Group Executive Director.

### **3.6 ROLE OF CHAIRMAN**

- 3.6.1 The Chairman leads the Board and is responsible for the effective performance of the Board.
- 3.6.2 The Chairman is responsible for:
  - (a) Leading the Board in creating an effective corporate governance system, including the establishment of Board and Committee charters, a Committee structure, and an ongoing education programme for Directors;
  - (b) Managing boardroom dynamics by promoting a culture of openness and debate.

- (c) Setting the board agenda and ensuring the provision of accurate, timely and clear information to Directors.
  - (d) Ensuring effective communication with shareholders and relevant stakeholders.
  - (e) Arranging an evaluation of the performance of the Board, its Committees and individual Directors.
  - (f) Facilitating the effective contribution of Non-Executive Directors and ensuring constructive relations are maintained between Executive and Non-Executive Directors.
  - (g) Facilitate the ongoing development of all Directors.
- 3.6.3 The Chairman, in consultation with the Company Secretary, sets the agenda for Board meetings and ensures that all relevant issues are on the agenda.
- 3.6.4 The Chairman ensures the orderly conduct and proceedings of the Board and general meetings and is responsible for managing the business of the Board to ensure that:
- (a) All Directors are properly briefed on issues arising at Board meetings.
  - (b) Sufficient time is allowed for the discussion of complex or contentious issues and, where appropriate, arranging for informal meetings beforehand to enable thorough preparation for the Board discussion.
  - (c) The issues discussed are forward looking and concentrate on strategy.
  - (d) Should the Chairman be absent from a meeting, the members of the Board present at the meeting, may choose one of their number to chair the said meeting.

### **3.7 ROLE OF CHIEF EXECUTIVE OFFICER (“CEO”)**

- 3.7.1 The CEO is primarily accountable for overseeing the day-to-day operations to ensure the smooth and effective running of the Group.
- 3.7.2 The CEO is responsible for the development and implementation of the strategies for the Group and setting the overall strategic policy and direction of the Group’s business operations based on effective risk management controls.
- 3.7.3 The CEO ensures 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 the relevant laws and regulations.
- 3.7.4 The CEO provides effective leadership to the Group and is responsible for ensuring high management competency and that an effective management succession plan is in place to sustain continuity of operations.
- 3.7.5 The CEO is the conduit between the Board and the Management in ensuring the success of the Company’s governance and management functions.

- 3.7.6 The CEO implements the policies, strategies and decisions adopted by the Board. All Board authorities conferred on the Management are delegated through the CEO and this will be considered the CEO's authority and accountability as far as the Board is concerned.
- 3.7.7 Ensuring that all Board decisions reflect its environment, safety and health intentions as articulated in the environment, safety and health policies as well as the Sustainable Development & Climate Change Position statement.
- 3.7.8 providing strong leadership by effectively communicating the vision, management philosophy, business strategy, and environmental, safety and health policies to employees.
- 3.7.9 keeping the Board informed of salient aspects and issues concerning the Group's operations, including those related to environment, safety and health.

### **3.8 ROLE OF EXECUTIVE MANAGEMENT COMMITTEE ("EMC")**

#### **3.8.1 Strategic Leadership & Governance**

- Define and drive the company's long-term vision, mission, and strategic direction.
- Ensure alignment with corporate governance best practices and regulatory requirements.
- Oversee and approve major business initiatives, investments, and risk management frameworks.

#### **3.8.2 Financial & Operational Oversight**

- Monitor financial performance, budgets, and capital allocation to achieve sustainable growth.
- Ensure operational efficiency and continuous improvement in business processes and resource management.
- Drive innovation and digital transformation to enhance competitiveness and market positioning.

#### **3.8.3 Talent & Leadership Development**

- Establish a robust talent management framework for leadership succession and employee growth.
- Foster a high-performance corporate culture, ensuring diversity, inclusion, and employee well-being.
- Monitor workforce engagement, retention, and development initiatives to strengthen human capital.

#### **3.8.4 Risk Management & Compliance**

- Identify and mitigate strategic, financial, operational, and regulatory risks.
- Ensure compliance with local and international laws, industry regulations, and corporate policies.
- Strengthen internal controls and governance structures to safeguard corporate integrity.

#### **3.8.5 Customer & Stakeholder Engagement**

- Foster strong relationships with key stakeholders (investors, clients, regulators, suppliers).
- Drive customer satisfaction and brand reputation through quality service and innovation.
- Ensure transparent and effective communication with investors and the public.
- Integration of ESG Strategy

### 3.8.6 Environmental Stewardship

- Set and monitor Net-Zero & Carbon Reduction Goals in alignment with global sustainability standards (e.g., TCFD, IFRS S2).
- Invest in renewable energy, carbon capture, and circular economy initiatives.
- Enhance energy efficiency and waste management to minimize the company's carbon footprint.

### 3.8.7 Social Responsibility

- Promote ethical labor practices, workplace safety, and employee well-being.
- Ensure DEI (Diversity, Equity & Inclusion) initiatives are integrated into HR policies.
- Strengthen community engagement, corporate social responsibility (CSR), and supplier diversity programs.

### 3.8.8 Governance & Ethical Business Practices

- Embed ESG factors into corporate decision-making and business strategies.
- Establish ESG performance metrics and integrate them into executive compensation frameworks.
- Ensure transparent ESG disclosures in annual reports, aligning with Bursa Malaysia's sustainability reporting framework.

### 3.8.9 Performance Monitoring & Continuous Improvement

- Review quarterly and annual performance metrics to track strategic progress.
- Benchmark against industry best practices and adopt continuous improvements.
- Foster a culture of accountability, innovation, and responsible leadership.

## **3.9 ROLE OF SENIOR VICE PRESIDENT (“SVP”)**

3.9.1 The SVP is the conduit between the Board and the Management in ensuring the success of the Company's governance and management functions.

3.9.2 The SVP is a member of the EMC and has executive responsibility for the day-to-day operation of the Company's business and the execution of the agreed business policies and directions set by the Board and for all operational decisions in managing the Company.

3.9.3 All Board authorities conferred on the Management are delegated through the SVP and this will be considered the SVP's authority and accountability as far as the Board is concerned.

3.9.4 The responsibilities of the management are as follows:

- i. Formulating, recommending and implementing the strategic objectives of the Company;
- ii. Translate the approved strategic plan into operations and financial action plans;
- iii. Manage the human, manufactured, financial, intellectual, nature and social capital resources to create sustainable values;
- iv. Operate within the delegated authority limits set by the Board;
- v. Assume the day-to-day responsibilities for the Group's conformance with relevant laws and regulations, its compliance framework and all other aspects of the day-to-day running of the Group;
- vi. Develop, implement, and manage the Company's risk management and internal control systems within the risk appetite and framework approved by the Board;
- vii. Develop, implement, and update policies and procedures;
- viii. Keep pace with industry and economic trends in the Company's operating environment; and
- ix. Provide the Board with accurate, timely and clear information to enable the Board to perform its responsibilities.

### 3.10 ROLE OF COMMITTEE

- 3.10.1 The Board may, from time to time, establish Board Committees as it considers appropriate to assist in carrying out its duties and responsibilities and/or to address specific issues. All duties delegated to the Board Committees are, however, the responsibility of the entire Board.
- 3.10.2 Members of the Board Committees have access to the appropriate external and professional advice needed to assist the Board Committees in fulfilling their role.
- 3.10.3 The powers delegated to the Board Committees, as the case may be, are set out in the respective Terms of Reference approved by the Board.
- 3.10.4 The Board appoints the following Board Committees with specific Terms of Reference:
- (1) Audit Committee
  - (2) Nomination Committee
  - (3) Remuneration Committee
  - (4) Risk Management Committee
- 3.10.5 Independent and Non-Executive Directors play a leading role in these Committees. Management and third parties are co-opted into the Committees as and when required.
- 3.10.6 The respective committees' terms of reference are set out in the **Appendices 2, 3, 4, and 5.**

### 3.11 **ROLE OF CHIEF SUSTAINABILITY OFFICER (“CSO”)**

#### 3.11.1 Sustainability Strategy, Climate Agenda & Business Integration

- Drive the Group’s sustainability and climate agenda by developing and executing strategies in relation to environmental, social and governance (“ESG”) matters.
- Lead the development and execution of the Group’s climate strategy under the oversight of the Risk Management Committee (“RMC”), with support from the Executive Management Committee (“EMC”).
- Ensure sustainability considerations are integrated into business plans, operational decisions and long-term strategic priorities.
- Approve major sustainability initiatives and ensure effective execution of sustainability-related policies, procedures and controls across the Group.

#### 3.11.2 Sustainability Governance & Risk Management Integration

- Support the Board, RMC and/or relevant Board Committees in overseeing the Group’s sustainability governance framework.
- Ensure sustainability and climate-related risks are appropriately identified, assessed and incorporated into the Group’s overall risk profile and Enterprise Risk Management (“ERM”) framework.
- Engage regularly with the RMC to support oversight of sustainability-related risks and opportunities and their impact on the Group’s resilience and long-term sustainability objectives.

#### 3.11.3 Material Metrics, Performance Management & Decision Support

- Determine relevant financial and non-financial sustainability metrics to support management review, planning processes and decision-making.
- Monitor sustainability performance against key performance indicators, targets and commitments to assess progress, prioritise initiatives, allocate resources and support timely responses to emerging risks and opportunities.
- Ensure sustainability metrics are embedded into management reporting and performance monitoring processes across the Group.

#### 3.11.4 Implementation, Operational Embedding & Controls

- Ensure sustainability is embedded across the Group through cross-functional processes, controls and coordination with relevant business units.
- Oversee the implementation of sustainability-related initiatives and promote effective execution across operational functions.
- Work closely with the Sustainability Working Group to coordinate sustainability implementation and monitoring at operational level.

### 3.11.5 Reporting, Disclosures & Board Updates

- Oversee the consolidation of sustainability reporting and ensure the integrity, accuracy and completeness of sustainability disclosures, including the Sustainability Statement/Report.
- Provide regular updates to the Board and RMC (at least twice a year) on sustainability performance, material matters, risks and opportunities.
- Ensure timely, transparent and consistent reporting of sustainability information in line with applicable reporting frameworks and stakeholder expectations.

### 3.11.6 Internal Controls & Data Governance

- Ensure sustainability-related data governance and internal control processes are in place to support accuracy and reliability of sustainability information.
- Oversee the establishment and maintenance of appropriate processes for the collection, verification and reporting of sustainability-related data.

### 3.11.7 Stakeholder Engagement

- Facilitate engagement with internal and external stakeholders on sustainability matters to support understanding of expectations and continuous improvement of the Group's sustainability approach.

## 4.0 GUIDELINES FOR MEMBERSHIP OF THE BOARD

### 4.1 Size and Composition

- 4.1.1 At least half of the board comprises independent directors.
- 4.1.2 The Board consists of qualified individuals with diverse experiences, backgrounds and perspectives. The composition and size of the Board is such that it facilitates the making of informed and critical decisions. The constitution of the Company provides that there will be a minimum of two directors and a maximum of twelve Directors.

4.1.3 Qualifications for membership of the Board include:

- (a) Appropriate knowledge, understanding and experience of the conduct of the business, as well as the laws, customs and values that govern the activities of the organisation.
- (b) Ability to make informed business decisions and recommendations.
- (c) Entrepreneurial talent for contributing to the creation of shareholder value.
- (d) Ability to ask sensible questions.
- (e) High ethical standards and profession approach to duties as well as sound practical sense.
- (f) Ability to see the wider picture and perspective, with some benefit of international experience.
- (g) Integrity in personal and business dealings.
- (h) Proactive and total commitment to furthering the interests of the Company's shareholders and achieving the Company's goals.

4.1.4 A Non-Executive Director is an individual who is calibre, credibility and have the necessary skill and experience to bring an independent judgement to bear on the issues of strategy, performance and resources.

4.1.5 Key competencies required for Non-Executive Directors:

- (a) To contribute an independent view to matters under consideration.
- (b) Ability to add value to Board deliberations.
- (c) To contribute to the breadth and depth of experience of the Board.
- (d) Ability to clearly communicate.
- (e) Ability to demonstrate a wide and unfettered perspective on issues and bring to the Board, integrity and a strong sense of ethics.
- (f) Organisational and strategic awareness and an appropriate level of financial literacy.
- (g) Knowledge on the responsibilities of a Director.
- (h) Ability to constructively collaborate as part of a team contributing towards the successful performance of the Company.
- (i) Possess appropriate and relevant industry-specific knowledge and experience.

- 4.1.6 Independent Non-Executive Directors are those who have no direct or indirect pecuniary interest in the Company other than the remuneration for their services as members of the Board of Directors and Board Committees of the Company and the Group.
- 4.1.7 The definition of “independent director” under the MMLR shall be applied with common sense, and the Board must give effect to the spirit, intention and purpose of the above definition and criteria. Directors should be able to determine if they have an interest or relationship that is likely to have an impact on their independence. As such, Directors are expected to advise the Chairman immediately if they believe that they may no longer be independent. Should the Chairman or any other Director has any concern about the independence of a Director, he/she must immediately raise the issue with that Director and, if the issue is not resolved, with the Board.
- 4.1.8 The Board may appoint a senior independent non-executive director to whom shareholders’ concerns can be conveyed if there are reasons that contact through the normal channels of the chairman or the CEO has failed to resolve them.
- 4.1.9 The Board shall appoint an independent director as the chairman of the Nomination Committee.
- 4.1.10 The Company shall, at any point of time, have at least one female representation on the Board.

## **4.2 Nomination and Appointments**

- 4.2.1 The appointment of a new Director is a matter for consideration and decision by the full Board upon appropriate recommendation from the Nomination Committee and making reference to the Fit and Proper Guidelines set out in Appendix 6.
- 4.2.2 The Company Secretary has the responsibility of ensuring that relevant procedures relating to the appointments of new Directors are properly executed.
- 4.2.3 Upon the appointment of a new Director, the new board member shall be briefed on the terms of their appointment, their duties and obligations and on the operations of the Group. Copies of the following shall be provided to the newly appointed Directors:
- Board Charter
  - Code of Ethics and Conduct
  - Constitution of the Company
  - Latest Annual Report
  - Organisation Chart
  - All board and corporate policies
- 4.2.4 The Company Secretary shall explain the restrictions to which he or she is subject to in relation price-sensitive information and dealings in the Company's securities. Thereafter, all Directors are provided with appropriate briefings on the Company's affairs and up-to-date Corporate Governance materials published by the relevant bodies.
- 4.2.5 The directorships held by any Board member at any one time shall not exceed five in listed companies.

### **4.3 Time Period of Office**

- 4.3.1 All Directors are subject to retirement by rotation at least once every three years and are eligible for re-election.
- 4.3.2 New Board members will only hold office until the next annual general meeting, and will then be eligible for re-election.
- 4.3.3 The tenure of an independent director shall not exceed a cumulative term of nine (9) years. Upon completion of nine (9) years tenure, an Independent Director shall vacate his/her Board seat from the Company. The Independent Directors' Tenure Policy was set out in Appendix 11.

### **4.4 Independence**

- 4.4.1 An Independent Non-Executive Director is independent of management and free of any significant business or other relationships that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement, and who otherwise meets the criteria for independence.
- 4.4.2 The Independent Directors provide independent judgement, experience, and objectivity without being subordinated to operational considerations.
- 4.4.3 The Independent Directors help to ensure that the interests of all shareholders, and not only those of a particular fraction or group, are taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.
- 4.4.4 The views of the Independent Directors should carry significant weight in the Board's decision-making process.
- 4.4.5 The Board undertakes to assess the independence of the Independent Directors on an annual basis upon readmission or when any new interest or relationship develops.

### **4.5 Time commitment of Director for accepting new directorships**

- 4.5.1 Directors are expected to have such expertise so as to qualify them to make a positive contribution to the Board performance of its duties and to give sufficient time and attention to the affairs of the Company.
- 4.5.2 Any Director shall notify the Chairman before accepting any new directorship and the notification shall include an indication of amount of time that will be spent on the new appointment.

**5.1 Directors' Assessment / Board Evaluation**

- 5.1.1 The Board recognises the importance of assessing the effectiveness of individual Directors, the Board as a whole and its Committees. The Board with the assistance from the Nomination Committee undertakes the annual assessment on the performance of the Board, Board Committees and individual Directors.
- 5.1.2 The Board evaluation comprises a Board Assessment, an Individual Director Assessment and an Assessment of Independence of Independent Directors.
- 5.1.3 The assessment of the Board is based on specific criteria, covering areas such as the Board structure, Board operations, roles and responsibilities of the Board, the Board Committee and the Chairman's role and responsibilities.
- 5.1.4 For Individual Director Assessment, the assessment criteria include contribution to interaction, quality of inputs, and understanding of role.
- 5.1.5 The criteria for assessing the independence of an Independent Director include the relationship between the Independent Director and the Company and his involvement in any significant transaction with the Company.

**5.2 Directors' Training and Development**

- 5.2.1 In addition to the mandatory programmes as required by Bursa Securities, Board members are encouraged to attend training programmes conducted by highly competent professionals that are relevant to the Company's operations and business.
- 5.2.2 The Nomination Committee shall assess the training needs of the Directors and ensure Directors have access to continuing education programme.
- 5.2.3 The Board shall disclose in the Annual Report the training attended by the Directors.
- 5.2.4 The Board is also constantly updated by the Company Secretary on changes to the relevant guidelines on regulatory and statutory requirements.

**6.1 Board Meeting**

- 6.1.1 The Company aims to provide all Directors with timely and quality information in a form and manner appropriate for them to discharge their duties effectively.
- 6.1.2 The Management is responsible for providing the Board with the required information in an appropriate and timely manner. The Chairman, assisted by the Company Secretary, assesses the type of information required to be provided to the Board. If the information provided by the Management is insufficient, the Board will make further enquiries where necessary to which the persons responsible will respond as fully and promptly as possible.
- 6.1.3 A full agenda and comprehensive Board papers are circulated to all Directors in advance of each Board meeting.
- 6.1.4 Full Board minutes of each Board meeting are kept by the Company Secretary and are available for inspection by any Director during office hours.

**6.2 Annual General Meeting (“AGM”)**

- 6.2.1 The Board regards the AGM as an important event in the corporate calendar that all Directors and key senior executives should attend.
- 6.2.2 The Company regards the AGM as the principal forum for dialogue with shareholders and aims to ensure that the AGM provides an important opportunity for effective communication with, and constructive feedback from, the Company's shareholders.
- 6.2.3 The Company must ensure that any vote of shareholders taken at the AGM on the resolution approving the Related Party Transaction is taken on a poll.
- 6.2.4 To encourage poll voting during the AGM, the Chairman shall inform shareholders of their right to demand a poll at the commencement of the meeting.
- 6.2.5 The Chairman and, where appropriate, the CEO respond to shareholders' queries during the meeting. Where necessary, the Chairman will undertake to provide a written answer to any significant question that cannot be readily answered at the meeting.

**6.3 Extraordinary General Meeting (“EGM”)**

- 6.3.1 The Board will consider requisitions by shareholders to convene an EGM or any other urgent matters requiring immediate attention from the Company.

## 7.0 REMUNERATION

- 7.1 The Company aims to set remuneration at levels which are sufficient to attract and retain the Directors needed 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.
- 7.2 The level of remuneration for the Executive Directors is determined by the Remuneration Committee after giving due consideration to the compensation levels for comparable positions in other similar Malaysian public listed companies.
- 7.3 No Director other than the CEO and Executive Directors shall have a service contract with the Company.
- 7.4 There is adequate disclosure in the Annual Report with a note on the remuneration of Directors.

## 8.0 ACCESS TO INFORMATION AND INDEPENDENT ADVICE

- 8.1 Directors may access such information and seek such independent advice as they individually or collectively consider necessary to fulfil their responsibilities and permit independent judgment in decision making.
- 8.2 Directors will be entitled to:
- (a) Access members of the senior management via the CEO at any time to request relevant and additional information or seek explanations.
  - (b) Have access to internal and external auditors, without management present to seek explanations or additional information.
  - (c) Seek independent professional advice with the Chairman's prior consent, which will not be unreasonably withheld or delayed, and which will be at the Company's expense.

## 9.0 FINANCIAL REPORTING

### 9.1 Transparency

- 9.1.1 The Directors ensure that the financial statements are prepared so as to give a true and fair view of the current financial status of the Company in accordance with the approved accounting standards.
- 9.1.2 The Company's practice is to announce to Bursa Securities its quarterly financial results as early as possible within two months after the end of each quarterly financial period.
- 9.1.3 The Auditors Report shall contain a statement from the Auditors explaining their responsibility in forming an independent opinion, based on their audit, of the financial statements.

### 9.2 Company Auditors

- 9.2.1 The Board has established formal and transparent arrangements for considering how financial reporting and internal control principles will be applied and for maintaining an appropriate relationship with the Company Auditors through its Audit Committee.
- 9.2.2 The Audit Committee also keeps under review the scope and results of the audit its cost effectiveness and the independence and objectivity of the Company Auditors. The Company ensures that the Company Auditors do not supply a substantial volume of non-audit services to the Company.

- 9.2.3 Appointment of the Company Auditors is subject to approval of shareholders at General Meetings. The Company Auditors have to retire during the AGM every year and be re-appointed by shareholders for the ensuing year.

## 10.0 INVESTOR RELATIONS AND SHAREHOLDERS COMMUNICATIONS

### 10.1 Investor Relations

- 10.1.1 The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Company and as such, adopts an open and transparent policy in respect of its relationship with its shareholders and investors.
- 10.1.2 The Board ensures the timely release of financial results on a quarterly basis to provide shareholders with an overview of the Company's performance and operations, in addition to the various announcements made during the year.
- 10.1.3 The Company conducts dialogues with financial analysts from time to time as a means of effective communication that enables the Board and Management to convey information relating to the Company's performance, corporate strategy and other matters affecting shareholders' interests.
- 10.1.4 The Company communicates information to shareholders and the investing community through announcements that are released to Bursa Securities via Bursa LINK. Such announcements include the quarterly results, material transactions and other developments relating to the Group requiring disclosure under the Listing Requirements of Bursa Securities.
- Communication channels with shareholders are also made accessible via:-
- Press and analysts' briefings;
  - One-on-one/group meetings, conference calls, investor luncheons, domestic/overseas roadshows and conferences;
  - Annual Reports;
  - Press releases on major developments; and
  - The Company's website at [www.kelington-group.com](http://www.kelington-group.com)
- 10.1.5 The minutes of shareholders' meetings are published at the Company's website for public viewing.
- 10.1.6 While the Company endeavours to provide as much information as possible to its shareholders and stakeholders, it is mindful of the legal and regulatory framework governing the release of material and price-sensitive information.

## 11.0 RELATIONSHIPS WITH OTHER STAKEHOLDERS

In the course of pursuing the vision and mission of the Company, the needs and interests of other stakeholders are also taken into consideration.

### 11.1 Employees

- 11.1.1 The Board acknowledges that the employees are invaluable assets of the Company and play a vital role in achieving the vision and mission of the Company.
- 11.1.2 The Company adopts comprehensive and documented policies and procedures with respect to Occupational safety and health with the objective of providing a safe and healthy working environment for all employees.
- 11.1.3 In line with best practice, the Company has established an Occupational Safety and Health (OSH) Committee for the effective management of safety and health issues. It is a forum for discussion and the development of new ideas, for the improvement of Safety and Health programmes.

### 11.2 Environment

- 11.2.1 The Board acknowledges the need to safeguard and minimise the impact on the environment in the course of achieving the Company's vision and mission.
- 11.2.2 The Company adopts comprehensive and documented policies and procedures as part of its commitment to protect the environment and contribute towards sustainable development.
- 11.2.3 To support initiatives on environmental issues, the Company has established an Environmental Committee for the effective management of environmental issues.

### 11.3 Local communities

- 11.3.1 The Company is committed to assisting in building sustainable and vibrant communities in the areas where we operate. The Board has developed a Community Investment program that focuses on three areas:
  - T** - The Underprivileged
  - E** - Education
  - E** - Environment
- 11.3.2 The Company supports charitable causes and initiatives for community development projects.

## 12.0 COMPANY SECRETARY

- 12.1 The Board appoints the Company Secretary, who plays an important advisory role, and ensures that the Company Secretary fulfils the functions for which he/she has been appointed.
- 12.2 The Company Secretary is accountable to the Board through the Chairman of the Board and Committees on all governance matters.
- 12.3 The Company Secretary is a central source of information and advice to the Board and its Committees on issues relating to compliance with laws, rules, procedures, and regulations affecting the Company.
- 12.4 The Company Secretary should advise Directors of their obligations to adhere to matters relating to:
- (a) Disclosure of interest in securities
  - (b) Disclosure of any conflict of interest in a transaction involving the Company
  - (c) Prohibition on dealing in securities
  - (d) Restriction on disclosure of price-sensitive information.
- 12.5 The Company Secretary must keep abreast of, and inform, the Board of current governance practices.
- 12.6 The Board members have unlimited access to the professional advice and services of the Company Secretary.

## 13.0 CONFLICT OF INTERESTS

- 13.1 Directors shall:
- (a) at all times avoid conflicts of interest, and shall as soon as practicable after the relevant facts have come to his/her knowledge, disclose to the Board (through the Secretary and/or Chairman) any actual or potential conflicts of interest which may exist or be thought to exist.
  - (b) take any necessary and reasonable measures to try to resolve the conflict.
  - (c) comply with the Companies Act provisions on disclosing interests and restrictions on voting.
- 13.2 If a conflict or potential conflict situation exists, it is required that the conflicted Director shall be absent from the meeting whilst the Board discusses the matter and does not vote on the matter, unless the other directors who do not have a material personal interest in the matter have passed a resolution that states that those directors are satisfied that the interest should not disqualify the director from being present.
- 13.3 Directors are expected to advise the Company Secretary of any proposed Board or executive appointment to other companies as soon as practicable.

- 14.1 The principles set out in this Charter are:
- (i) kept under review and updated as practices on Corporate Governance develop and further guidelines on Corporate Governance are issued by the relevant regulatory authorities.
  - (ii) Summarised in the Annual Report as part of a narrative statement by the Directors on Corporate Governance.
- 14.2 The Board endeavours to comply at all times with the principles and practices set out in this Charter.
- 14.3 The Board will review this Charter from time to time and make any necessary amendments to ensure they remain consistent with the Board's objectives, current law and practices.
- 14.4 Any updates to the principles and practices set out in this Charter will be made available on the Company's website.

**LIST OF MATTERS RESERVED FOR THE BOARD**

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The following matters shall be reserved for decision by the Board, supported by any recommendation as may be made from time to time by the Board Committees (as appropriate):

**Financial**

- 1) The adoption of any significant change or departure in the accounting policies and practices of the Company and its subsidiaries.
- 2) The raising of incremental borrowing facilities involving substantial amounts.
- 3) The approval of the strategy, business plans and annual budgets and of any subsequent material changes in strategic direction or material deviations in business plans.
- 4) The approval of the annual financial statements and interim reports, the valuation of unlisted investments, the declaration of dividends and the forfeiture of unclaimed dividends.
- 5) The recommendation to shareholders of any increase, reduction or alteration to the share capital of the Company and the allotment, issue or other disposal of shares of the Company (except for shares allotted under any employee share option scheme).

**Statutory and administrative**

- 1) Recommending amendments to the Constitution of the Company.
- 2) The frequency of meetings of the Board.
- 3) The convening of general meetings of shareholders of the Company.
- 4) The prosecution, defence or settlement of legal or arbitration proceedings where material and except in the ordinary course of business.
- 5) The appointment, removal or replacement of the Company Secretaries.

*List of Matters Reserved for the Board (Cont'd)*

**Regulatory**

- 1) The approval of the terms and conditions of the Company's rights issues, public offers, capital issues or issues of convertible securities including shares or convertible securities issued for acquisitions;
- 2) The approval and authority to issue circulars to the shareholders of the Company;
- 3) The approval of and authority to issue prospectuses, listing particulars, rights offers or takeover or merger documents;
- 4) Recommending to the shareholders that any ordinary or special resolutions in respect of the Company;
- 5) Recommending to the shareholders to take a particular course of action proposed by the Board; and
- 6) Any decision to list the Company's shares on any stock exchange or to terminate any such listing.

**Conduct of the Board**

- 1) Appointments to the Board including the appointment of the Chairman, Chief Executive Officer, Executive Directors and Non-Executive Directors and the approval on the nomination of alternate directors (if any) as recommended by the Nomination Committee.
- 2) The appointment of, terms of reference and changes in the composition of the Board Committees as are established from time to time.
- 3) Any increase of Board members' fees as recommended by the Remuneration Committee and endorsed by the Board, which shall ultimately be approved by the shareholders of the Company in a general meeting.
- 4) To recommend any employee share option scheme, the rules applicable to any such scheme and any amendments to such rules for submission to the shareholders of the Company for approval.
- 5) The formulation of recommended policies in relation to equal opportunity employment, human capital development, environment, health and safety.
- 6) Constituting part of this Board Charter is a "general enabling resolution" which deals with the authority of certain Directors and officials to negotiate and finalise the terms of contracts, for and on behalf of the Company.

## **AUDIT COMMITTEE**

### **TERMS OF REFERENCE**

#### **1. Composition and Appointment**

The Audit Committee shall be appointed amongst the Board members and shall comprise no fewer than three (3) members; a majority of whom, including the Chairman, shall be independent directors and all members should be non-executive directors. At least one (1) member must be a member of the Malaysian Institute of Accountants or possess such other qualifications and/or experience as approved and prescribed by Bursa Malaysia Securities Berhad ("Bursa Securities").

In case a former key audit partner being nominated as member of AC, he shall observe a cooling-off period of at least three (3) years before being appointed as a member of AC.

#### **2. Retirement and Resignation**

In the event of any vacancy with the result that the number of members is reduced to below three, the vacancy shall be filled within three (3) months. Therefore, a member of the Audit Committee who wishes to retire or resign should provide sufficient written notice to the Company so that a replacement may be appointed before he leaves.

#### **3. Review of the Audit Committee**

The terms of office and performance of the Audit Committee and each of its members shall be reviewed by the Nomination Committee once a year to determine whether the Audit Committee and its members have carried out their duties in accordance with their terms of reference.

#### **4. Chairman**

The Chairman shall be an Independent Director. In the absent of the Chairman, the meeting shall be chaired by an independent director.

The Chairman should engage on a continuous basis with senior management, such as the chief executive officer, the chief operating officer, the group financial controller, the Internal Auditors and the External Auditors in order to be kept informed of matters affecting the company.

#### **5. Committee Secretary**

The Company Secretary shall be the Secretary of the Audit Committee and shall has the following key responsibilities:-

- (a) Ensure meetings are arranged and held accordingly;
- (b) Assist the Chairman in planning the Audit Committee Meeting;
- (c) Draw up meeting agendas in consultation with the Audit Committee Chairman, maintain the minutes, and draft its scheduled activities for the financial year;
- (d) Ensure structured communication channels between the Board and the Audit Committee;
- (e) Ensure proceedings of meetings are recorded and the minutes circulated to and confirmed by the Audit Committee Chairman before disseminating them to the Board; and
- (f) Ensure Audit Committee's recommendations presented to the Board are supported by papers, including minutes that explain the rationale for the proposal.

## **6. Quorum and Frequency of Meetings**

The Audit Committee shall meet at least four (4) times in each financial year and may regulate its own procedure in lieu of convening a formal meeting by means of video or teleconference. The quorum for a meeting shall be the majority of members present, who shall be independent directors.

The Audit Committee may call for a meeting as and when required with reasonable notice as the Committee Members deem fit.

All decisions at such meeting shall be decided by a majority of votes.

The External Auditors and Internal Auditors shall have the right to appear at any meeting of the Audit Committee and shall appear before the Committee when required to do so by the Committee. The External Auditors may also request a meeting if they consider it necessary.

## **7. Private session with the External Auditors**

The Audit Committee should meet the External Auditors without executive board members present at least twice a year.

## **8. Rights**

The Audit Committee shall:

- (a) have the authority to investigate any matter within its terms of reference;
- (b) have the resources which are required to perform its duties;
- (c) have full and unrestricted access to any information pertaining to the Group;
- (d) have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity;
- (e) have the right to obtain independent professional or other advice at the Company's expense;
- (f) have the right to convene meetings with the external auditors, excluding the presence of the executive board members, at least twice a year and whenever deemed necessary;
- (g) promptly report to Bursa Securities, or such other name(s) as may be adopted by Bursa Securities, matters which have not been satisfactorily resolved by the Board of Directors resulting in a breach of the listing requirements;
- (h) have the right to pass resolutions by a simple majority vote from the Committee and that the Chairman shall have the casting vote should a tie arise;
- (i) meet as and when required on a reasonable notice; and
- (j) the Chairman shall call for a meeting upon the request of the External Auditors.

## **9. Duties and Responsibilities**

The functions and responsibilities of the Audit Committee shall include the following:

### External Audit

- (a) To consider the appointment and/or re-appointment of auditors, the audit fee and any questions of resignation or dismissal including recommending the nomination of person or persons as auditors to the Board.
- (b) To have policies and procedures to assess the suitability and independence of External Auditors.
- (c) To review with the External Auditors on:
  - (i) the audit plan, its scope and nature;
  - (ii) the audit report;
  - (iii) the results of their evaluation of the accounting policies and systems of internal accounting controls within the Group; and
  - (iv) the assistance given by the officers of the Company to external auditors, including any difficulties or disputes with Management encountered during the audit.
- (d) To review with Management:
  - (i) audit reports and management letter issued by the External Auditors and the implementation of audit recommendations;
  - (ii) interim financial information/ report; and
  - (iii) the assistance given by the officers of the Company to the External Auditors.

### Internal Audit

- (e) To discuss problems and reservations arising from interim and final audits, and any matter the auditor may wish to discuss (in the absence of management where necessary).
- (f) To review the adequacy of the scope, functions and resources of the internal audit function.
- (g) To review the internal audit programme, processes the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function.

### Risk Management and Internal Control

- (h) To recommend such measures as to be taken by the Board on the effectiveness of the system of internal control and risk management practices of the Group.
- (i) To evaluate the quality and effectiveness of Company's internal control system and management information systems, including in compliance with applicable laws, rules, corporate governance requirements and guidelines.
- (j) To recommend to the Board the Directors' Statement on Risk Management and Internal Control and any changes to the said Statement.

Anti-Bribery, Whistle Blowing & Fraud

- (k) The Audit Committee's roles and responsibility in Anti-Bribery functions are as follows:
- i) Overseeing anti-bribery frameworks, policies and procedures and bribery reporting activities.
  - ii) Ensure compliance of anti-bribery and whistle-blower policies and procedures in the organization.
  - iii) Ensure sufficiency and adequacy of anti-bribery controls in the organization.
  - iv) Provide directive and mandates for investigation whenever bribery cases reported by the Anti-Bribery working committee (Corporate Compliance and Integrity Department).
  - v) Evaluate and deliberate on anti-bribery reports furnished by Anti-Bribery Working Committee.
  - vi) Decide next course of action (i.e. Close case/disciplinary actions/further actions) after deliberation of anti-bribery reports.
  - vii) Report and update to the Board of Directors (BOD) on anti-bribery activities and action taken on bribery cases.

Overseeing Financial Reporting

- (l) To monitor the integrity of the financial statements of the Company, including the quarterly reports on consolidated results and annual financial statements before recommendation to the Board for approval for releasing to the Bursa Securities, focusing particularly on:
- changes in or implementation of major accounting policy and practices;
  - significant and/or unusual matters arising from the audit;
  - the going concern assumption; and
  - compliance with accounting standards and other legal requirements.
- (m) To assess whether the financial report represents a true and fair view of the Company's performance and ensure compliance with the regulatory requirements.

Reviewing conflict of interest situations and related party transactions

- (n) To monitor related party transactions entered into by the Company or the Group and to determine if such transactions are undertaken on an arm's length basis and normal commercial terms and on terms not more favourable to the related parties than those generally available to the public, and to ensure that the Directors report such transactions annually to the shareholders via the annual report, and to review conflicts of interest that may arise within the Company or the Group including any transaction, procedure or course of conduct that raises questions of management integrity.

Reporting Responsibilities

- (o) To report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- (p) To make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Other Matters

- (q) To verify the allocation of options pursuant to a share scheme for employees as being in compliance with the criteria for allocation of options under the share scheme, at the end of each financial year.
- (r) To report to Bursa Securities, if the Committee views that a matter resulting in a breach of the Main Market Listing Requirements reported by the Committee to the Board has not been satisfactorily resolved by the Board.
- (s) To report to Bursa Securities, if there is any related party transaction which exceeded the Shareholders' Mandate and provide full reasoning and detailed explanations.
- (t) To coordinate with Risk Management Committee on the conduct of assurance activities pertaining to the company's sustainability reporting processes.
- (u) To scrutinise the links between company's material sustainability matters and financial performance.

**10. Terms of Reference**

The terms of reference should be assessed, reviewed and updated at least once every three years by the Audit Committee or as and when there are changes to the Malaysian Code of Corporate Governance and the Main Market Listing Requirements.

The Audit Committee should recommend any change to the terms of reference to the Board for approval.

The assessment of the Audit Committee's terms of reference should be a vigorous process taking into consideration the Company's circumstances and any new regulations that may have an effect on the Audit Committee's responsibilities.

## **NOMINATION COMMITTEE TERMS OF REFERENCE**

### **1. Introduction**

The Nomination Committee (“NC”) is established by the Board of Directors (“Board”) with the specific responsibility for selection and assessment of Directors, Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”).

It has the duty to strengthen composition with boardroom diversity and an appropriate mix of skills to ensure the sustainability of the Group. Its scope will include succession planning, skill development, and attracting and retaining qualified candidates.

### **2. Composition**

2.1 The NC members shall be appointed by the Board from amongst their number and shall consist of not less than two (2) members, all of whom shall be exclusively Non-Executive Directors, and a majority of whom shall be Independent Directors.

2.2 No alternate Director shall be appointed as a member of the NC.

2.3 The NC members may relinquish their membership in the NC with prior written notice to the Secretary. In the event of any vacancy arising in the NC resulting in the number of members of the NC falling below two (2), the vacancy shall be filled as soon as possible, but not later than three (3) months from any arising vacancy.

2.4 The term of a NC member shall automatically be terminated when he/she ceased to be a Director.

### **3. The Chairman**

The Chairman of the NC should be selected amongst the NC members identified by the Board. The NC shall be chaired by an Independent Director.

### **4. Restriction**

In order to avoid conflict of interest, a member of the NC shall abstain from participating in discussion and decision on matters involving him/her.

### **5. Reporting**

The NC reports to the Board.

### **6. Functions and Duties**

The main functions and duties of the NC shall include, but are not limited to the following:

6.1 Nomination Functions and Duties.

#### **6.1.1 Assessment of Board Composition**

(a) Establish a policy formalising the Kelington’s approach to Boardroom diversity (including diversity in gender, nationality, age, culture, socio-economic background, skills, experience and independence).

(b) Annually evaluate, review and recommend to the Board the appropriate size of the Board, required mix of skills, experience and other qualities, including core competencies which Non-Executive Directors shall bring to the Board and other qualities to function effectively and efficiently, and strengthen board leadership and oversight of sustainability issues.

- (c) Consider and recommend any policy regarding the period of service of Non-Executive Directors, tenure of Independent Directors and the term of office of Board Committee members, including Chairman of Board Committees.

#### 6.1.2 Appointments

- (a) Consider and recommend to the Board for new appointment as Directors to be filled by shareholders of the Board and shall consider the broad Fit and Proper, and Independence criteria as set out in the Board Charter. The selection criteria for an independent Non-Executive Director which may include:
  - Required skills, knowledge, expertise and experience;
  - Time commitment, character, professionalism and integrity;
  - Ability to work cohesively with other members of the Board;
  - Specialist knowledge or technical skills in line with the Kelington's strategy;
  - Diversity in age, gender and experience/background; and
  - Number of directorships in companies outside the Group.

A Directors' Fit and Proper Policy has been established to guide the NC in the review and assessment of candidates that are to be appointed onto the Board as well as Directors who are seeking election or re-election.

The NC shall also consider and recommend to the Board the composition of the Board which must comprise a majority of Independent Directors.

- (b) To take the necessary steps to ensure that women candidates are sought as part of the Company's recruitment exercise to meet its Board diversity policy.
- (c) Consider the need to appoint a Senior Independent Non-Executive Director, and if deemed appropriate, recommend to the Board for approval. In considering the candidate for the position of a Senior Independent Non-Executive Director, the NC shall assess the required knowledge and other qualities necessary for the effective discharge of his/her responsibilities.
- (d) Identify, consider and recommend suitable persons for appointment as Directors of Kelington and members of the Board Committees, relying on sources from existing Board members, Management, major shareholders, independent search firms and other independent sources.
- (e) Disclose in the Company's annual report how candidates for Non-Executive Director positions were sourced.
- (f) To ascertain "independence" of Independent Directors pursuant to the criteria as set out in the Main Market Listing Requirements of Bursa Securities Malaysia Berhad.
- (g) To ensure that all Directors receive appropriate and relevant continuous training programs in order to keep abreast with the latest development in the industry.

- (h) To recommend to the Board any removal of a Director from the Board in the event that the Director is ineffective, errant and/or negligent in discharging his/her responsibilities.
- (i) Appointment of Key Management Positions:
  - Review and recommend to the Board the appointment, evaluation, resignation, disciplinary actions and termination of the CEO, CFO and Key Responsible Persons.
  - Ensure that appointments of key pivotal positions are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

**6.1.3 Retirement and Re-election**

- (a) To review the tenure of each director and the annual re-election of a director by shareholders under the annual re-election provisions or retirement in accordance with the Directors' Fit and Proper Policy and thereafter, recommend the candidate, contingent on the satisfactory evaluation of the Director's performance and contribution to the Board, with due consideration to the extent to which the interplay of the Director's expertise, skills, knowledge and experience with those of other Board members, as well as their roles as committee members.
- (b) To recommend Directors who are retiring (by rotation) for re-election and termination of Board membership for appropriate reasons.

**6.1.4 Succession Planning**

- (a) To ensure that an appropriate framework and succession plan for the Executive Director and Senior Management of the Company.
- (b) To oversee succession planning for the Board Chairman and Directors.

**6.1.5 Annual Performance Assessment of Board, Board Committees, Individual Directors, and Annual Review of the Performance of the CEO and CFO**

- (a) Assist the Board in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and each Board Committee (including its size and composition), as well as the contribution of each individual Director.
- (b) Develop, maintain and review the criteria for evaluating the Board's, and Board Committees' and each individual Director's performance.
- (c) Engages independent expert at least every three years, to facilitate objective and candid board evaluations, if necessary.

- (d) The criteria used in the annual assessment should include the following:
  - will and ability to critically challenge and ask the right questions;
  - character and integrity in dealing with potential conflict of interest situations;
  - commitment to serve the Company, due diligence and integrity;
  - confidence to stand up for a point of view; and
  - contribution and performance, calibre and personality.
- (e) Ensure that appropriate actions are taken based on the results of the annual assessments, to continuously enhance the Board's overall performance and identify opportunities for improvement.
- (f) Annually review of the independence of Independent Director.
- (g) Annually review of the performance of the CEO and CFO
- (h) Review the terms of office and performance of the Audit Committee ("AC") and each of its members annually to determine whether the AC and its members have carried out the duties in accordance with its terms of reference.

#### 6.1.6 Training and Development

- (a) Recommend suitable orientation, educational and training programmes for continuous developments of Directors.
- (b) Ensure that all Board appointees undergo the necessary training programmes prescribed by the applicable statutory and regulatory bodies.
- (c) Ensure adequate training and orientation is given to new Directors with respect to the business, structure and management of the Group as well as the expectations of the Board with regards their contribution to the Board and Group.

### 6.2 Disclosure and Reporting

- 6.2.1 Ensure that a statement on its activities in the discharge of its nomination duties for the financial year is included in the Company's annual report.

## 7. MEETINGS

### 7.1 Frequency

- 7.1.1 The number of meetings which the Nomination Committee shall hold will depend on the circumstances but as a minimum, there must be at least one (1) meeting in a financial year.
- 7.1.2 Additional meetings shall be scheduled as considered necessary by the Nomination Committee or Chairman. The Nomination Committee may establish procedures from time to time to govern its meetings, keeping of minutes and its administration.
- 7.1.3 The Nomination Committee may request other Directors, members of management and consultants as applicable to participate in Nomination Committee meetings, as necessary, to carry out the Nomination Committee's responsibilities.

7.2 Notice and Agenda

- 7.2.1 The Secretary shall issue and circulate the notice of the NC meetings confirming the venue, time and date at least five (5) working days before each meeting to the committee members and all those who are required to attend the meeting.
- 7.2.2 The agenda for each meeting including relevant documents and information requested by the NC shall be circulated at least five (5) working days before each meeting to the NC members and all those who are required to attend the meeting.

7.3. Quorum

- 7.3.1 The quorum for a meeting shall be two (2) members. In the absence of the Chairman, the members present shall elect a Chairman for the meeting from amongst the members present.

7.4 Meeting Mode

- 7.4.1 A meeting of the NC shall normally be conducted face-to-face to enable effective discussion; however, meetings may also be conducted via telephone conferencing, video conferencing or other appropriate means as determined by the NC.
- 7.4.2 The NC may from time to time and if deemed appropriate, consider and approve and/or recommend relevant matters via a Circular Resolution in writing, in lieu of formally convening a meeting. The Circular Resolution shall be as valid and effectual as if it has been passed by a meeting of the NC duly convened. Approval of the NC obtained by an NC Circular Resolution must be signed or approved by all NC members subject to 7.5.2.

7.5 Voting

- 7.5.1 All resolutions of the NC shall be adopted by a simple majority vote, each member having one vote. In case of equality of votes, the Chairman shall have a second or casting vote.
- 7.5.2 An NC member is required to abstain from deliberations and voting in respect of any matter which may give rise to an actual perceived conflict of interest situation.

7.6 Meeting Minutes

- 7.6.1 The minutes of the meeting shall be action oriented and record the deliberations and decisions of the NC. Minutes shall include compiled Board instructions as Matters Arising for discussion at each NC meeting to ensure proper follow through.
- 7.6.2 Minutes shall be distributed to NC members and shall be approved by the Chairman of the meeting at which the proceedings are held or by the Chairman of the next succeeding meeting.
- 7.6.3 Copies of minutes of each meeting shall be distributed to all members of the Board.
- 7.6.4 The NC, through its Chairman, shall update the Board on the activities undertaken by the NC at each Board meeting.

7.6.5 Relevant members of Management shall be provided with the minutes and Matters Arising for follow up on key actions required.

7.7 Secretary

7.7.1 The Secretary to the NC shall be the Company Secretary or his/her nominated representative.

**8. ANNUAL PERFORMANCE ASSESSMENT**

8.1 The NC shall perform a self-assessment annually to assess its effectiveness in carrying out the duties as set out in this term of reference and report the results to the Board.

8.2 The Board shall review the composition, performance and effectiveness of the NC and each of its members annually to ensure that the Committee has the right composition, and sufficient, recent and relevant skills and expertise to effectively fulfil their roles.

8.3 All such assessments shall be properly documented.

**9. REVIEW OF THE TERMS OF REFERENCE**

9.1 The NC shall recommend any change to its terms of reference in such manner as the NC deems appropriate to the Board for approval. The terms of reference shall be assessed, reviewed and updated where necessary i.e. when there are changes to the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad or any other regulatory requirements.

9.2 It shall also be reviewed and updated when there are changes to the direction or strategies of the Kelington Group that may affect the NC's role.

## **REMUNERATION COMMITTEE**

### **- TERMS OF REFERENCE**

The terms of reference are as follows:

#### **Composition**

The Remuneration Committee shall be appointed from amongst the Board and shall:-

- (i) comprise no fewer than three (3) members; and
- (ii) comprise exclusively Non-Executive Directors.

#### **Rights**

1. The Remuneration Committee shall:
  - (a) have the resources which are required to perform its duties;
  - (b) have full and unrestricted access to all information and documents within the Group to perform its duties;
  - (c) have the right to obtain independent professional or other advice at the Company's expense;
  - (d) have the right to invite any employees of the Group to attend Remuneration Committee meetings and to brief the Committee Members on matters being deliberated;
  - (e) meet as and when required on a reasonable notice and have the right to regulate its own procedure on the calling of meeting;
  - (f) have the right to pass resolutions by a simple majority vote from the Committee Members and that the Chairman shall have the casting vote should a tie arise; and
  - (g) have the right to provide recommendations to the Board for consideration and approval.

#### **Duties and Responsibilities**

1. To recommend and advise the Board the remuneration and terms of conditions (and where appropriate, severance payments) of the Executive Directors (including Chief Executive Officer ("CEO")), ensuring that remuneration is set at a competitive level for similar roles within comparable markets to recruit, attract, retain and motivate high calibre, individuals and so structured as to align their interest with those of the Company and shareholders;
2. To establish a formal and transparent procedure for developing framework or policy on remuneration packages of individual directors, taking into consideration the following:
  - In case of Executive Directors (including CEO), the component parts of remuneration should be structured so as to link rewards to corporate and individual performance;
  - In the case of Non-Executive Directors, the level of remuneration should reflect the experience and level of responsibility undertaken by the Non-Executive Director concerned.

3. To approve any major changes to employee compensation and benefits arrangements applicable to the Executive Director(s).
4. To approve incentive plans for the Executive Directors and any amendments to such plan; and
5. To carry out other responsibilities, functions or assignments as may be defined by the Board from time to time.
6. To establish and review the benefits in all its form for the Executive Directors, Non-Executive Directors, CEO under the employment within the Group;
7. To review and approve annual salary increments and bonuses for the Executive Directors, CEO under the employment of the Group; and
8. To obtain external advice, where necessary, on Benefits for the Executive Directors, Non-Executive Directors under the employment of the Group.

Directors, whether executive or non-executive, should abstain from discussion and from participating in decisions of their own remuneration packages.

### **Meetings**

1. The number of meetings which the Remuneration Committee shall hold will depend on the circumstances but as a minimum, there must be at least one (1) meeting in a financial year. Additional meetings shall be scheduled as considered necessary by the Remuneration Committee or Chairman. The Remuneration Committee may establish procedures from time to time to govern its meetings, keeping of minutes and its administration.
2. The quorum for a meeting shall be two (2) members. In the absence of the Chairman, the members present shall elect a Chairman for the meeting from amongst the members present.
3. The Remuneration Committee may request other Directors, members of Management and consultants as applicable to participate in the Remuneration Committee meetings, as necessary, to carry out the Nomination Committee's responsibilities.

### **Terms of Reference**

The terms of reference should be assessed, reviewed and updated at least once every three years by the remuneration Committee or as and when there are changes to the Malaysian Code on Corporate Governance 2021 and the Main Market Listing Requirements.

The Remuneration Committee should recommend any change to the terms of reference to the Board for approval.

## **Terms of Reference of Risk Management Committee**

### **1.0 Objective**

The Risk Management Committee (the “Committee”) shall comprise at least 3 members.

The primary objective of the Risk Management Committee is to assist the Board of Directors (“the Board”) in:

- a. determine that there is a robust process in place for identifying, managing, and monitoring critical risks; oversee execution of that process; and ensure it is continuously improved as the business environment changes.
- b. providing oversight of the Group’s significant risks and regards risk management as an integral part of the operations and processes of the Group;
- c. ensuring that Management maintains a sound system of risk management and internal controls to safeguard shareholder’ interest and the Group’s assets; and
- d. determining the nature and extent of significant risk which it is willing to take in achieving its strategic objectives and ensuring the execution and implementation of our sustainability strategy.

### **2.0 Duties & Responsibilities**

The Committee shall report to the Board and provide appropriate advice and recommendations on material risk issues, and ensure that a risk management system is in place for the timely identification, mitigation and management of such key risks which may have material impact on the Group and provide overall direction and decisions on sustainability governance, strategy, initiatives, performance and processes.

The Committee shall seek to safeguard the interest/ investments of the Company’s shareholders and the Company’s assets and carry out the objectives by:

- a. ensuring that the approved risk management policies and procedures is implemented by the Management to comprehensively identify, control and minimise risk exposures to the Group effectively;
- b. maintaining a close relationship with the Company’s Audit Committee to minimise and/or prevent any overlap of functions with the Audit Committee, which include the review of the adequacy and effectiveness of internal control systems, including financial, operational, compliance and information technology controls; and
- c. providing strategic direction and considering sustainability issues as part of its strategic formulation and ensuring that an effective sustainability governance structure is in place.

2.1 Risk Governance & Oversight

The Committee ensures that its policies and procedures remain flexible to accommodate changes in circumstances and conditions while complying with legal and regulatory requirements. The key responsibilities include:

2.2 Risk Management Framework & Strategy

- a. review of the Group's risk management framework and major risk policies, ensuring comprehensive risk identification and mitigation strategies.
- b. provide a forum for reviewing material risk exposures and strategies for managing those risks, including periodic updates on risk management framework revisions.
- c. review the Group's risk appetite and advise the board on the Group's overall risk appetite and risk tolerance in alignment with the Group's vision and mission.
- d. review the adequacy of the Group's overall risk assessment processes, and the ability of the Group to identify and manage emerging and/or new material risks.
- e. review the Group Risk Profile on a periodic basis and ensure that significant risks that are outside tolerable ranges are being responded with appropriate actions taken in a timely manner.
- f. review the strategies and controls pertaining to the transfer of insurable risks, and the adequacy of coverage of such risks, vis-à-vis the risk appetite and the risk profile of the Group. ensure the integration of sustainability and climate-related risks and opportunities within the Group's Enterprise Risk Management (ERM).

2.3 Risk Controls & Mitigation

- g. review the strategies and processes pertaining to business continuity management.
- h. review and recommend the Delegation of Authority table to the Board for approval.
- i. review the effectiveness of risk mitigating actions post implementation for major projects and report the same to the Board.
- j. review the strategies pertaining to cyber risk management, including policies and procedures governing cyber risk, and monitor the effectiveness of the implementation of cyber security framework.
- k. conduct ad-hoc reviews of specific operational segments of the Group that may be posing unusual significant risks that may have a material impact on the risk profile of the Group and review reports on any material breaches of risk limits and the adequacy of proposed action.

2.4 Sustainability Risk & Governance

- l. Oversee the management of material sustainability matters, including climate-related risks and opportunities, and ensure alignment with the Group's sustainability objectives.
- m. Monitor the implementation of sustainability strategies and policies, including performance against targets.

- n. Oversee the sustainability strategy, including setting targets, policies, and materiality assessment processes, and review their outcomes.

**2.5 Reporting & Compliance**

- o. report to the Board, at least annually on the adequacy and effectiveness of:
  - a. Risk Management policies and systems established by the Management;
  - b. Insurance coverage taken by the Group in respect of transfer of risks; and
  - c. Strategies and Processes pertaining to business continuity management for the Group.
- p. review the statement on risk management and internal control in the Company's Annual Report to ensure that relevant information as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad is disclosed.
- q. review the implementation of the Company's and the Group's sustainability strategy with respect to engaging stakeholders, materiality assessment establishing of policies and practices, setting and assessing targets and measuring of performance against targets.
- r. review the draft of the Company's sustainability report and recommend to the Board for approval.

- 2.6 Adequate resources shall be made available to the Committee to enable it to perform its duties and responsibilities properly.

**3.0 Authority**

- 3.1 The Committee is authorised to:
- a. Seek any information it requires from any employee in order to perform its duties and have access to all relevant records;
  - b. Invite any employee or other individual to attend a meeting of the Committee; and
  - c. Appoint external consultants at the Company's costs to provide sustainability and risk management services or any experts as maybe appropriate to enable the Committee to discharge its duties and responsibilities, and to determine the terms of appointment and termination of such consultants or experts, including approval of their fees.
- 3.2 The Committee does not have approving authority and shall report its recommendations to the Board for approval.

**4.0 Secretary**

The Secretary of the Company shall act as the Secretary of the Committee. The Secretary shall in his/her absence, nominate a minute secretary to record the proceedings of the meeting of the Committee.

## **5.0 Meetings and Minutes**

- 5.1 The Committee shall meet as frequently as required but not less than two (2) times a year. Its quorum shall be two (2) members.
- 5.2 The Chairman of the Committee, in consultation with the other members of the Committee, shall be responsible for calling meetings of the Committee, establishing the agenda and supervising the conduct thereof.
- 5.3 Notice of meeting and relevant supporting information shall be distributed to the Committee members at least seven days prior to the scheduled meeting, except under special circumstances whereby a special meeting of the Committee is called on by the Chairman of the Committee.
- 5.4 If at any meeting, the Chairman of the Committee is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members who is a non-executive director to be the chairman of the meeting.
- 5.5 The minutes of the meeting shall be signed by the chairman of the meeting at which the proceedings were held by the chairman of the meeting. The minutes shall be circulated to all members of the Committee and the Board.
- 5.6 The Secretary shall keep the minutes of the Committee meetings at the Company's registered office. The minutes shall be open for inspection by any member of the Committee and the Board.
- 5.7 A resolution in writing signed by all members of the Committee for the time being entitled to receive notice of a meeting of Committee, shall be as valid and effectual as it had been passed at a meeting of the Committee duly convened and held, each signed by one or more members of the Committee. For purpose of this paragraph, "in writing" and "signed" include approval by facsimile and email.

## **6.0 Decision Making**

Decision on any matter within the purview of the Committee shall be made on a majority basis.

## **7.0 Review of Terms of Reference**

The Committee, with the assistance of the Management, shall review the adequacy and relevance of the Terms of Reference in line with the new best practices and new legal or regulatory requirements, at least once every three years and recommend proposed changes to the Board.



## FIT AND PROPER POLICY

### 1.0 INTRODUCTION

Kelington Group Berhad (“KGB” or “Company”) is committed to meeting its obligation under Paragraph 15.01A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad – Fit and Proper requirements. Individuals acting as “Key Responsible Persons” are required to possess the competence, character, diligence, honesty, integrity and judgement to perform properly the duties of that position, in tandem with good corporate governance practices.

Accordingly, the Company must prudently manage the risk to its business that Key Responsible Person persons acting in key positions are fit and proper.

Key Responsible Persons in the Policy refer to key persons who are accountable or responsible for the management and oversight of KGB. These comprise:

- (a) directors of KGB and its subsidiaries;
- (b) chief executive officers (CEOs) including CEO or Managing Director (MDs) of subsidiary companies;
- (c) any person performing a senior management function who has primary or significant responsibility for the management and performance of significant business activities of KGB; and
- (d) any person who has primary or significant responsibility for key control functions.

The purpose of the Policy on Fit and Proper for Key Responsible Persons (the “Policy”), is to set out the Company’s approach to the assessment of the fitness and propriety of persons who hold, or who are to be appointed or elected to, a Key Responsible Person position.

### 2.0 RESPONSIBILITIES

#### 2.1 Board’s commitment and responsibility

In the application of this Policy, Board and Nomination Committee (NC) are primarily responsible for ensuring that all Key Responsible Persons fulfil fit and proper requirements and for conducting assessments of the fitness and propriety of directors and the Group CEO and CFO.

For other Key Responsible Persons, decisions on appointments and assessments of fit and proper may be made by the CEO or a designated committee under the delegated authority of the Board and NC. The Board is committed to ensuring that each person who holds a Key Responsible Person position has the appropriate skill set and experience commensurate with the role that they hold, and will make all final determinations on the fitness and propriety of responsible persons.

#### 2.2 Responsibilities of Nomination Committee

The NC (with the assistance of the Company Secretary or Corporate Compliance & Integrity Department (“CCID”), where appropriate) is responsible for the assessment of existing directors or candidates for nomination or appointment as a director or senior management of the Company, and making recommendations to the Board on these matters.

### 2.3 Responsibilities of Secretarial and CCID

The Company Secretary or CCID is responsible for applying this Policy.

The Company Secretary or CCID is responsible for:

- a) Ensuring that appropriate fit and proper assessments are carried out for each responsible person;
- b) Making submissions about any matters that are relevant to a particular assessment of a responsible person's fitness and propriety;
- c) Providing information to the NC on matters concerning the procedure for fit and proper assessments; and
- d) Ensuring that the Company takes all reasonable steps to protect the information and documents collected for fit and proper assessments from misuse, unauthorised access, modifications, or disclosure.

### 3.0 REQUIRED NOTIFICATION

The Company Secretary or CCID must keep and maintain a current list of all Key Responsible Person position, in addition to details of the competencies and training required for each Key Responsible Person positions.

The NC must approve the list of Key Responsible Person positions maintained by the Company Secretary or CCID, and any changes to that list.

As soon as possible after a person is nominated or proposed for election or appointment to a Key Responsible Person positions, the Company will make available to that person a copy of this Policy and the details of the competencies and training required for the relevant Key Responsible Persons positions.

This Policy will also form part of the induction process for all responsible persons. The Company will also take reasonable steps to ensure that each responsible person is aware of, and fully understands this Policy, and receives a copy of the Policy before any assessment of their suitability to hold a Key Responsible Person position is conducted.

### 4.0 FIT AND PROPER CRITERIA

For the purpose of establishing whether a person is fit and proper to hold a Key Responsible Person position, the Company shall have regard to the person's:

- (a) **Probity, personal integrity and reputation** - person must have the personal qualities such as honesty, integrity, diligence, independence of mind and fairness.
- (b) **Competence and capability** - person must have the necessary skills, experience, ability and commitment to carry out the role.
- (c) **Financial integrity** - person must manage his debts or financial affairs prudently. The assessment of the above criteria shall have regard to the considerations set out below in paragraph 4.1 to 4.3 of this Policy.

- (d) **Time and Commitment** – person must have ability to discharge role having regard to other commitments

#### 4.1 Probity, Personal Integrity and Reputation

In assessing a person's level of probity, integrity and reputation to hold a position of a Key Responsible Person, the NC should consider matters including, but not limited to the following:

- (i) whether the person is or has been the subject of any proceedings of a disciplinary or criminal nature, or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;
- (ii) whether the person 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;
  - 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
  - a court of law of an offence under the securities laws or the corporation laws within a period of 5 years from the date of conviction or if sentenced to imprisonment, from the date of release from prison.
- (iii) whether a person has contributed significantly to the failure of an organisation or a business unit;
- (iv) whether the person has been dismissed, asked to resign or has resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions about his honesty and integrity;
- (v) whether the person has at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices;
- (vi) whether, in the past, the person has acted unfairly or dishonestly in his dealings with his customers, employer, auditors and regulatory authorities; and
- (vii) whether the person is free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of his judgement when acting in the capacity of a key responsible person which would be disadvantageous to KGB or KGB's interest.

## 4.2 Competence and Capability

Competence and capability are demonstrated by a person who possesses the relevant competence, experience, and ability to understand the technical requirements of the business, the inherent risks, and the management process required to perform his role as a key responsible person in the relevant capacity effectively.

In assessing a person's competence and capability, the NC should consider matters including, but not limited to the following:

- (i) whether the person has the appropriate qualification, training, skills, practical experience and commitment to effectively fulfil the role and responsibilities of the position and in the case of directors, having regard to their other commitments; and
- (ii) whether the person has satisfactory past performance or expertise in the nature of the business being conducted.

In this regard, the examples of competence and capabilities are as follows:

- (a) The person must possess the necessary experience in any of the following industries:
  - Engineering and Construction
  - Industrial Gases
  - Other relevant industries
- (b) The person must possess the necessary functional or technical expertise in any of the following areas:
 

○ Finance/ Accounting	○ Sustainability Management
○ Marketing	○ Human Resource
○ Legal	○ Other relevant function/ expertise
○ Risk Management	
○ Senior Leadership	
- (c) The person must possess the relevant working experience in a senior position of not less than 10 years.

## 4.3 Financial Integrity

Financial integrity is demonstrated by a person who manages his own financial affairs properly and prudently. In assessing a person's financial integrity, the NC must consider all relevant factors, including but not limited to the following:

- (i) whether the person has been and will be able to fulfil his financial obligations, whether in Malaysia or elsewhere, as and when they fall due; and
- (ii) whether the person has been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.

#### 4.4 Time and commitment

- (i) whether the person is able to devote time as a board member, having factored other outside obligations, including concurrent board positions held by the director across listed issuers and non-listed entities.
- (ii) whether the person is able to exhibits ability to articulate views independently, objectively and constructively.
- (iii) whether the person able to exhibits open mindedness to the views of others and the ability to make a considered judgment after hearing the views of others.

#### 5.0 THE ASSESSMENT

- 5.1 The NC will assess each person for new appointment or re-appointment of Directors based on the criteria set under item 4.0 before recommending to the Board for approval.
- 5.2 For re-appointment of Directors, the NC will conduct an assessment based on Directors' Evaluation Form as set out in **Annexure 1** (*The questionnaires are based on Appendix V of Pull-out I of the Corporate Governance Guide 4th Edition*).
- 5.3 For the appointment of new Director, the person is required to complete the Prospective Directors Information as set out in **Annexure 2**.
- 5.4 The results of the assessments are part of the Company's internal documents and shall not be disclosed or provided to any other party.

#### 6.0. REVIEW OF THE POLICY

The NC shall recommend any change to the Policy as the NC deems appropriate to the Board for approval. The terms of the Policy shall be assessed, reviewed and updated where necessary, i.e. when there are changes to the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad or any other regulatory requirements.



### Declaration Form for Key Responsible Person of Kelington Group

I, \_\_\_\_\_,

NRIC No.: \_\_\_\_\_

residing at \_\_\_\_\_

do hereby and solemnly affirm and declare the followings:

		YES	NO
A	<b>Probity, Personal Integrity and Reputation</b>		
(i)	whether you are or have been the subject of any proceedings of a disciplinary or criminal nature, or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings.		
(ii)	whether you are or have been convicted by: <ul style="list-style-type: none"> <li>- a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a corporation;</li> <li>- 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</li> <li>- a court of law of an offence under the securities laws or the corporation laws within a period of 5 years from the date of conviction or if sentenced to imprisonment, from the date of release from prison.</li> </ul>		
(iii)	whether you have contributed significantly to the failure of an organisation or a business unit.		
(iv)	whether you have been dismissed, asked to resign or has resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions about your honesty and integrity.		
(v)	whether you have at any time shown a strong objection or a lack of willingness to maintain effective internal control systems and risk management practices.		
(vi)	whether in the past, you have acted unfairly or dishonestly in your dealings with your customers, employer, auditors and regulatory authorities.		
(vii)	whether you are free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of your judgement when acting in the capacity of a key responsible person which would be disadvantageous to KGB or KGB's interest.		

## Declaration Form for Key Responsible Person of Kelington Group

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		YES	NO
<b>B</b>	<b>Financial Integrity</b>		
(i)	whether you have been and will be able to fulfil your financial obligations, whether in Malaysia or elsewhere, as and when they fall due.		
(ii)	whether you have been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.  For example, have you been adjudged as a bankrupt or involved in a bankruptcy proceeding?		
<b>C</b>	<b>Time and commitment</b> <i>Applicable for Non-Executive Director:</i>		
(i)	whether you are able to devote time as a board member, having factored other outside obligations including concurrent board positions held by the director across listed issuers and non-listed entities.		

I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declaration Act, 1960.

.....

(Signature of Key Responsible Person making the declaration)

Name:

Date:

in the presence of

.....

Name:

Date:

**ANNEXURE 1 – DIRECTORS’ EVALUATION FORM**

The Evaluation Form provides ratings from one (1) to four (4), or ‘yes’ and ‘no’, with the indicators illustrated below, to be responded in relation to the nature of the questions:

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Yes, always	Yes, most of the time	Yes, but seldom	No
or			
4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Above average	Average	Below average	Poor
or			
Yes <input type="checkbox"/>		No <input type="checkbox"/>	
Yes		No	

Where a particular criterion is deemed not applicable, it shall be indicated as “Not Applicable” in the comment box.

Name of Director: \_\_\_\_\_

**Section A: Fit and Proper**

- Has not been questioned, of his/her honesty, integrity, professional conduct or business ethics/practices which are deceitful, oppressive or improper and investigated on complaints lodged.

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

- Has shown willingness to maintain effective internal control systems and risk management practices.

Yes <input type="checkbox"/>	No <input type="checkbox"/>
Comment:	

- Possesses relevant qualification, knowledge, experience and ability to understand the technical requirements, risk and management of the company’s business.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

## ANNEXURE 1 – DIRECTORS’ EVALUATION FORM

### Section B: Contribution and performance

4. Probes management to ensure management has taken and suggests management to take into consideration the varying opportunities and risks whilst developing strategic plan (this plan may or may not be in writing as long as minutes of meeting provide a discussion of such strategy).

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

5. Probes management when there are red flags/concerns which could, amongst others, indicate possible non-compliance of regulatory requirements.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

6. Provides logical honest opinions on issues presented and is not afraid of expressing disagreement on matters during the meeting, if any.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

7. Receives feedback from board and/or committee and incorporates feedback obtained into decision-making process in an objective manner.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

8. Defends own stand through constructive deliberations at board and/or committee meetings, where necessary.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

9. Tackles conflicts and takes part in proposing solutions.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

**ANNEXURE 1 – DIRECTORS’ EVALUATION FORM**

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10. Offers practical and realistic advice to board and/or committee discussions.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

11. Takes initiative to demand for additional information, where necessary.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

12. Test quality of information and assumptions.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

13. Reviews and relates short-term concerns to long-term strategy.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

14. Contributes to risk management initiatives.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

15. Contributes personal knowledge and experience into the consideration and development of strategy.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

16. Facilitates objective-oriented decision-making process.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
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**ANNEXURE 1 – DIRECTORS’ EVALUATION FORM**

Comment:
----------

17. Priorities context of issues to be in line with objectives.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

18. Effectively and proactively follows up on areas of concern.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

19. Demonstrates willingness to devote time and effort to understand the company, its business and displays readiness to participate in events outside the boardroom such as site visits.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

**Section C: Calibre and personality**

20. Acts in good faith and with integrity.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

21. Attends meetings well prepared and adds value to board and/or committee meetings.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

22. Works constructively with peers, the company secretary and senior management.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

**ANNEXURE 1 – DIRECTORS’ EVALUATION FORM**

23. Offers insight to matters presented with requisite knowledge and skills, and shares information.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

24. Encourages others to get things done, is decisive and action oriented.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

25. Articulates in a non-confrontational and comprehensible manner.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

26. Understands individual roles and responsibilities and ensures contribution is contemporary with developments.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

27. Behaviour engenders mutual trust and respect within the Board and with other key officers.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

28. Communicates effectively with shareholders.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

**ANNEXURE 1 – DIRECTORS’ EVALUATION FORM**

29. Constructively challenges and contributes to the development of strategy.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

30. Scrutinises the performance of management in meeting agreed goals and objectives and monitors reporting of performance.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

31. Satisfies himself/herself that financial information is accurate and financial controls and systems of risk management are robust and defensible.

4 <input type="checkbox"/>	3 <input type="checkbox"/>	2 <input type="checkbox"/>	1 <input type="checkbox"/>
Comment:			

Other comments:

Checked and compiled by:

-----  
Name:  
Designation:

**ANNEXURE 2 – PROSPECTIVE DIRECTORS INFORMATION**

Name of **KELINGTON GROUP BERHAD AND/OR ITS GROUP OF COMPANIES** (collectively referred to as “KGB Group”, individually referred to as “the Company”)  
Company:

**Part A: Personal Details**

1	Full Name	
2	Date of Birth	
3	NRIC No./ Passport No.	
4	Citizenship	
5	Permanent Address	
6.	Correspondence Address (if different from above)	
7	Telephone No.	
8	Email Address	

**ANNEXURE 2 – PROSPECTIVE DIRECTORS INFORMATION**

**Part B: Education Background and Work Experience**

<b>No</b>	<b>Questions</b>	<b>Answer</b>
1	Educational Qualification (List all chronologically from the latest qualification)	
2	Work Experience (List all chronologically from the latest experience to the last)  (Please use separate paper if required)	
3	What do you consider to be your core area(s) of expertise?	

**ANNEXURE 2 – PROSPECTIVE DIRECTORS INFORMATION**

**Part C: Directorship**

No	Questions	Answer
1	List of Current and Past Directorship (Please use separate paper if required)	

**Part D: Declaration**

No	Questions	Answer
1	Do you have any relationship with any Directors in KGB Group?	<input type="checkbox"/> Yes <input type="checkbox"/> No  If yes, please state details: ..... .....
2	Do you have any interest, both direct and indirect in KGB Group?	<input type="checkbox"/> Yes <input type="checkbox"/> No  If yes, please state details: ..... .....
3	Do you have any relatives currently working in KGB Group?	<input type="checkbox"/> Yes <input type="checkbox"/> No  If yes, please state details: ..... .....
4	Have you ever been committed of any commercial and criminal crimes including but not limited to traffic offence under the Laws of Malaysia?	<input type="checkbox"/> Yes <input type="checkbox"/> No  If yes, please state details: ..... ..... .....
5	Are you currently and/or the company where you are a director been notified of any impending disciplinary or criminal proceedings or of any investigations, which might lead to such proceedings?	<input type="checkbox"/> Yes <input type="checkbox"/> No  If yes, please state details: ..... ..... .....

**ANNEXURE 2 – PROSPECTIVE DIRECTORS INFORMATION**

No	Questions	Answer
6	<p>Have you or the company where you are a director contravene any provision made by or under any written law such as the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001, the Malaysian Anti-Corruption Commission Act 2009, the Companies Act 2016, Capital Markets and Services Act 2007 and any other applicable laws?</p>	<p><input type="checkbox"/> Yes  <input type="checkbox"/> No</p> <p>If yes, please state details:</p> <p>.....</p> <p>.....</p> <p>.....</p>
7	<p>Have you or the company where you are a director been reprimanded by the regulators namely, Securities Commission Malaysia and Suruhanjaya Syarikat Malaysia?</p>	<p><input type="checkbox"/> Yes  <input type="checkbox"/> No</p> <p>If yes, please state details:</p> <p>.....</p> <p>.....</p> <p>.....</p>

**ANNEXURE 2 – PROSPECTIVE DIRECTORS INFORMATION**

No	Questions	Answer
8	<p>Have you involved in any business or relationship which could materially pose a conflict of interest or interfere with your judgment when acting as a director which is disadvantageous to the company?</p>	<p><input type="checkbox"/> Yes  <input type="checkbox"/> No</p> <p>If yes, please state details:</p> <p>.....                  .....                  .....</p>
9	<p>Are you currently a bankrupt?</p>	<p><input type="checkbox"/> Yes  <input type="checkbox"/> No</p> <p>If yes, please state details and steps taken to discharge yourself from the liability:</p> <p>.....                  .....                  .....</p>
10	<p>Do you hold a post in any political party?</p>	<p><input type="checkbox"/> Yes  <input type="checkbox"/> No</p> <p>If yes, please state details:</p> <p>.....                  .....                  .....</p>

**ANNEXURE 2 – PROSPECTIVE DIRECTORS INFORMATION**

**PART E: OTHERS**

No	Questions	Your Answer
1	What kind of time commitments do you now have for your current activities?	..... ..... .....
2	What would your expectations be for the time necessary for the Company's Board?	..... ..... .....

I, ..... (NRIC/Passport No: ..... ) hereby declare that the above responses are true and correct, as to the best of my knowledge. I further authorise the Company to conduct background check, if necessary, which may consist of prior employment verification, professional reference checks, education confirmation and/or criminal record and credit checks for the purpose of my appointment as a Director of Kelington Group Berhad and/or its Group of Companies.

**Signature** : .....

**Name** : .....

**Date** : .....

# Anti-Bribery and Corruption Policy Statement

## Kelington Group Berhad

[Company No. 199901026486 (501386-P)]

Kelington Group Berhad (“KGB”) is committed to conducting its business lawfully and ethically and shall apply the highest standards of ethical conduct and integrity in its business activities by putting in place adequate policies and procedures to prevent corruption and bribery.

KGB is committed to:

- ❖ Adopt a zero-tolerance approach towards bribery and will not pay or receive bribes to or from anyone for any purpose.
- ❖ Undertakes in the best interest of KGB Group, rather than for personal gain in performing our duties as guided by Anti-Bribery and Corruption Policy.
- ❖ Encourage transparent and ethical conduct in the Group by providing avenues for employees to disclose improper conduct through whistleblowing channels as guided by the KGB’s Whistleblowing Policy.
- ❖ Report any corruption and bribery via KGB’s whistleblowing channel and/or to Malaysian Anti-Corruption Commission (MACC) as in compliance to whistleblowing Policy and Guidelines.
- ❖ Eliminate solicitation and bribery that may arise in the cause of giving and receiving of gift, entertainment and hospitality as guided by No Gifts Policy.
- ❖ Manage Corporate Responsibility initiatives ethically to eliminate corruption and bribery as guided by Anti-Bribery and Corruption Policy.
- ❖ Uphold good image of integrity, transparency and accountability in all aspect of its business through efficient, productive, and disciplined behavior as anticipated and what have been set forth in the Code of Ethics and Conducts.

Approved by :-

Raymond Gan  
 Chairman  
 KELINGTON GROUP BERHAD  
 Date: 20<sup>th</sup> May 2020



## Kelington Group Berhad

# ANTI-BRIBERY AND CORRUPTION POLICY

Reference No.:	GRC/2020/ABC	Revision No.:	1
Effective Date:	20 <sup>th</sup> May 2020	Revision Date:	1 <sup>st</sup> August 2024

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### REVISION HISTORY

Version	Effective Date
0	20th May 2020
1	1st August 2024

## 1. INTRODUCTION

Kelington Group Berhad ("KGB") or the Company is committed to conducting its business lawfully and ethically. In response to the development of the law and regulations in relation to global fight against corruption, including the introduction of corporate liability to Malaysian commercial organisation, via the Malaysian Anti-Corruption Commission (Amendment) Act 2018, KGB has established this Anti-Bribery and Corruption Policy that sets out the Company's principles and stance and adequate procedures against bribery activities in the conduct of its business.

This Anti-Bribery and Corruption Policy ("ABC Policy" and/or "the Policy") has considered amongst others, guidance issued by the Prime Minister's Department, i.e. Guidelines on Adequate Procedures Pursuant to Subsection (5) of Section 17A under the Malaysian Anti-Corruption Commission Act (Amendment) Act 2018, as well as other international better practices.

The ABC Policy has also been developed as part of the KGB's Anti-Bribery Management System which has been designed to align with the requirements set out in the ISO 37001:2016. Having a clear and unambiguous policy statement on the Company's position regarding bribery and corruption forms the cornerstone of an effective integrity management system. The policy should thus be read in conjunction with the ISO as well as the Company's various policies & guidelines. If multiple documents speak on the same subject, then the more stringent provision always applies.

KGB aims to achieve the highest level of business ethics and prevent the occurrence of bribery in the conduct of its businesses. This Policy addresses the key policies on the Company's bribery risks, and, together with general internal controls of the Company, are aimed to mitigate bribery risks of the Company.

This Policy shall be reviewed when:

- i) There is a change in the law or circumstance in the Company's business; and
- ii) There is a material change in the environment or circumstances in which the Company is operating. In any event, this Policy shall be reviewed at least once every three (3) years.

## 2. ANTI-BRIBERY AND CORRUPTION COMMITMENT

Kelington Group Berhad (KGB) is committed to conducting business dealings with integrity. This means avoiding practices of bribery and corruption of all forms in the Company's daily operations.

KGB Group has adopted a zero-tolerance approach against all forms of bribery and corruption. Employees who refuse to pay bribes or participate in acts of corruption will not be penalised even if such refusal may result in losing business.

The Policy leverages on the values and core principles set out in the Code of Business Ethics. Full compliance to both the spirit and the letter of this Policy is mandatory and should be maintained using a principle-based approach.

## 3. OBJECTIVE

This policy sets out KGB Group's overall position on bribery and corruption in all its forms.

## 4. SCOPE

This policy is applicable to KGB, its controlled organisations, business associates acting on KGB's behalf, the Board of Directors and all KGB' personnel.

Joint-venture companies in which KGB is non-controlling or co-venture and associated companies are encouraged to adopt these or similar principles. Sub-contractors and External providers are expected to comply with this policy in relation to all work conducted with KGB, or on KGB's behalf.

## 5. REFERENCES

Malaysian Anti-Corruption Commission Act 2009 (MACCA)  
Malaysian Anti-Corruption Commission (Amendment) - Act 2018 ("MACCA")  
Guidelines On Adequate Procedures  
(Pursuant to Sub-section 5 of section 17 A) The Malaysian Anti-Corruption  
Commission Act 2009)  
ISO 37001:2016 Anti-bribery Management System  
Whistleblowing Policy and Guidelines  
Code of Ethics and Conducts  
Employee Handbook  
Limits of Authority  
No Gift Policy  
Transparency International's Adequate Procedures - Guidance to the UK Bribery Act 2010

## 6. DEFINITIONS

"**ABMS**" means KGB's Anti-Bribery Management System;

"**Audit Committee**" means the Audit Committee of the Board of Directors of KGB;

"**Risk Management Committee**" means the Risk Management Committee of the Board of Directors of KGB.

"**Bribery & Corruption**" means any action which would be considered as an offence of giving or receiving 'gratification' under the Malaysian Anti-Corruption Commission Act 2009 (MACCA). Bribery refers to the act of corruptly authorising, giving, agreeing to give, promising, offering, soliciting, receiving, or agreeing to receive any gratification. In practice, this means offering, giving, receiving or soliciting something of value in an attempt to illicitly influence the decisions or actions of a person who is in a position of trust within an organisation.

Bribery may be 'outbound', where someone acting on behalf of KGB attempts to influence the actions of someone external, such as a Government official or client decision-maker. It may also be 'inbound', where an external party is attempting to influence someone within the Company such as a senior decision-maker or someone with access to confidential information.

**“Facilitation payments”** shall have the definition consistent with that provided by Transparency International, which is: a small bribe, also called a ‘facilitating’, ‘speed’, or ‘grease’ payment, made to secure or expedite the performance of a routine or necessary action to which the payer has legal or other entitlement.

**“Giving” or “Paying” a Bribe** refers to actions amounting to the act of agreeing to give, promising, or offering a bribe by a person associated.

**“Gratification”** is defined in the Malaysian Anti-Corruption Commission Act 2009 to mean the following:

- (a) money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage;
- (b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- (c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- (d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
- (e) any forbearance to demand any money or money's worth or valuable thing;
- (f) any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and
- (g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).

**“Receiving” a bribe** refers to actions amounting to the act of soliciting or agreeing to receive a bribe by a person associated.

**“Business Associate”** means an external party with whom KGB has, or plans to establish, some form of business relationship. This may include clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries and investors.

**“CCID”** Corporate Compliance and Integrity Department

**“Conflict of Interest”** means when a person's own interests either influence, have the potential to influence, or are perceived to influence their decision making at KGB.

**“Controlled organisation”** means an entity where KGB has the decision-making power over the organisation (i.e. KGB Group/Subsidiaries/ Oversea Branches) such that it has the right to appoint and remove the management. This would normally be where KGB has the controlling interest (>50% of the voting share ownership), but it could be where there is an agreement in place that KGB has the right to appoint the management, for example a joint venture where KGB has the largest (but still <50%) allocation of the voting shares;

**“Corporate Gift”** means something given from one organisation to another, with the appointed representatives of each organisation giving and accepting the gift. Corporate gifts may also be promotional items given out equally to the general public at events, trade shows and exhibitions as a part of building the Company's brand. The gifts are given transparently and openly, with the implicit or explicit approval of all parties involved. Corporate gifts normally bear the Company name and logo. Examples of corporate gifts include items such as diaries, table calendars, pens, notepads and plaques.

**"Donation & Sponsorship"** means charitable contributions and sponsorship payments made to support the community. Examples include sponsorship of educational events, supporting NGOs, and other social causes;

**"Exposed Position"** means a staff position identified as vulnerable to bribery through a risk assessment. Such positions may include any role involving: Sales & Marketing function, procurement function, project tendering, project management, construction sites, Occupational & Safety health (OSHA), contract management, financial approvals; human resource; relations with government officials or government departments; where negotiation with an external party is required; or other positions which the Company has identified as vulnerable to bribery;

**"Hospitality"** means the considerate care of guests, which may include refreshments, accommodation and entertainment at a restaurant, hotel, club, resort, convention, concert, sporting event or other venue such as Company offices, with or without the personal presence of the host. Provision of travel may also be included, as may other services such as provision of guides, attendants and escorts; use of facilities such as a spa, golf course or ski resort with equipment included;

**"KGB" or "Company"** means Kelington Group Berhad and its group of companies;

**"Personnel or Person Associated"** means directors and all individuals directly contracted to the Company on an employment basis, including permanent and temporary employees or he is a person who performs services for or on behalf of the Company.

## 7. POLICY OWNER

The Corporate Compliance and Integrity Department ("CCID") is the owner of this policy.

## 8. ANTI-BRIBERY AND CORRUPTION POLICY

**8.1** Bribery and corruption in all its forms as it relates to KGB's activities is prohibited.

**8.2** Bribery and corruption may take the form of anything of value, such as money, goods, services, property, privilege, employment position or preferential treatment.

KGB personnel and its business associates shall not therefore, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person in a position of trust within an organisation, either for the intended benefit of KGB or the persons involved in the transaction.

- 8.3** The anti-bribery and corruption statement applies equally to its business dealings with commercial ('private sector') and Government ('public sector') entities, and includes their directors, personnel, agents and other appointed representatives. Even the possible appearance of bribery or corruption is to be avoided, in particular when dealing with Government officials.
- 8.4** The anti-bribery and corruption statement applies to all countries worldwide without exception and without regard to regional customs, local practices or competitive conditions.
- 8.5** No KGB's personnel or external party will suffer demotion, penalty or other adverse consequences in retaliation for refusing to pay or receive bribes or participate in other illicit behaviour.
- 8.6** KGB is also committed to conducting due diligence checks on prospective personnel, particularly as it relates to appointments to positions where a more than minor bribery or corruption risk has been identified.

## **9. RECOGNITION OF LOCAL AND INTERNATIONAL LEGISLATION**

- 9.1** KGB is committed to conducting its business ethically and in compliance with all applicable laws and regulations in the countries where it does business.
- 9.2** These laws include but are not limited to the Malaysian Penal Code (revised 1977) (and its amendments), the Malaysian Anti-Corruption Commission Act 2009 and its amendments, the Companies Act 2016, These laws prohibit bribery and acts of corruption, and mandate that companies establish and maintain accurate books and records and sufficient internal controls.
- 9.3** In cases where there is a conflict between mandatory laws and the principles contained in this and other policies, the law shall prevail.

## 10. GIFTS, ENTERTAINMENT, DONATIONS AND SPONSORSHIPS

**10.1** KGB personnel are discouraged from receiving or asking for (soliciting) **gifts** from external parties. Under no circumstances may KGB personnel accept gifts in the form of cash or cash equivalent, including gift certificates, loans, commissions, coupons, discounts or any other related forms. Further details are set out in "No gifts policy" as well as "Code of ethics and conducts".

**10.2** The only form of gift-giving allowed to external parties is a corporate gift. Any gift-giving or event of hospitality is subject to approval according to Limits of Authority and must fulfil the following conditions:

- a) They are limited, customary and lawful under the circumstances;
- b) They do not have or are perceived to have (by either the giver or the receiver), any effect on actions or decisions.
- c) There must be no expectation of any specific favour or improper advantages from the intended recipients;
- d) The independent business judgment of the intended recipients must not be affected;
- e) There must not be any corrupt / criminal intent involved; and
- f) The giving out of the gift and hospitality must be done in an open and transparent manner.

**10.3 Sponsorships** of gift or **Donations** for company activities are permitted in accordance with the Code of Ethics and Conducts to ensure acceptability. However, the Company prohibits the giving and receiving of sponsorships to influence business decisions. The amount of sponsorship shall not exceed **RM 5000** in total per transaction.

**10.4 Entertainment** in the course of business dealings are acceptable wherein such entertainment provided or received from clients must be adhered to guidelines stipulated in the Code of Ethics and Conducts.

## 11. FACILITATION PAYMENTS

**11.1** KGB adopts a strict policy of disallowing the use of facilitation payments in its business. Facilitation payment is a payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite the performance of a routine or administrative duty or function.

**11.2** Personnel shall decline to make the payment and report to CCID immediately when they encounter any requests for a facilitation payment. In addition, if a payment has been made and personnel are unsure of the nature, the CCID must be notified immediately, and the payment recorded accordingly.

**11.3** Only in the event that an employee's security is at stake is it permitted to make the payment. The employee must immediately report the incident to their Head of Department and CCID to record the details and keep a record of what was spent.

## 12. SUPPORT LETTERS

KGB awards contracts and employee positions purely on a merit basis. Therefore, support letters in all forms shall not be recognised as part of the business decision making process.

## 13. RECRUITMENT, PROMOTION AND SUPPORT OF PERSONNEL

**13.1** KGB recognises the value of integrity in its personnel and business associates. The Company's recruitment, training, performance evaluation, remuneration, recognition and promotion for all KGB personnel, including management, shall be designed and regularly updated to recognize integrity.

**13.2** KGB does not offer employment to prospective personnel in return for their having improperly favoured the Company in a previous role.

## 14. BUSINESS ASSOCIATES

- 14.1** All business associates (including external providers such as consultants, advisors, and agents) acting on behalf of KGB are required to comply with this Policy, the KGB's Code of Business Ethics, and all other policies as it relates to them.
- 14.2** In circumstances where KGB retains controlling interest, such as in certain joint venture agreements, business associates are required to adhere to the ABC Policy and KGB's Code of Business Ethics. Where KGB does not have controlling interest, associates are encouraged to comply the same.
- 14.3** Due diligence should also be carried out with regards to any business associates intending to act on the Company's behalf as an agent or in other representative roles, to ensure that the entity is not likely to commit an act of bribery or corruption in the course of its work with KGB.
- 14.4** The extent of the due diligence should be based on a bribery and corruption risk assessment. Due diligence may include a search through relevant databases, checking for relationships with public officials, self-declaration, and documenting the reasons for choosing one particular Business associate over another. The results of the due diligence process must be documented, retained for at least seven years and produced on request by the custodian of the process.
- 14.5** KGB shall include standard clauses in all contracts with business associates enabling the Company to terminate the contract in the event that bribery or an act of corruption has been proved to occur. Additional clauses may also be included for business associates acting on KGB's behalf where a more than minor bribery risk has been identified.

## 15. RESPONSIBILITIES OF KGB PERSONNEL

**15.1** All KGB personnel (including its directors, and directors and personnel of its controlled organisations) are required to carry out those responsibilities and obligations relating to the Company's anti-bribery and corruption stance, alongside those already in existence, which includes the following:

- a) Be familiar with applicable requirements and directives of the policy and communicate them to subordinates;
- b) Promptly record all transactions and payments in KGB's books and records accurately and with reasonable detail;
- c) Ask the CCID if any questions about this policy arise or if there is a lack of clarity about the required action in a particular situation;
- d) Always raise suspicious transactions and other "red flags" (indicators of bribery or corruption) to immediate superiors for guidance on the next course of action;
- e) Be alert to indications or evidence of possible violations of this policy;
- f) Promptly report violations or suspected violations through appropriate channels;
- g) Attend required anti-bribery and corruption training as required according to position; and
- h) Not misuse their position or KGB's name for personal advantage.

**15.2** When dealing with business associates, all KGB personnel shall not:

- a) express unexplained or unjustifiable preference for certain parties;
- b) make any attempt at dishonestly influencing their decisions by offering, promising or conferring advantage;
- c) exert improper influence to obtain benefits from them;
- d) directly or indirectly offer or make promise or corrupt payments, in cash or in kind for a specific favour or improper advantage from them.

**15.3** During an active or anticipated procurement or tender exercise, personnel participating in the exercise in any way whatsoever, shall not:

- a) receive gifts or hospitality or any kind from any external party participating, planning to participate, or expected to participate, in the procurement or tender exercise;
- b) provide anything other than a corporate gift and token hospitality to any external/third party related to the exercise;
- c) be involved in any discussions regarding business or employment opportunities, for personal benefit or for the benefit of a business associate;

- d) abuse the decision-making and other delegated powers given by the top management; and
- e) bypass normal procurement or tender process and procedure.

**15.4** When dealing with external parties in a position to make a decision to KGB's benefit (such as a Government official or client), KGB personnel shall not:

- a) offer, promise or make any attempt at dishonestly influencing the person's decision by directly or indirectly offer or make promise of corrupt payments, in cash or in kind;
- b) be involved in any discussions regarding business or employment opportunities, for their own personal benefit or for the benefit of the external party;
- c) otherwise abuse the decision-making and other delegated powers given by the top management, in order to illicitly secure an outcome which would be to the commercial advantage to themselves and/or the Company; and
- d) exert improper influence to obtain personal benefits from them.

**15.5** KGB's managers have a particular responsibility to ensure that the ABMS requirements are applied and complied with within their department or function and to monitor compliance with the policy. They also must ensure that subordinates in 'Exposed Positions' attend relevant training.

## **16. CONFLICTS OF INTEREST**

**16.1** Conflicts of interest arise in situations where there is personal interest that could be considered to have potential interference with objectivity in performing duties or exercising judgment on behalf of the Company. All personnel should avoid situations in which personal interest could conflict with their professional obligations or duties. Personnel must not use their position, official working hours, Company's resources and assets, or information available to them for personal gain or to the Company's disadvantage.

**16.2** In situations where a conflict does occur, personnel are required to declare the matter as per the Employees Handbook.

## 17. STAFF DECLARATIONS

**17.1** All KGB personnel shall certify in writing that they have read, understood and will abide by this policy. A copy of this declaration shall be documented and retained by the Human Resources Department for the duration of the personnel's employment. A sample declaration can be found in the **Appendix** of this Policy.

**17.2** The CCID reserves the right to request information regarding an employee's assets in the event that the person is implicated in any bribery and corruption-related accusation or incident.

## 18. ANTI-BRIBERY AND CORRUPTION COMPLIANCE FUNCTION

**18.1** KGB shall establish and maintain an anti-bribery and corruption compliance function within the CCID to oversee the design, implementation and management of the ABMS.

**18.2** The CCID shall perform functions below within the Company structure, equipped to act effectively against bribery and corruption:

- a) provide advice and guidance to personnel on the ABMS and issues relating to bribery and corruption;
- b) take appropriate steps to ensure that adequate monitoring, measurement, analysis and evaluation of the ABMS is performed;
- c) Report on the performance of the ABMS to the top management and Audit Committee/ Risk Management Committee regularly.

**18.3** Appropriate resources shall be provided for effective operation of the ABMS and that the CCID is staffed with persons who have the appropriate competence, status, authority and independence.

**18.4** KGB shall conduct risk assessments at least once in every three (3) years to identify the bribery and corruption risks affecting the business, set anti-bribery and corruption objectives, and assess the effectiveness of the controls in achieving those objectives.

## 19. TRAINING AND AWARENESS

- 19.1** KGB shall conduct an awareness programme for all its personnel on the Company's position regarding anti-bribery and corruption, integrity and ethics.
- 19.2** Training shall be provided on a regular basis, in accordance with the level of bribery and corruption risk related to the position. Training should be provided to personnel who are:
- a) new to the Company;
  - b) appointed to or currently holding an exposed position.
- 19.3** Human Resources Department shall maintain records to identify which KGB personnel have received training, and produce, communicate and update the training schedule in conjunction with CCID.
- 19.4** Business associates acting on behalf of the Company shall also undergo appropriate training, where a bribery and corruption risk assessment identifies them as posing a more than minor bribery and corruption risk to the Company.

## 20. REPORTING OF POLICY VIOLATIONS

- 20.1** Suitable reporting channels shall be established and maintained for receiving information regarding violations of this policy, and other matters of integrity provided in good faith by KGB personnel and/or external parties.
- 20.2** Personnel who, in the course of their activities relating to their employment at KGB, encounter actual or suspected violations of this policy are required to report their concerns using the reporting channels stated in Whistleblowing Policy.
- 20.3** Reports made in good faith, either anonymously or otherwise, shall be addressed in a timely manner and without incurring fear of reprisal regardless of the outcome of any investigation.

**20.4** Retaliation in any form against KGB personnel where the person has, in good faith, reported a violation or possible violation of this policy is strictly prohibited. Any KGB personnel found to have deliberately acted against the interests of a person who has in good faith reported a violation or possible violation of this policy shall be subjected to disciplinary proceedings including demotion, suspension, dismissal or other actions (including legal action) which KGB may pursue.

## **21. AUDIT AND COMPLIANCE**

Audits shall be conducted at least once in every three (3) years to ensure compliance to this policy. Such audits may be conducted by an independent external party. Audit documentation should include performance improvement action plans.

## **22. SANCTIONS FOR NON-COMPLIANCE**

**22.1** Non-compliance as identified by the audit and any risk areas identified through this and other means should be reported to the top management and Audit Committee/Risk Management Committee in a timely manner in accordance with the level of risk identified.

**22.2** KGB regards bribery and acts of corruption as serious matters and will apply penalties in the event of non-compliance to this policy. For KGB personnel, non-Compliance may lead to disciplinary action, up to and including termination of employment.

**22.3** For external parties, non-compliance may lead to penalties including termination of contract. Further legal action may also be taken in the event that KGB's interests have been harmed by the results on non-compliance by individuals and organisations.

## 23. CONTINUOUS IMPROVEMENT

**23.1** In maintaining the ABMS, KGB is committed to satisfying the requirements set out in ISO 37001. Any concerns to improve the ABMS can be channelled to CCID.

**23.2** KGB shall monitor the legal and regulatory regimes where it operates and any changes to KGB's business environment and risks and identify opportunities for ABMS improvement. A report should be submitted to the top management and Audit Committee/Risk Management Committee on a regular basis for the appropriate action to be taken.

**23.3** Assessments of the ABMS should be carried out at least once in every three (3) years to ensure its scope, policies, procedures and controls shall mitigate the bribery and corruption related risks faced by the Company.

**23.4** KGB endeavours to impact the business environment where it operates. This includes extending its integrity programme to non-controlled business associates such as suppliers and contractors, seeking to work with companies who have a similar commitment and supporting initiatives in the private and public sectors which are likely to improve the integrity of its operating environment.

## Appendix

### Sample of Staff Declaration Form

I, \_\_\_\_\_, hereby declare that I have read and understood KGB's Anti-Bribery and Corruption Policy. I will abide by the requirements and provisions set out in the Policy, as required by my employment contract.

X

\_\_\_\_\_  
Name:

Title:





# No Gift Policy

Rev: 01

Effective date: 01.08.2024

## 1) No Gift Policy: The General Rule

1.1) Kelington Group Berhad ("KGB") has adopted a "No Gift Policy" whereby, subject only to certain narrow exceptions, all KGB's employees (inclusive of Executive Director and Non-executive Directors) and business associates (i.e. agents/supplier/Consultant/Sub-contractor) acting for or on behalf of KGB are prohibited from, directly or indirectly, receiving or providing gifts.

- a) This policy shall be abide by all KGB's employees to avoid conflict of interest for either party in on-going or potential business dealings between KGB and external parties.
- b) Implication of receiving a gift might be tarnishing KGB' reputation or be in violation of Malaysia Anti-Corruption Commission (MACC) Act.
- c) As set out in the KGB Code of Ethics and Conduct, a conflict of interest arises in a situation in which an individual is in a position to take advantage of his or her role in KGB for his or her personal benefit as a result of receiving gift.
- d) It is the responsibility of employees and directors to inform external parties involved in any business dealings with KGB that the Company practices a "No Gift Policy" and to request the external party's understanding for and adherence with this policy.
- e) KGB's employees are discouraged from receiving gifts from KGB's client and must adhere to guidelines stipulated in the code of ethics.
- f) All acceptance of gifts by any receiving personnel/department in these limited circumstances, employees are expected to immediately record the gifts in the Gift Register. The gift register shall be reviewed by CCID (Corporate Compliance & Integrity Department) on periodically basis.
- g) KGB's employee or department shall not accept any gifts or valuable from any external parties If there is a conflict of interest situation (e.g. bidding is in progress and the company that gave the gift is one of the bidders) In this situation, the gift must be politely returned with a note of explanation about the Company's No Gift policy.
- h) In determining the above, Heads of Department/Division, Managers and employees are expected to exercise proper care and judgment in each case and comply with company policies and code of ethics at all time.
- i) Generally employees are not allowed to provide gifts to third parties are subject approval from Group CEO or Senior Management in accordance with company policy.

## 2) Exceptions to the No Gift Policy

- 2.1 Although KGB practices "No Gift Policy" in the group, there are general exceptions for gift acceptance (as per Code of Ethics and Conducts) and gift giving for value of not more than **RM5,000.00 or an equivalent amount in another currency.**

The value of gifts is regulated as follows:

- (a) **Gifts value below the set amount:** Employees must immediately record these gifts in the gift register.
- (b) **Gifts value exceeding the set amount:** Corporate Compliance & Integrity Department must be notified immediately to obtain approval from the Executive Director. The gift must be recorded in the gift register.

The exceptions apply to the following specific scenarios:

- a) Business partners/Sub-contractors/Consultants are allowed to donate gifts/hampers for company events for the use of lucky draw.
  - b) Customary gift (i.e. gifts/hampers/greeting cards/festivities Ang Pao/fruits/flowers) are allowed to be received from business partners and it must be properly recorded and safeguarded by the receiving department.
  - c) The gift register shall be reviewed by CCID (Corporate Compliance & Integrity Department) on periodically basis.
  - d) The exchange of gifts in certain cultures or situations as part of business etiquette is allowable under exception to no gift policy.
  - e) Exchange of gifts as part of business courtesy at the company-to-company level. The said gift shall be treated as company assets and shall not owned by any personnel from the company.
  - f) Gifts from company to external institutions or individuals in relation to the company's official functions, events and celebrations (e.g. commemorative gifts or door gifts offered to all guests attending the event);
  - g) Gifts from KGB to employees and directors in relation to an recognised Company function, event or celebration (e.g. recognition of an employee's/director's contributions to the Company);
  - h) Token gifts of low value which bearing the KGB or company's logo or (e.g. t-shirts, pens, diaries, calendars and other small promotional items) that are given out to business associates, customers, partners attending events such as conferences, exhibitions, training, trade shows etc. and deemed as part of the company's brand building or promotional activities.
  - i) Gifts to external parties who have no business dealings with KGB (e.g. Monetary gifts or gifts in-kind to charitable organisations).
- 2.2 In the above exceptional circumstances, KGB's employees and directors are expected to exercise proper judgment in handling gift activities and behave in a manner consistent with the general principles set out in the Code of ethics.

- 2.3 When giving or receiving a gift, entertainment, or hospitality, assessment shall be made in consideration of the following:
- i. Bonafide: given clearly as an act of appreciation, with no ill intention to persuade or influence decisions;
  - ii. No obligation: gifts, entertainment, or hospitality shall be given without any obligation, return of favour, or expectation from the recipient;
  - iii. No undue influence: not be seen as intended for, or capable of, achieving undue influence over a transaction or decision (either business decision or in relation to decisions by public authorities or regulators) or to be able to compromise integrity and objectivity in the performance of one's duties;
  - iv. Made openly: the gift, entertainment, or hospitality is not made in secret and undocumented. The purpose, approvals given, and value shall be documented;
  - v. Legality: does not contradict to relevant laws governing the giver and the recipient;
  - vi. Accords with stakeholder perception: the gift, entertainment, or hospitality given would not be viewed unfavourably by stakeholders were it made known to them;
  - vii. Proportionate: the value and nature of the gift, entertainment, or hospitality is not disproportionate to the occasion, e.g. gift or meals of a certain value given to the CEO of an organisation may be deemed appropriate but one of the same value given to a Junior staff may be deemed excessive;
  - viii. Conforms to the rules governing the giver or the recipient: gift, entertainment, or hospitality made shall be in line with the rules or code of conduct of the recipient's organisation. This means when giving gifts, entertainment, or hospitality, an Executive Director, Non-Executive Director, employee, supplier or business associate of the Company shall understand the counterparty organisation's policies on gifts, entertainment, and hospitality; and
  - ix. Infrequent: gifts, entertainment and hospitality are not given overly frequent, i.e. more than once a week.



## Kelington Group Berhad

# Whistleblowing Policy & Guidelines

Revision	00
Effective date	20 <sup>th</sup> May 2020

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## WHISTLEBLOWING POLICY

Kelington Group Berhad ("KGB" or the "Company") is committed to ensuring that every part of its operation is carried out professionally in accordance with relevant laws, rules, regulations, business ethics and conduct, and recognise that all employees have an important role to play in achieving this goal.

As such, the Board of Directors of KGB has formulated this Whistleblowing Policy to protect the values of transparency, integrity, impartiality and accountability in where KGB conducts its businesses and affairs.

The Board of Directors of KGB believes that employees will usually be the first to know when an improper or illegal act is being or has been committed. Employees are encouraged to blow the whistle, in good faith, on any such potential violations or concerns according to the procedures established in this Whistleblowing Policy.

KGB's Whistleblowing Policy will:

- Govern the process through which employees and others may report potential violations or concerns relating to relevant laws, rules, regulations, business ethics and conduct, including any violations or concerns relating to illegal, immoral, embezzlement and fraudulent activities;
- Establish a mechanism for responding to any reports from employees and others regarding such potential violations or concerns;
- Prohibit retaliation against employees raising such potential violations or concerns; and
- Establish procedures for the retention of records of reports.

Employees who blow the whistle on wrongdoings will be protected against victimisation or other adverse treatment provided that the whistleblowing is done in good faith. However, any whistleblowing which is not made in good faith and is found to be deliberately falsified with malicious intent will be subjected to Disciplinary Action by KGB in accordance with the Human Resource Guidelines and Procedures.

All employees of KGB and its subsidiaries must follow this Whistleblowing Policy and cooperate with any review and investigation initiated pursuant to this Whistleblowing Policy. Guidance to this Whistleblowing Policy is provided in Whistleblowing Guidelines that can be obtained from KGB's Intranet.

The Audit Committee ("AC") and Chief Executive Officer of KGB shall have overall responsibility for the implementation of this Whistleblowing Policy. The administration of the policy is to be carried out by the Corporate Compliance and Integrity Department. The AC shall exercise the oversight function over the administration of the policy.

## WHISTLEBLOWING GUIDELINES

### B1 DEFINITION

- B1.1 The word whistleblowing in the context of this Whistleblowing Guidelines (“Guideline”) refers to a situation where a person (internal or external) raising serious concerns at an early stage about risks of wrongful activities or reporting a wrongdoing.
- B1.2 The person who initiates or raises serious concerns of wrongful activities or wrongdoings is referred as “whistleblower”.
- B1.3 For the purpose of this Guideline, the wrongful activities and wrongdoings refers to any potential violations or concerns relating to any laws, rules, regulations, business ethics and conduct, including any violations or concerns relating to illegal, immoral, embezzlement, bribery or corruption and fraudulent activities.

### B2 OBJECTIVE

- B2.1 The objective of the Whistleblowing Policy is to protect the values of transparency, integrity, impartiality and accountability in where KGB group (“KGB” or the “Company”) conducts its business and affairs.
- B2.2 Through an effective implementation of this Guideline, KGB will enhance its accountability in preserving its integrity and will be able to stand up to public scrutiny. This in turn enhances and builds credibility of our stakeholders.

### B3. APPLICATION

- B3.1 This Guideline is intended to complement the normal channels of communication and reporting lines within KGB.
- B3.2 This Guideline will be applied in KGB covering all employees of KGB and its subsidiaries.
- B3.3 This Guideline will not apply to personal grievances concerning an individual's terms and conditions of employment, or other aspects of the working relationship, complaints of bullying or harassment, or disciplinary matters. Such complaints will be dealt with under existing Human Resource Guidelines and Procedures on grievance, bullying and harassment, discipline and misconduct in KGB.

#### **B4. WHO COULD BECOME A WHISTLEBLOWER**

B4.1 Once the Whistleblowing Policy and Guidelines are fully implemented, any of the following people could become a whistleblower:

- KGB and its subsidiaries' employees including employees on contract terms, temporary or short-term employees and employees on secondment; and
- People performing services for KGB including contractors, sub-contractors, consultants, agents or any other business associate or partners.

#### **B5. WHAT WRONGDOINGS ARE FOR WHISTLEBLOWING**

B5.1 A qualified disclosure may be made if it relates to one or more of the following wrongdoings by any employees in the conduct of KGB's business or affairs that is being, has been, or is likely to be, committed:

- Failure to comply with legal obligations;
- Criminal offence;
- Corruption or fraud;
- Misuse or abuse of KGB's funds or assets;
- Gross mismanagement within KGB;
- Serious financial irregularity or impropriety within KGB;
- Repeated ill treatment of a client/customer/supplier despite a complaint being made;
- Serious breach of KGB's Code of Business Conduct And Ethics or Conflict Of Interest Code for its employees and directors;
- Actions which endanger the health or safety of employees or the public;
- Failure to comply with the provisions of the Government Laws and Regulations where the wrongdoer, knowingly, disregards or does not comply with such provisions;
- Knowingly directing or advising a person to commit any of the above wrongdoings; and
- Any action which is intended to conceal any of the above.

The above list is not exhaustive and there will be instances where employees would need to exercise judgement.

B5.2 An employee will not be expected to prove the truth of an allegation but he or she should be able to demonstrate that there are sufficient grounds to have a reasonable belief that something is wrong.

B5.3 If an employee is unsure whether a particular act or omission constitutes a wrongdoing under this Guideline, he or she is still encouraged to contact the Corporate Compliance and Integrity Department (CCID) for more clarification.

## **B6. WHEN TO BLOW THE WHISTLE ON WRONGDOINGS**

B6.1 A whistleblower should immediately come forward with any information that he or she, in good faith, reasonably believes discloses a wrongdoing is likely to happen, is being committed or has been committed.

B6.2 However, he or she is not expected to first obtain substantial evidence of proof beyond reasonable doubt when making a disclosure. If he or she knows as a matter of fact that there are serious risks that a wrongdoing is going to take place, such bona fide concerns should be raised immediately i.e. the employee is able to show the reasons for concern.

## **B7. PROCEDURES IN HANDLING WHISTLEBLOWING OF WRONGDOINGS**

### **B7.1 Initial step**

B7.1.1 When an employee is of the opinion that a specific concerns falls within the scope of this Guideline and cannot be solved through existing procedures, he or she can choose to make a report orally or in writing and submit it to Corporate Compliance and Integrity Department (Refer to Appendix A: *Whistleblowing Hotline*).

B7.1.2 The employee can also directly contact the CEO when he or she has a reasonable belief that there is serious malpractice relating to any of the wrongdoings specified in paragraph B5.1 and it would not be properly dealt with by reporting to the Corporate Compliance and Integrity Department.

B7.1.3 The Whistleblowing Hotline is a confidential telephone service which offers employees the possibility to report concerns in confidence without any party in KGB, other than the Corporate Compliance and Integrity Department, knowing about the disclosure initially.

B7.1.4 A Whistleblowing reporting structure is provided in Appendix B: *Whistleblowing Reporting Structure* and the roles and responsibilities are provided in Appendix C: *Roles and Responsibilities*.

B7.1.5 The whistleblower is required to disclose his or her particulars including, name, designation, current address and contact numbers. Anonymous complaints would not be entertained and covered by this Guideline.

B7.1.6 The whistleblower should inform the Corporate Compliance and Integrity Department of all details of his or her concerns as reasonably possible, including:

- Nature of wrongdoing;
- The date of incidence;
- Time and place of its occurrence;
- The identity of the alleged wrongdoer;
- Particulars of witnesses, if any;
- Particulars or production of documentary evidence, if any.

and other details deemed to be useful to facilitate screening and action to be carried out in paragraphs B.7.2, B.7.3 and B.7.4.

*(Refer to Appendix D for other preparations to be made prior to contacting the Corporate Compliance and Integrity Department).*

B7.1.7 The whistleblower may be asked to provide further clarifications and information from time to time, for example, if an investigation is conducted.

B7.1.8 In respect of an employee who reports a suspected violation in good faith and is not engaged in questionable conduct, the Company will attempt to keep its discussions and actions confidential to the greatest extent possible.

B7.1.9 However, there may be circumstances where the employee may be needed as a witness. Should this be the case, KGB will discuss the matter with the employee at the earliest opportunity. In addition, in the course of investigation, the Company may need to share information with others on a "need to know" basis.

## **B7.2 Screening**

B7.2.1 The Corporate Compliance and Integrity Department will screen and assess the whistleblower's disclosure to determine whether it is related to a wrongdoing as stated in paragraph B5.1 or excluded from the scope of the Whistleblowing Policy and Guidelines, and will prepare general recommendations to the Audit Committee ("AC") and the Chief Executive Officer ("CEO"), where deemed necessary.

B7.2.2 This initial process in B7.2.1 should not take more than one (1) month from the day the Corporate Compliance and Integrity Department receives the whistleblower's disclosure. It may be completed immediately if the wrongdoing is capable of causing irreparable harm to KGB.

B7.2.3 If the whistleblower's disclosure involves the Corporate Compliance and Integrity Department, CEO, members of the AC or Board of Directors, the alleged wrongdoer or any other implicated persons will be excluded from performing the activities of screening, action, investigation and recommendation described in this Guideline.

### **B7.3 Preliminary Action**

B7.3.1 The AC, together with the general recommendations made by Corporate Compliance and Integrity Department, will make decisions including but not limited to any of the following:

- Rejection of the whistleblower's disclosure;
- Directing investigation by the Corporate Compliance and Integrity Department, Investigative unit or any other external party;
- Suspending the alleged wrongdoer or any other implicated persons from work in accordance with the Human Resource Guidelines and Procedures to facilitate any fact-finding or to avoid any employee's exposure to a threat or harm; and
- Referral to the police or any other appropriate enforcement authority.

B7.3.2 All decisions made and reasons of action thereof shall be minuted in the minutes of meetings of the AC.

B7.3.3 Subject to legal constraints, the whistleblower will be notified of the status of his or her whistleblower's disclosure based on the preliminary action taken by the AC as far as reasonably practicable.

B7.3.4 The alleged wrongdoer will also be informed of the allegations and given an opportunity to answer the allegations at the upcoming investigation as stated in Paragraph B7.4 – investigation, where deemed appropriate by the AC.

### **B7.4 Investigation**

B7.4.1 The investigation would be carried out under the terms of strict confidentiality, by not informing the subject of the whistleblower's disclosure to any other party other than the AC until (or if) it becomes necessary to do so.

B7.4.2 The whistleblower and the alleged wrongdoer are expected to give his or her full cooperation in any investigation or any other process carried out pursuant to this Guideline and/or the Disciplinary Action of the Human Resource Guidelines and Procedures.

B7.4.3 In the event the whistleblower is implicated or discovered to be or have been involved in any wrongdoing, he or she may also be investigated so as to complete the fact-finding process in accordance with this Guideline and/or the Disciplinary Action of the Human Resource Guidelines and Procedures.

B7.4.4 If the alleged wrongdoer or any other implicated persons has/have, or is/are found to have:

- committed a wrongdoing; or
- taken serious risks which would likely cause a wrongdoing to be committed;

the action to be taken against that alleged wrongdoer or any other implicated persons will be determined based on the Disciplinary Action of the Human Resource Guidelines and Procedures, which may include formal warning or reprimand, demotion, suspension or termination of employment or services with KGB.

B7.4.5 The AC will have the final decision on whether to pursue any legal actions against alleged wrongdoer or any other implicated persons.

### **B7.5 Reporting of outcome**

B7.5.1 Subject to any legal constraint, the whistleblower and, if applicable, the alleged wrongdoer will be notified in writing of the decision on the investigation (e.g. the wrongdoing occurred or not; the alleged wrongdoer is guilty or not), and the basis thereof.

B7.5.2 The notification letter should be signed by the Chief Executive Officer of KGB.

B7.5.3 If the employee is unhappy with the outcome of the investigation, the employee may submit another detailed report explaining why this is the case and the employee's concern will be investigated again if there is good reason to do so.

B7.5.4 The Corporate Compliance and Integrity Department will furnish a quarterly report to the AC stating the number and nature of wrongdoings reported by whistleblower(s) including the follow up action and the unresolved cases of wrongdoings. After a review is made by the AC, a summarised result and a follow up measure will be tabled to the Board of Directors for information and action, if required.

### **B7.6 Appeal**

B7.6.1 Any appeal of wrongdoing will be handled in accordance with the Human Resource Guidelines and Procedures.

## **B8. EXTERNAL DISCLOSURE**

- B8.1 If the procedures under this Guideline have been exhausted, or the whistleblower is still not satisfied with the KGB's response and reasonably believes that the information disclosed, and any allegation contained in it, are substantially true, he or she is at liberty to take the matter further by raising it with the relevant governmental, regulatory authorities and enforcement agencies in Malaysia or in the country concerned. External disclosure may further be made in case of an important and urgent public interest or required by the law.
- B8.2 Whilst the whistleblower is able to report issues externally, the whistleblower must be aware that there is a difference between reporting internally through the Corporate Compliance and Integrity Department or the CEO of KGB, and externally. To report internally, the whistleblower must be suspicious that there is malpractice whereas to report externally, the whistleblower must have reasonable belief that malpractice has or is taking place and some evidence to support the report.
- B8.3 The instrument of external reporting should in reasonable opinion of the whistleblower to be in balance with the relevant matter and there should not be a less potentially damaging option available.
- B8.4 The whistleblower should minimise the possible impact of his or her actions to KGB and to the people involved. The external party that the whistleblower considers disclosing information to, should be a party which will be able to effectively organise action against the alleged contravention.
- B8.5 A whistleblower that makes an external complaint in good faith to any of the relevant governmental, regulatory authorities and enforcement agencies in Malaysia or in the country concerned after exhausting KGB's procedure will be protected against victimisation or other adverse treatment.

## **B9. PROTECTION**

- B9.1 Upon making a disclosure in good faith, based on reasonable grounds and in accordance with the procedures pursuant to this Guideline:
- i) The whistleblower's identity will be protected i.e. kept confidential unless otherwise required by law or for purposes of any proceedings by or against KGB.
  - ii) The whistleblower will be protected from harassment or victimisation within KGB as a direct consequence of his or her disclosure.
- B9.2 KGB will not tolerate punishment or unfair treatment when concerns are raised in good faith. Any employee who reports a contravention or a concern will be given protection and shall in no way be put at a disadvantage as a result of his or her report.

B9.3 Where it is determined that there is a prima facie case that the whistleblower has suffered adverse treatment, harassment or victimisation as a result of his or her disclosure, a further investigation may take place and disciplinary action may be taken against the perpetrator in accordance with the relevant procedure in this Guideline and/or the Disciplinary Action of the Human Resource Guidelines and Procedures.

B9.4 If the complaint was made by the whistleblower otherwise than in good faith and based on reasonable grounds, the whistleblower will automatically lose the protections as states in **paragraph B9.1**. In addition, KGB will determine the action to be taken which may include disciplinary measures, formal warning or reprimand, demotion, suspension or termination of employment or services with KGB in accordance with Disciplinary Action of the Human Resource Guidelines and Procedures.

## **B10. TIME LIMITS AND RETENTION OF RECORDS**

B10.1 Time limits should be allocated for each stage of the procedure. If the time limits pass without any satisfactory action being taken, the concerns should be raised at the next level.

B10.2 The Corporate Compliance and Integrity Department will retain for a minimum period of **seven (7)** years all records relating to any whistleblower case(s) and its related investigation report, if any.

## **B11. CIRCULATION AND REVIEW**

B11.1 The Whistleblower Policy and Guidelines will be circulated to all existing and newly recruited employees of KGB and its subsidiary.

B11.2 The Whistleblower Policy and Guidelines will be reviewed every 2 years by AC or upon the request of the Corporate Compliance and Integrity Department of KGB.

B11.3 The Whistleblower Policy and Guidelines whether revised or not upon such review, shall again be circulated to existing employees after the said review.

## **B12. PRIVACY**

B12.1 KGB is committed to protect the privacy of the persons involved to the fullest extend possible and in accordance with applicable laws. Any personal data obtained, as part of this Guideline will only be used for the purposes explained in this Guideline and will only be provided to those who have a need to know about these data for these purposes or to comply with the law or an important public interest.

## APPENDIX A: WHISTLEBLOWER HOTLINE

The Whistle Blowing Hotline is a confidential telephone line to receive and report any wrongdoings as prescribed in paragraph B5.1.

The particular of the Corporate Compliance and Integrity Department is as follows:

**Corporate Compliance  
and Integrity Department**

Ms Ng Mun Yee

**Hotline number**

**Fixed telephone: +603 7845 5696**  
**Email: [ccid@kelington-group.com](mailto:ccid@kelington-group.com)**

**Offering hours**

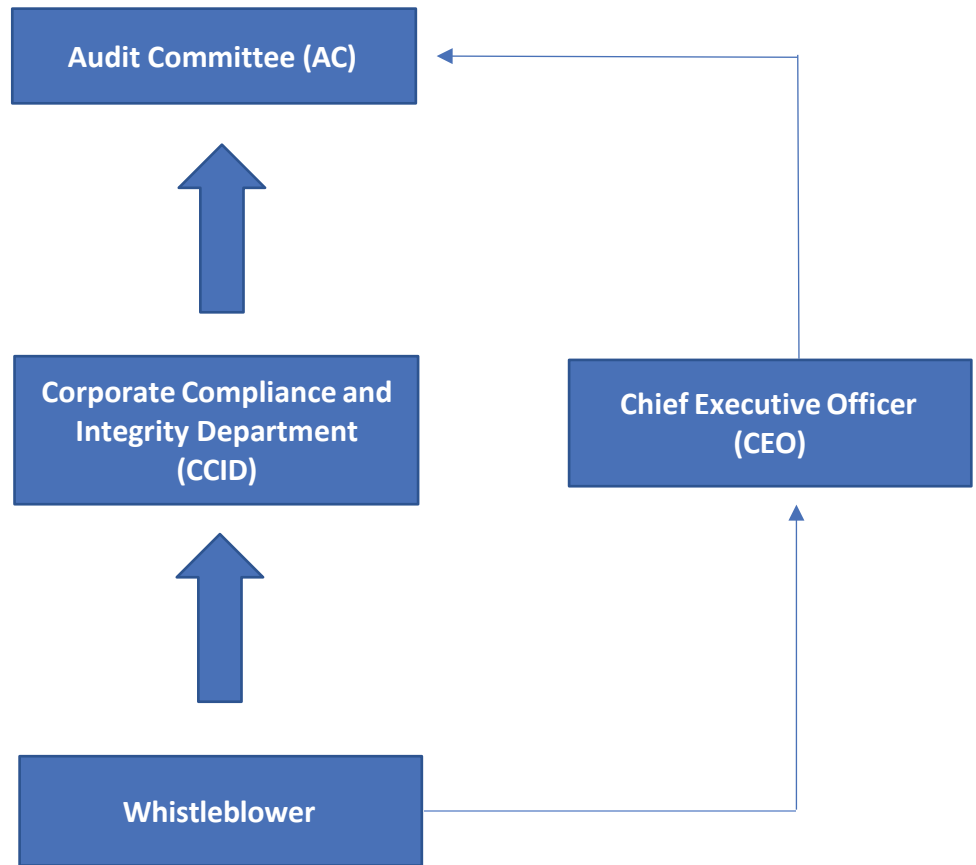
9.00 am to 6.00 pm on Mondays to Fridays.  
(Excluding public holidays)

**Preparation required  
prior to calling the hotline**

To accomplish an effective call (as stated in paragraph B7.1 – initial step) you are expected to prepare the following information prior to calling the hotline:

- Nature of the wrongdoing to be reported
- The date of the wrongdoing took place
- Time and place of its occurrence
- The identity of the alleged wrongdoer
- Particulars of witnesses, if any
- Particulars or production of documentary evidence, if any; and
- Other details deemed to be useful to facilitate preliminary screening and action to be carried out under paragraph B7.2 and B7.3, if required.

## APPENDIX B: WHISTLE BLOWING REPORTING STRUCTURE



**Note:**

*A Whistleblower should report directly to the Corporate Compliance and Integrity Department of KGB. However, the Whistleblower could also directly contact the Chief Executive Office of KGB in accordance with paragraph B7.1.2 for matters relating to the Corporate Compliance and Integrity Department of KGB.*

**APPENDIX C: ROLES AND RESPONSIBILITIES**

Role	Responsibilities
<b>Audit Committee (AC)</b>	<ul style="list-style-type: none"> <li>• Review reports and any matters arising there from or in connection there with, and establish whether there is sufficient ground for further action;</li> <li>• Recommend, if need be, procedures to be put in place to manage reports that require immediate or urgent action;</li> <li>• Initiate investigations when required; and</li> <li>• Review and report to the Board of Directors the results of the investigations and recommendations for corrective or remedial actions, or (case the case may be), administrative or disciplinary actions to be taken.</li> </ul>
<b>Corporate Compliance &amp; Integrity Department</b>	<ul style="list-style-type: none"> <li>• Furnish a quarterly report to AC stating the number and nature of whistleblowing issues received the results thereof, follow up action and the unresolved issues.</li> <li>• Administer, implement and oversee ongoing compliance with this policy;</li> <li>• Assist the AC, in administrative and, if directed by the AC, to investigative work;</li> <li>• Be accessible to persons who wish to discuss any matter raised in or in connection with a report;</li> <li>• Work with the relevant officers towards ensuring that all efforts are taken to protect the whistleblower(s) and persons who participate (or who intend to participate) in the investigation arising from a report from reprisal;</li> <li>• Ascertain that the relevant supervisors promptly execute the corrective and / or remedial actions recommended by the AC;</li> </ul>

<p><i>(Cont'd)</i></p>	<ul style="list-style-type: none"> <li>• Managing the telephone hotline based on the prescribed hours;</li> <li>• Promptly receive, record (if the disclosure is made orally), a report and any matter arising there from or in connection therewith;</li> <li>• Ensure that documents related to reports are retained in a safe, secure and proper manner; and</li> <li>• Attend, in confidence, to inquiries about this policy and provide informal advice to persons who are considering making a disclosure under this policy</li> </ul>
<p><b>Whistleblower</b></p>	<ul style="list-style-type: none"> <li>• The make a report orally or in writing and submit it to the Head of Corporate Compliance and Integrity Department or the CEO of KGB (in accordance with paragraph B.7.1.2), if necessary;</li> <li>• To assist in the information/evidence gathering stage;</li> <li>• To assist in the investigation/domestic inquiry stage if required; and</li> <li>• To appear as a witness if required.</li> </ul>

## **APPENDIX D: WHISTLEBLOWER CHECKLIST (Prior to contacting Corporate Compliance and Integrity Department)**

### **1. Personal information**

a) Your name:

b) Your preferred phone number:

c) Your preferred e-mail address:

d) Best time for communication with you:

e) Best way of communication with you:  Phone  E-mail  Physical

### **2. Report of wrongdoing in accordance with paragraph B5.1**

a) What is the wrongdoing or concern you want to report?

b) Do you have a serious suspicion or are you sure?  Serious suspicion  I am sure

When did it occur?

Where did it occur?

Who are, in your opinion, the persons involved?

What is, in your opinion, the potential damage (financially or otherwise) to the company or other interested parties?

g) Do you think it will happen again?  No  Yes, when:

### **3. Personal action**

How did you become aware of the situation?

Do you know of any other person(s) who are aware of the situation, not being personally involved?  No  Yes:

c) Do you have any physical evidence, which can be handed over?  No  Yes:



Attention to: All Employee / Contract Staff / Appointed Agent / Sub-Contractor  
 致：全体雇员/合同工作人员/指定代理人/分包商  
 Kepada: Semua Pekerja/ Staf Kontract / Agent / Sub-Kontractor

## 1.0 INTRODUCTION / 引言 / PENGENALAN

In line with good corporate governance practices, the Board, the Management and employees of Kelington Group Berhad (“Kelington” 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 Ethics and Conduct (the “Code”) sets out the principles and standards of business ethics and conduct of the Group.

本着良好的公司治理做法，Kelington集团公司(简称“Kelington”或“公司”)及其子公司(统称为“集团”)的董事会、管理层和雇员已承诺在集团内创造一种企业文化，以道德的方式经营集团的业务，并坚持最高标准的专业精神和典范的企业行为。本“道德与行为守则”(以下简称“守则”)规定了该集团的商业道德和行为的原则和标准。

Selaras dengan amalan tadbir urus korporat yang baik, Lembaga, Pengurusan dan kakitangan Kelington Group Berhad ("Kelington" atau "Syarikat") dan anak-anak syarikatnya (secara kolektif disebut sebagai "Kumpulan") telah membuat komitmen untuk mewujudkan budaya korporat dalam Kumpulan untuk mengendalikan perniagaan Kumpulan dengan cara yang beretika dan melaksanakan standard tertinggi profesionalisme dan tatakelakuan korporat yang menjadi teladan. Kod Etika dan Tatakelakuan ini ("Kod") menetapkan prinsip dan piawaian etika perniagaan dan tatakelakuan Kumpulan.

## 2.0 OBJECTIVE / 目的 / OBJEKTIF

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.

“守则”的目的是协助董事和雇员(根据守则第3条的规定)界定工作中的道德标准和行为。“守则”并非详尽无遗，而董事及雇员在履行职责时可能须履行额外的义务。就所有意图和目的而言，所有董事和雇员应始终遵守并确保在履行职责时必须遵守的所有适用法律、规则和条例。

Objektif Kod ini adalah untuk membantu Pengarah dan Kakitangan (seperti yang ditakrifkan di bawah Klausa 3 Kod ini) dalam menentukan piawaian etika dan tatakelakuan di tempat kerja. Kod ini bukanlah bertujuan sebagai suatu yang menyeluruh, dan mungkin terdapat obligasi tambahan yang dijangka perlu dilakukan atau dilaksanakan oleh Pengarah dan Kakitangan semasa menjalankan tugas mereka. Bagi semua maksud dan tujuan, semua Pengarah dan Kakitangan hendaklah sentiasa mematuhi dan memastikan pematuhan terhadap semua undang-undang, aturan dan peraturan yang berkaitan yang mereka mesti patuhi dalam melaksanakan tugas mereka.

### 3.0 APPLICABILITY/ 适用性 / KEBOLEHGUNAAN

The Code is applicable to all employees (including full time, probationary, contract and temporary staff, appointed agent and sub-contractor) ("Employees") and Directors of the Group. Each Employee has a duty to read and understand the Code. 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, whereas for an Employee, the Employee may refer or highlight any concerns to the immediate superior, Head of Department or the Chief Operating Officer.

本守则适用于所有员工（包括全职、试用、合同和临时员工、指定代理人/分包商）（简称“员工”）和集团董事。每个员工都有义务阅读和理解本守则。违反任何守则规定的行为可能导致纪律处分，包括终止雇佣。如果董事要求进一步澄清该守则，则董事可将任何关注事项提交或指明给董事会主席，而对于雇员，雇员可将任何关注事项提交或指明给直接上级、部门主管或首席运营官。

Kod ini tergunapakai untuk semua pekerja (termasuk kakitangan sepenuh masa, percubaan, kontrak dan sementara, agent dan sub-kontractor) ("Pekerja") dan Pengarah Kumpulan. Setiap Pekerja mempunyai tugas untuk membaca dan memahami Kod ini. Pelanggaran mana-mana peruntukan Kod boleh mengakibatkan tindakan disiplin, termasuk penamatan pekerjaan. Sekiranya seseorang Pengarah memerlukan penjelasan lanjut tentang Kod ini, Pengarah tersebut boleh merujuk atau mengemukakan sebarang pertanyaan kepada Pengerusi Lembaga, manakala untuk seseorang Pekerja pula, Pekerja tersebut boleh merujuk atau mengemukakan sebarang pertanyaan kepada ketua terdekat, Ketua Jabatan atau Ketua Pegawai Operasi.

### 4.0 CORE AREAS OF CONDUCT/ 守则核心领域 / BIDANG TERAS TATAKELAKUAN

#### 4.1. BUSINESS CONDUCT/ 经营行为 / TATAKELAKUAN PERNIAGAAN

##### 4.1.1 Dealing with External Parties / 与外部各方打交道 / Berurusan dengan Pihak Luar

##### 4.1.1.1 Vendors and Business Partners/ 供应商和商业伙伴 / Vendor dan Rakan Niaga

4.1.1.1.1 The Company shall take a collaborative approach in all their partnerships ensuring that employees address the specific needs of the stakeholders, while offering products, services and solutions.

公司应在其所有伙伴关系中采取合作方式，确保员工在提供产品、服务和解决方案时满足利益相关者的具体需要。

Syarikat hendaklah mengambil pendekatan kolaboratif dalam semua perkongsian mereka yang memastikan pekerja memenuhi keperluan khusus pihak berkepentingan, semasa menawarkan produk, perkhidmatan dan penyelesaian.

4.1.1.1.2 The Company shall conduct business with vendors or business partners that share the same ethical commitment as the Company, and shall avoid conducting business with vendors or business partners who are likely to harm the Company's reputation.

公司应与和公司有相同道德承诺的供应商或商业伙伴开展业务，并应避免与可能损害公司声誉的供应商或商业伙伴开展业务。

Syarikat hendaklah menjalankan perniagaan dengan vendor atau rakan niaga yang berkongsi komitmen etika yang sama seperti Syarikat, dan hendaklah mengelakkan daripada menjalankan perniagaan dengan vendor atau rakan niaga yang mungkin merosakkan reputasi Syarikat.

#### 4.1.1.1.3 Facts shall be weighed objectively and impartially to decide on vendors or business partners

应客观公正地衡量事实以决定销售商或合作伙伴。

Fakta hendaklah dipertimbangkan secara objektif dan adil untuk menentukan vendor atau rakan niaga.

#### 4.1.1.1.4 Employees shall not exert or attempt to exert influence to obtain privilege treatment for any particular vendor. Vendors in competition for contracts with the Company shall at all times be able to have confidence in the integrity of the Company's selection processes.

雇员不得施加或企图施加影响，以获得任何特定供应商的特殊待遇。与公司竞争合同的供应商在任何时候都应对公司甄选过程的完整性有信心。

Pekerja tidak boleh menggunakan atau berusaha untuk menggunakan pengaruh bagi mendapatkan layanan istimewa untuk mana-mana vendor. Semua Vendor yang bersaing untuk mendapatkan kontrak dengan Syarikat hendaklah pada setiap masa mempunyai keyakinan terhadap integriti pihak Syarikat semasa proses pemilihan.

### 4.1.1.2 Governments / 政府 / Kerajaan

#### 4.1.1.2.1 Employees shall hold themselves up to the highest standards of conduct and aim to proactively engage with the government to improve the social and economic conditions.

雇员应遵守最高的行为标准，并积极主动地与政府接触，以改善社会和经济状况。

Pekerja hendaklah mematuhi standard tatakelakuan yang tertinggi dan bermatlamat untuk terlibat dengan kerajaan secara proaktif bagi memperbaiki keadaan sosial dan ekonomi.

#### 4.1.1.2.2 Employees shall be aware of and adhere to the relevant laws and regulations pertaining to relations between government employees and customers, suppliers and business partners.

员工应了解并遵守有关政府雇员与客户、供应商和商业伙伴之间关系的相关法律法规。

Pekerja hendaklah menyedari dan mematuhi undang-undang dan peraturan yang berkaitan dengan hubungan antara kerajaan, pekerja dan pelanggan, pembekal dan rakan niaga.

#### 4.1.1.2.3 Employees shall not provide gifts to government employees or those acting on the government's behalf if doing so violates certain local laws and regulations or could be reasonably construed as an action to seek special favour.

雇员不应向政府雇员或代表政府行事的人提供礼物，如果这样做违反了某些地方法律和法规，或可被合理地解释为寻求特别优待的行为。

Pekerja seharusnya tidak memberikan hadiah kepada kakitangan kerajaan atau mereka yang menjalankan tugas bagi pihak kerajaan sekiranya dengan berbuat demikian akan melanggar undang-undang dan peraturan tempatan yang tertentu atau boleh ditafsirkan sebagai tindakan untuk mendapatkan sokongan khusus.

### 4.1.1.3 Investors, Media, Analysts and Others/ 投资者、媒体、分析师和其他人 / Pelabur, Media, Penganalisis dan Lain-lain

#### 4.1.1.3.1 Any employee approached by investors, prospective investors, media and analysts on confidential information shall refer such requests to Group Finance and Administration Department.

任何投资者、潜在投资者、媒体和分析师对机密信息进行接触，任何员工应将此类要求提交集团财务和行政部门。

Mana-mana pekerja yang didekati oleh pelabur, bakal pelabur, media dan penganalisis mengenai maklumat sulit hendaklah merujuk permintaan tersebut kepada Jabatan Perundangan & Korporat.

- 4.1.1.3.2 Employees shall also refer any request for information on the Company's business from investigators or law enforcement officials to the Group Finance and Administration Department.

员工还应将调查人员或执法人员对公司业务信息的任何要求提交集团财务和行政部门。

Pekerja juga hendaklah merujuk sebarang permintaan untuk mendapatkan maklumat mengenai perniagaan Syarikat daripada penyiasat atau pegawai penguatkuasa undang-undang kepada Jabatan Perundangan & Korporat.

- 4.1.1.3.3 Employees shall not initiate contact with the media and analyst unless it is part of their job responsibilities, and with prior management approval and knowledge. In all instances, employees shall exercise caution in their communication.

员工不得主动与媒体和分析人员接触，除非这是他们工作职责的一部分且事先得到管理部门的批准和认可。在任何情况下雇员在沟通时都应保持谨慎。

Pekerja hendaklah tidak memulakan kontrak dengan media dan penganalisis melainkan ianya adalah sebahagian daripada tanggungjawab tugas mereka, dan dilakukan dengan kelulusan dan pengetahuan pengurusan terlebih dahulu. Dalam semua keadaan, pekerja hendaklah berhati-hati dalam komunikasi mereka.

#### **4.1.1.4 Competitors / 竞争对手/ Pesaing**

- 4.1.1.4.1 Employees shall compete fairly and ethically within the framework of applicable competition laws.

雇员应在适用的竞争法框架内公平和道德地竞争。

Pekerja hendaklah bersaing secara adil dan beretika yang termaktub dalam struktur undang-undang persaingan yang berkaitan.

- 4.1.1.4.2 Employees shall exercise caution in all business contracts and contacts with competitors, suppliers and vendors and seek advice from Group Finance and Administration Department if in doubt whether an action violates any competition laws.

员工在所有商业合同和与竞争对手、供应商和供应商的联系中应谨慎行事，如果怀疑某项行为违反竞争法，应向集团财务和管理部寻求建议。

Pekerja hendaklah berhati-hati dalam semua kontrak perniagaan dan perhubungan dengan pesaing, pembekal dan vendor dan mendapatkan nasihat daripada Jabatan Kewangan dan Pentadbiran Kumpulan jika ragu-ragu sama ada sesuatu tindakan itu melanggar mana-mana undang-undang persaingan.

- 4.1.1.4.3 Employees shall disassociate themselves and the Company from participation in any possible illegal activity with competitors and avoid communicating sensitive or confidential information which includes pricing policy, contract terms, marketing and product plans and any other proprietary information.

员工和本公司不得与竞争对手参与任何可能的非法活动，并应避免交流敏感或机密信息，包括定价政策、合同条款、营销和产品计划以及任何其他专利信息。

Pekerja hendaklah memisahkan diri mereka dan juga Syarikat daripada penyertaan dalam mana-mana aktiviti haram yang mungkin dengan pesaing dan mengelakkan daripada menyampaikan maklumat sensitif atau sulit, termasuk dasar harga, terma kontrak, rancangan pemasaran dan produk dan sebarang maklumat pemilikan yang lain.

- 4.1.1.4.4 Employees shall not use improper or illegal means to acquire a competitor's trade secrets or other confidential information. When working with such information, employees shall use it in the proper context and for legitimate purposes such as to evaluate the merits of the products, services and marketing of the Company. Such information shall only be made available to other employees on a need to know basis.

雇员不得使用不正当或非法手段获取竞争对手的商业秘密或其他机密信息。在使用这些信息时，员工应在适当的情况下合法使用，比如用于评估公司产品、服务和营销的优点等。此类信息只能在需要了解的情况下提供给其他雇员。

Pekerja tidak boleh menggunakan cara yang salah atau tidak sah untuk memperoleh rahsia perdagangan atau maklumat sulit lain daripada pesaing. Apabila bekerja dengan menggunakan maklumat yang sedemikian, mereka hendaklah menggunakannya dalam konteks yang betul dan untuk tujuan yang sah seperti menilai merit produk, perkhidmatan dan pemasaran Syarikat. Maklumat sedemikian hanya akan disediakan kepada pekerja lain atas dasar perlu tahu.

#### **4.1.2 Authority to Make Commitments/ 承诺的权限 / Pihak Berkuasa perlu Membuat Komitmen**

- 4.1.2.1 Employees are expected to be aware of and adhere to the Company's defined delegation of authority guidelines and processes for key functions and commitments, limits of authority documents and supplementary procedural documents.

员工应了解并遵守公司关于关键职能和承诺、权限限制文件和补充程序文件的明确授权准则和流程。

Pekerja diharapkan supaya menyedari dan mematuhi penugasan yang ditentukan oleh Syarikat berkaitan garis panduan kuasa dan proses bagi fungsi utama dan komitmen, had dokumen kuasa dan dokumen prosedur tambahan

- 4.1.2.2 Commitments that bind the Company shall only be made by employees who are authorized to do so and in accordance with established limits of authority guidelines. It is not acceptable for employees to make any business commitments whether oral or written that contradict established guidelines and which create a new agreement or modify an existing agreement without proper approval consistent with the limits of authority guidelines.

对公司有约束力的承诺只应由有权这样做的雇员按照既定的权限准则做出。雇员做出的任何业务承诺（不论是口头或书面的）如果与既定的准则相抵触，以及未经适当批准而订立新的协议或修改现有的协议，都是不可接受的。

Komitmen yang mengikat Syarikat hanya akan dibuat oleh pekerja yang diberi kuasa untuk berbuat demikian dan selaras dengan had garis panduan kuasa yang telah ditetapkan. Adalah sesuatu yang tidak boleh diterima bahawa pekerja membuat komitmen perniagaan sama ada secara lisan atau bertulis yang bertentangan dengan garis panduan yang ditetapkan dan yang mewujudkan perjanjian baru atau mengubahsuai perjanjian yang ada tanpa kelulusan yang sepatutnya selaras dengan had garis panduan berkuasa.

### 4.1.3 Money Laundering/ 洗黑钱 / Pelaburan Wang Haram

4.1.3.1 Money laundering is the process of concealing the identity of proceeds from unlawful activities to convert “dirty” money to a legitimate source of income or asset. Money laundering is an offence under the Anti-Money Laundering and Anti-Terrorism Financing Act 2001 in Malaysia.

洗黑钱是指隐瞒非法活动所得的身份，将“肮脏”的资金转化为合法的收入或资产来源的过程。根据2001年“马来西亚反洗黑钱和反恐怖主义资助法”，洗黑钱是犯罪行为。

Pelaburan wang haram ialah proses menyembunyikan identiti hasil daripada kegiatan yang menyalahi undang-undang untuk menukar wang "kotor" menjadi sumber pendapatan atau aset yang sah. Pelaburan wang haram adalah satu kesalahan di bawah Akta Pencegahan Pengubahan Wang Haram dan Pencegahan Pembiayaan Keganasan 2001 di Malaysia.

4.1.3.2 Employees shall be aware of the applicable anti-money laundering laws and shall seek to ensure they are appropriately and adequately informed of developments in the laws relating to this area.

雇员应知道适用的反洗黑钱法，并应设法确保他们适当和充分地了解与这一领域有关的法律的发展情况。

Pekerja hendaklah mengetahui tentang undang-undang pencegahan pengubahan wang haram yang berkenaan dan hendaklah berusaha memastikan bahawa mereka dimaklumkan dengan sewajarnya dan secukupnya tentang perkembangan undang-undang yang berkaitan dengan bidang ini.

4.1.3.3 Employees are expected to be mindful of the risk of the Company's business being use for money laundering activities and to raise any suspicious transactions to their immediate superior.

雇员应注意到该公司业务被用于洗钱活动的风险，并将任何可疑交易向其直属上级提出。

Pekerja diharapkan supaya sedar akan risiko perniagaan Syarikat digunakan untuk kegiatan pelaburan wang haram dan memberitahu sebarang transaksi yang mencurigakan kepada pegawai atasan terdekat mereka.

### 4.1.4 Bribes and Corruption/ 贿赂和腐败 / Rasuah dan Sogokan

4.1.4.1 Employees shall not offer, give, solicit or accept bribes in order to achieve business or personal advantages for themselves or others or engage in any transaction that can be construed as having contravened the anti-corruption laws.

员工不得为谋取自身或他人的商业或个人利益，或者从事可能被解释为违反反腐败法的交易而提供、给予、索取或收受贿赂。

Pekerja tidak boleh menawarkan, memberi, meminta atau menerima rasuah untuk memperoleh manfaat perniagaan atau peribadi untuk diri mereka sendiri atau orang lain atau terlibat dalam sebarang transaksi yang boleh dianggap sebagai melanggar undang-undang anti-rasuah.

4.1.4.2 Employees shall be cognisant of the fact that bribes may be in any form, monetary or otherwise including but are not limited to unauthorized remuneration such as referral fee, commission or other similar compensation, material goods, services, gifts, business amenities, premiums or discounts of an inappropriate value or of an unreasonable level or that are not generally offered to others or that are prohibited by law or may reasonably be viewed as having crossed the boundaries of ethical and lawful business practice.

雇员应认识到贿赂可以是任何形式的金钱贿赂或其他形式的贿赂，包括但不限于未经授权的报酬，如转介费、佣金或其他类似的补偿、物质物品、服务、礼品、商业设施、保险费或折扣，其价值不适当或水平不合理，或一般不向他人提供，或被法律禁止或合理地予以禁止，或被视为跨越了道德和合法商业实践的界限。

Pekerja hendaklah mengetahui hakikat bahawa rasuah boleh berbentuk apa sahaja, kewangan atau sebaliknya termasuk tetapi tidak terhad pada imbuhan yang tidak dibenarkan seperti bayaran rujukan, komisen atau pampasan yang serupa, barangan, perkhidmatan, hadiah, kemudahan perniagaan, premium atau diskaun pada nilai yang tidak sepatutnya atau pada tahap yang tidak munasabah atau yang tidak ditawarkan secara umum kepada orang lain atau yang dilarang oleh undang-undang atau mungkin dilihat secara munasabahnya telah melanggar batasan amalan perniagaan beretika dan sah.

- 4.1.4.3 Prior to giving or accepting any business amenity or other gifts (in whatever form or value), employees shall assess the appropriateness of their actions by assessing if the action could influence or could reasonably give the appearance of influencing the business relationship of the Company with that organization or individual or any business decision arising out of that business relationship.

雇员在给予或接受任何商业便利或其他馈赠(不论其形式或价值)前，应评估其行为是否适当，以评估该行动是否能影响或合理地显示影响公司与该机构或个人的业务关系，或因该业务关系而产生的任何商业决定。

Sebelum memberi atau menerima apa-apa kemudahan perniagaan atau hadiah lain (dalam apa jua bentuk atau nilai), pekerja hendaklah menilai kesesuaian tindakan mereka dengan menilai jika tindakan itu boleh mempengaruhi atau secara munasabahnya boleh menggambarkan pengaruh ke atas hubungan perniagaan Syarikat dengan organisasi atau individu tersebut atau apa-apa keputusan perniagaan yang timbul daripada hubungan perniagaan itu.

#### **4.1.5 Gifts, Entertainment and Others/ 礼物、娱乐和其他 / Hadiah, Hiburan dan Lain-lain**

- 4.1.5.1 As a general rule, employees are discouraged from giving or accepting gifts, entertainment and other benefits to or from business partners. Notwithstanding this, the Company recognizes that the occasional acceptance or offer of modest gifts and entertainment may be a legitimate contribution to good business relationships.

一般来说，不鼓励员工给予或接受来自商业伙伴的礼物、娱乐和其他福利。尽管如此，该公司认识到，偶尔接受或提供适度的礼物和娱乐可能是对建立良好的商业关系的一种合法的贡献。

Sebagai peraturan umum, pekerja tidak digalakkan memberi hadiah, hiburan dan faedah lain kepada rakan kongsi perniagaan atau menerimanya daripada mereka. Walau apa pun, Syarikat mengakui bahawa menerima atau memberi hadiah dan hiburan sederhana sesekali-sekala mungkin adalah sumbangan yang sah bagi hubungan perniagaan yang baik.

- 4.1.5.2 Generally, all invitations to business luncheons or dinners may be given or accepted by the employees. Employees receiving or giving the gifts, entertainment and other benefits is responsible for assessing whether it is appropriate and within the boundaries set out in this Code.

一般情况下，所有的商务午餐会或晚宴的邀请都可以由员工提供或接受。接受或给予礼物、娱乐和其他福利的雇员有责任评估其是否适当，是否在本守则的范围内。

Secara umumnya, semua undangan untuk makan tengah hari atau makan malam perniagaan boleh diberikan atau diterima oleh pekerja. Pekerja yang menerima atau memberi hadiah, hiburan dan faedah lain bertanggungjawab untuk menilai sama ada perkara ini sesuai dan terangkum dalam sempadan yang dinyatakan dalam Kod ini.

The following rules and guidelines shall be observed:

应遵守以下规则和准则:

Peraturan dan garis panduan berikut hendaklah dipatuhi:

- 4.1.5.3 The purpose of the gifts, entertainment and other benefits shall never influence business decision-making processes or cause others to perceive an influence.

礼物、娱乐和其他利益的目的，不应影响商业决策过程或使他人感觉到影响。

Tujuan hadiah, hiburan dan lain-lain faedah tidak akan mempengaruhi proses membuat keputusan perniagaan atau menyebabkan orang lain mendapat pengaruh.

- 4.1.5.4 The situation in which the gifts, entertainment and other benefits is received or given shall not be in connection with contractual negotiations of similar situations.

收到或给予礼物、娱乐和其他福利的情况，不得与类似情况的合同谈判有关。

Keadaan di mana hadiah, hiburan dan faedah lain diterima atau diberikan tidak ada kena mengena dengan rundingan kontrak berkaitan situasi yang sama.

## **4.2 EMPLOYEE CONDUCT/ 员工守则 /TATAKELAKUAN PEKERJA**

### **4.2.1 Workplace Environment /工作环境 /Persekitaran Tempat Kerja**

- 4.2.1.1 Employees shall strive to maintain a healthy, safe and productive work environment which is free from discrimination or harassment based on race, religion, political opinion, membership in political group, gender, sexual orientation, marital status, national origin, disability, age or other factors that are unrelated to the Company's legitimate business interests.

员工应努力保持健康、安全和生产性的工作环境，不受基于种族、宗教、政治见解、政治团体成员、性别、性取向、婚姻状况、国籍、残疾、年龄或其他与公司合法商业利益无关的因素的歧视或骚扰。

Pekerja hendaklah berusaha mengekalkan persekitaran kerja yang sihat, selamat dan produktif yang bebas daripada diskriminasi atau gangguan berdasarkan bangsa, agama, pendapat politik, keanggotaan dalam kumpulan politik, gender, orientasi seksual, status perkahwinan, negara asal, kecacatan, umur atau faktor lain yang tidak berkaitan dengan kepentingan perniagaan sah Syarikat.

- 4.2.1.2 Employees shall avoid any conduct in the workplace that creates, encourages or permits an offensive, intimidating or inappropriate work environment including, but not limited to:

雇员应避免在工作场所制造、鼓励或允许具有攻击性、威胁性或不适当工作环境的任何行为，包括但不限于：

Pekerja hendaklah mengelakkan daripada sebarang tatakelakuan di tempat kerja yang menyakitkan hati, mendorong atau menyebabkan berlakunya persekitaran kerja yang menyerang, menakutkan atau tidak sesuai termasuk, tetapi tidak terhad pada:

#### 4.2.1.2.1 Threats or comments that contain discriminatory or harassment elements;

含有歧视性或骚扰成分的威胁或评论

Ancaman atau komen yang mengandungi unsur diskriminasi atau gangguan;

#### 4.2.1.2.2 Unwelcome sexual advances;

不受欢迎的性挑逗;

Gangguan seksual yang tidak diingini;

#### 4.2.1.2.3 Violent behaviour or actions;

暴力行为或行动;

Tingkah laku atau tindakan yang ganas;

#### 4.2.1.2.4 Misuse or abuse of position of authority;

不当使用或滥用权力;

Penyalahgunaan kedudukan kuasa;

#### 4.2.1.2.5 Inappropriate dressing in violation of the dress code or policy of the Company;

违反本公司着装规定或政策的不当着装;

Pakaian tidak sesuai yang melanggar kod atau dasar pakaian Syarikat;

#### 4.2.1.2.6 Possession of weapons of any type; or

拥有任何类型的武器; 或

Pemilikan sebarang jenis senjata; atau

#### 4.2.1.2.7 Use, possession, distribution or sale of illegal drugs, alcohol or any prohibited substance, except for approved medical purposes. The consumption of alcoholic beverages on company premises is only permitted for company-sponsored events and with prior management approval.

非法药物、酒精或任何违禁物质的使用、拥有、分销或销售，但经批准作为医疗用途的除外。在公司场所内饮用含酒精饮料只允许公司赞助的活动，并事先得到管理部门的批准。

Pengambilan, pemilikan, pengedaran atau penjualan dadah haram, alkohol atau bahan terlarang, kecuali untuk tujuan perubatan yang diluluskan. Pengambilan minuman beralkohol di premis syarikat hanya dibenarkan untuk acara yang ditaja oleh syarikat dan dengan kelulusan pengurusan terlebih dahulu.

### 4.2.2 Working Attitude / 工作态度 / Sikap Kerja

#### 4.2.2.1 Employees are expected to be adaptive and optimistic with continued energy and confidence to meet global challenges.

期待员工将以持续的精力和信心适应和乐观地迎接全球挑战。

Pekerja diharapkan supaya bersikap mudah menyesuaikan diri dan optimistik dengan tenaga dan keyakinan yang berterusan untuk memenuhi cabaran global.

4.2.2.2 Employees are encouraged to collaborate across markets, functions and teams towards achieving Kelington Group's common goal.

鼓励员工跨市场、跨职能、跨团队合作，以实现Kelington集团的共同目标。

Pekerja digalakkan untuk bekerjasama merentasi pasaran, fungsi dan pasukan ke arah mencapai matlamat bersama Kumpulan Kelington.

4.2.2.3 Employees shall support the establishment of centres of excellence and innovation to enable knowledge sharing and the free-flow of ideas across Kelington Group.

员工应支持建立英才和创新中心，在Kelington集团实现知识共享和思想自由流动。

Pekerja hendaklah menyokong penubuhan pusat kecemerlangan dan inovasi untuk membolehkan perkongsian pengetahuan dan pengaliran idea secara bebas di Kumpulan Kelington.

4.2.2.4 Employees are expected to behave in a professional and harmonious manner, by treating each other with respect, dignity, fairness and courtesy.

员工应以专业和谐的态度，以尊重、大度、公平和礼貌的方式对待彼此。

Para pekerja diharapkan supaya berkelakuan dengan cara yang profesional dan harmoni, dengan bergaul antara satu sama lain dengan hormat, menjaga maruah, adil dan beradab.

#### **4.2.3 Protection of Assets and Funds/ 资产和资金保护 / Perlindungan Aset Dan Dana**

Directors and Employees must protect the assets and funds of the Group to ensure availability for legitimate business purposes and that no property, information or position belonging to the Group or opportunity arising from these be used for personal gain.

董事和雇员必须保护集团的资产和资金，以确保合法的商业目的可用，并且不将属于集团的财产、信息或职位或由此产生的机会用于个人利益。

Pengarah dan Pekerja mesti melindungi aset dan dana Kumpulan untuk memastikan ketersediaannya untuk tujuan perniagaan yang sah dan tiada harta, maklumat atau kedudukan yang dimiliki oleh Kumpulan atau peluang yang timbul daripadanya boleh digunakan untuk kepentingan peribadi.

#### **4.2.4 Business Records and Data Integrity/ 业务记录和数据完整性 / Record Perniagaan dan Integriti Data**

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 unauthorized, false, improper or misleading records or entries shall be made in the books and records of the Group, under any circumstances.

需要准确、及时和可靠的记录，以履行集团的法律和财政义务，并管理集团的事务。所有账簿、记录和帐目应符合普遍接受和适用的会计原则以及所有适用的法律和法规。准备和维持准确和充分的业务记录是每一位员工的责任。在任何情况下，不得在本集团的簿册及纪录内做出未经授权、虚假、不当或误导性的纪录或添加。

Rekod yang jitu, tepat pada masanya dan boleh dipercayai adalah perlu untuk memenuhi kewajipan undang-undang dan kewangan Kumpulan dan mengurus hal ehwal Kumpulan. Semua buku, rekod dan akaun hendaklah mematuhi prinsip perakaunan yang diterima dan berkaitan dan semua undang-undang dan peraturan yang berkenaan. Penyediaan dan penyelenggaraan rekod perniagaan yang tepat dan mencukupi adalah tanggungjawab setiap Pekerja. Tiada rekod atau kemasukan yang tidak dibenarkan, palsu, tidak betul atau mengelirukan boleh dibuat dalam buku dan rekod Kumpulan, dalam apa jua keadaan.

#### 4.2.5 Confidential Information / 资料保密 / Maklumat Sulit

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 is acquired in the course of their employment, and are strictly prohibited to disclose to any person, unless the disclosure is duly authorized or legally mandated. 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.

与此相关的是，所有董事和雇员都应谨慎和谨慎地保护与集团有关的任何机密和敏感的信息，这些信息是在其受雇过程中获得的，并且严格禁止向任何人披露，除非披露是经正式授权或法律授权的。如董事或雇员知道影响集团的重要资料尚未公开，有关的重要资料必须由有关的董事或雇员最严格地保密，直至公开公布为止。

Adalah penting bahawa semua Pengarah dan Pekerja berhati-hati dan cermat bagi melindungi apa-apa maklumat yang bersifat rahsia dan sensitif yang berkaitan dengan Kumpulan yang diperoleh sepanjang tempoh pekerjaan mereka, dan mereka dilarang keras daripada mendedahkannya kepada mana-mana orang, melainkan pendedahan tersebut telah diberi mandat atau dibenarkan secara sah. Sekiranya seseorang Pengarah atau Pekerja mengetahui maklumat penting yang mempengaruhi Kumpulan yang belum diumumkan secara terbuka, maklumat penting tersebut mestilah dirahsiakan dengan ketat oleh Pengarah atau Pekerja yang terlibat sehingga diumumkan secara terbuka.

#### 4.3 CONFLICTS OF INTEREST/ 利益冲突 / KONFLIK KEPENTINGAN

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 or Employee's judgment in the discharge of responsibilities.

董事和雇员应避免卷入他们作为个人与集团利益之间存在真正或明显利益冲突的情况。董事和雇员不得(直接或间接)利用其职务或就业过程中直接或间接获得的职位或知识谋取私人或个人利益。

此外，董事或雇员须避免在任何可能影响董事或雇员执行职责的判断的实体或事宜中有利害关系的情况。

Pengarah dan Kakitangan hendaklah mengelakkan diri daripada terlibat dalam situasi yang terdapat konflik kepentingan yang sebenar atau nyata antara diri mereka sendiri sebagai individu dan kepentingan Kumpulan. Pengarah dan Kakitangan tidak boleh menggunakan kedudukan atau pengetahuan mereka yang diperoleh secara langsung atau tidak langsung semasa menjalankan tugas atau pekerjaan mereka untuk kelebihan peribadi atau persendirian (secara langsung atau tidak langsung).

Selain itu, seseorang Pengarah atau Pekerja hendaklah mengelakkan diri daripada sebarang keadaan yang Pengarah atau Pekerja tersebut mempunyai kepentingan dalam mana-mana entiti atau perkara yang mungkin mempengaruhi pertimbangan Pengarah atau Pekerja tersebut semasa menjalankan tanggungjawabnya

#### **4.3.1 Competing against Kelington Group/与Kelington集团竞争 / Bersaing dengan Kumpulan Kelington**

4.3.1.1 Employees shall not engage in activities that have conflict with the business interests, even in their own time, including commercially marketing products or services in competition with the current or potential offerings of the Company.

雇员不得从事与本公司商业利益有冲突的活动，即使是在他们自己的时间，包括商业营销产品或服务，以竞争本公司目前或潜在的产品。

Pekerja tidak boleh terlibat dalam aktiviti yang mempunyai konflik dengan kepentingan perniagaan, walaupun dalam masa mereka sendiri, termasuk memasarkan produk atau perkhidmatan secara komersil dan bersaing dengan penawaran semasa atau bakal ditawarkan oleh Syarikat.

4.3.1.2 Employees are not allowed to provide any form of assistance to organizations that market products or services in competition with the Company regardless if they receive any direct or indirect remuneration of any kind for the assistance provided. Accordingly, employees shall not work for the competing organization in any capacity as an employee, consultant or as a member of its board of directors.

雇员不得向在与公司竞争的情况下销售产品或服务的组织提供任何形式的协助，不论他们是否因所提供的协助而获得任何直接或间接的报酬。因此，雇员不得以雇员、顾问或董事会成员的任何身份为竞争组织工作。

Pekerja tidak dibenarkan memberi apa-apa bentuk bantuan kepada organisasi yang memasarkan produk atau perkhidmatan yang bersaing dengan Syarikat tanpa mengira sama ada mereka menerima apa-apa ganjaran secara langsung atau tidak langsung atas bantuan yang diberikan. Oleh itu, pekerja tidak boleh bekerja untuk organisasi yang bersaing dalam apa-apa keupayaan sebagai pekerja, perunding atau sebagai ahli lembaga pengarahnya.

#### **4.3.2 Supplying to Kelington Group/ 向Kelington集团供货 / Membekalkan kepada Kumpulan Kelington**

4.3.2.1 Employees shall not supply to the Company, represent a supplier, work for a supplier or be a member of the supplier's board of directors during your employment with the Company.

在你受雇于本公司期间，雇员不得向本公司供应、代表供应商、为供应商工作或担任供应商董事会成员。

Pekerja tidak boleh membekalkan kepada Syarikat, mewakili pembekal, bekerja untuk pembekal atau menjadi ahli lembaga pengarah pembekal semasa bekerja dengan Syarikat.

#### **4.3.3 Insider Trading/ 内幕交易 / Perdagangan Orang Dalam**

4.3.3.1 Employees who are in the possession of market sensitive information are not allowed to trade in securities of the Company or the shares of another listed company if that information has not been made public. In the context of Malaysian law, insider trading is an offence defined under the Capital Market and Services Act 2007. The laws of other country on insider trading may be applicable in the context of inside information concerning company listed outside of Malaysia.

持有市场敏感资料的雇员，如未公开该等资料，不得买卖该公司的证券或另一上市公司的股份。根据马来西亚法律，内幕交易是2007年“资本市场和服务法”界定的一项罪行。其他国家关于内幕交易的法律可适用于涉及在马来西亚境外上市的公司的内幕信息。

Pekerja yang mempunyai maklumat sensitif pasaran tidak dibenarkan untuk berdagang dalam sekuriti Syarikat atau saham syarikat tersenarai yang lain jika maklumat itu belum diumumkan. Dalam konteks undang-undang Malaysia, perdagangan orang dalam ialah satu kesalahan yang ditakrifkan di bawah Akta Pasaran Modal dan Perkhidmatan 2007. Undang-undang negara lain berkaitan perdagangan orang dalam boleh digunakan dalam konteks maklumat dalaman mengenai syarikat yang tersenarai di luar Malaysia.

- 4.3.3.2 Further, employees shall not disclose such price sensitive information to any third party or encourage any other person to deal in price-affected securities.

此外，雇员不得向第三者披露该等价格敏感资料，亦不得鼓励任何其他人士买卖受价格影响的证券。

Selain itu, pekerja tidak boleh mendedahkan maklumat sensitif harga sedemikian kepada mana-mana pihak ketiga atau menggalakkan mana-mana orang lain supaya berurusan dalam sekuriti yang terjejas harga.

- 4.3.3.3 Employees must consult their respective Head of Department if unsure of the status of the information held by them.

如果员工不确定他们掌握的信息的状况，必须咨询他们各自的部门主管。

Pekerja mesti berunding dengan Ketua Jabatan masing-masing jika tidak pasti tentang status maklumat yang dipegang oleh mereka.

- 4.3.3.4 Employees must ensure that all transactions in the Company shares comply with the procedures set out in the Bursa Malaysia Listing Requirements and the law on insider trading.

员工必须确保公司股票的所有交易符合马来西亚上市要求和内幕交易法律规定的程序。

Pekerja mesti memastikan bahawa semua urusan niaga dalam saham Syarikat mematuhi prosedur yang ditetapkan dalam Keperluan Penyenaraian Bursa Malaysia dan undang-undang mengenai perdagangan orang dalam.

#### **4.3.4 Relative of Employees/ 雇员亲属 /Saudara Mara Pekerja**

- 4.3.4.1 Employees shall disclose to the Company if any relative (for this Code, “relative” comprises employee's spouse, parents, children, brothers, sisters and spouse of child, brother or sister) provides any form of goods or services direct or indirect to the Company, or is a competitor, vendor, business partner, contractor or consultant to the Company. Employees shall avoid or abstain from participating in or making decisions on any deal involving employee's relative.

雇员应向公司披露任何亲属(就本守则而言，“亲属”包括雇员的配偶、父母、子女、兄弟姐妹和子女、兄弟或姊妹的配偶)直接或间接向公司提供任何形式的货物或服务，或是公司的竞争对手、供应商、商业伙伴、承包商或顾问。员工应避免或不参与涉及员工亲属的任何交易或作出决定。

Pekerja hendaklah mendedahkan kepada Syarikat jika mana-mana saudara-maranya (untuk Kod ini, "saudara-mara" terdiri daripada suami atau isteri pekerja, ibu bapa, anak-anak, adik-beradik lelaki, adik-beradik perempuan dan suami atau isteri kepada anak, saudara lelaki atau saudara perempuan) membekalkan apa-apa bentuk barang atau perkhidmatan secara langsung atau tidak langsung kepada Syarikat, atau ialah pesaing, vendor, rakan kongsi perniagaan, kontraktor atau perunding kepada Syarikat. Pekerja hendaklah mengelakkan atau menahan diri daripada mengambil bahagian atau membuat keputusan mengenai apa-apa perjanjian yang melibatkan saudara-mara pekerja.

- 4.3.4.2 If employee's relative is a competitor or supplier of the Company or is employed by one, employees are expected to exercise extra caution in their communication and conduct to ensure the security and confidentiality of information important to the Company and to avoid and/or create a conflict of interest situation.

如果雇员的亲属是公司的竞争对手或供货商，或受雇于公司，则雇员在沟通和行为上应格外谨慎，以确保对公司重要的信息的安全性和保密性，并避免和/或造成利益冲突情况。

Jika saudara-mara pekerja ialah pesaing atau pembekal kepada Syarikat atau diambil bekerja sebagai kakitangan, pekerja diharapkan supaya berhati-hati dalam komunikasi dan tatakelakuan mereka untuk memastikan keselamatan dan kerahsiaan maklumat penting kepada Syarikat dan untuk mengelakkan dan / atau mewujudkan situasi konflik kepentingan.

#### **4.3.5 Personal Financial Interest and Borrowings/ 个人财政利益及借款 / Kepentingan Kewangan Peribadi dan Peminjaman**

- 4.3.5.1 Employees shall not have a financial interest in any organization that the Company conduct business with or compete with if that interest results in or appears to present a conflict of interest situation for the employees with the Company. Employees shall disclose such financial interest to Group Human Resource if it will cause or result in a conflict of interest situation.

如果该公司的利益导致或出现与公司员工发生利益冲突的情况，雇员不应在与该公司进行业务或竞争的任何组织中产生财务利益。如果该财务利益会引起或导致利益冲突，员工应向集团人力资源部披露。

Pekerja tidak boleh mempunyai kepentingan kewangan dalam mana-mana organisasi yang Syarikat menjalankan perniagaan atau bersaing jika kepentingan tersebut menimbulkan atau menunjukkan wujudnya keadaan konflik kepentingan antara pekerja dengan Syarikat. Pekerja hendaklah mendedahkan kepentingan kewangan tersebut kepada Sumber Manusia Kumpulan jika ini akan menyebabkan atau mengakibatkan situasi konflik kepentingan.

- 4.3.5.2 Employees are prohibited from borrowing from any organization that the Company conduct business with or compete with, unless the organization is a legal financial institution and the loans are granted at rates that are available to the general public. Additionally, employees are also prohibited from borrowing from representatives of any organization that the Company conduct business with or compete with, regardless of the nature of business of the organization concerned.

禁止雇员向公司与其开展业务或与其竞争的任何组织借款，除非该组织是一家合法的金融机构，而且贷款的发放利率是向公众提供的。此外，雇员亦不得向与公司有业务往来的任何机构的代表借款，不论有关机构的业务性质如何。

Pekerja dilarang meminjam dari mana-mana organisasi yang Syarikat menjalankan perniagaan atau bersaing, melainkan organisasi itu ialah institusi kewangan yang sah dan pinjaman diberikan pada kadar yang disediakan kepada orang awam. Di samping itu, pekerja juga dilarang meminjam daripada wakil mana-mana organisasi yang Syarikat menjalankan perniagaan atau bersaing, tanpa mengira jenis perniagaan organisasi berkenaan.

## **5.0 REPORTING OF VIOLATIONS OF THE CODE/ 报告违反“守则”的情况 /MELAPORKAN PELANGGARAN KOD**

Any Employee who knows of, or suspects, a violation of the Code, is encouraged to whistle blow or report the concerns through the Whistle Blowing Policy. The provision, protection and procedure of the Whistle Blowing Policy for reporting of the violations of the Code are available on the Kelington website. No individual will be discriminated against or suffer any act of retaliation for reporting in good faith on violations or suspected violations of the Code.

凡知道或怀疑违反守则的雇员，均应透过举报政策检举或举报。举报违反守则的举报政策的规定、保护和程序可在Kelington网站查阅。任何人都不会因真诚地报告违反或涉嫌违反“守则”的行为而受到歧视或遭受任何报复行为。

Mana-mana Pekerja yang mengetahui, atau mengesyaki pelanggaran Kod ini, adalah digalakkan untuk memberikan maklumat atau melaporkan kebimbangannya melalui Polisi Pemberi Maklumat. Peruntukan, perlindungan dan prosedur Polisi Pemberi Maklumat untuk melaporkan pelanggaran Kod boleh didapati di laman web Kelington. Tidak ada individu yang akan didiskriminasi atau berhadapan dengan kelakuan membalas dendam kerana melaporkan secara jujur mengenai pelanggaran atau disyaki telah melanggar Kod.

## **6.0 REVIEW OF THE CODE/ 审查守则 / KAJIAN SEMULA KOD**

The Board will monitor compliance with the Code and review the Code regularly to ensure that it continues to remain relevant and appropriate.

委员会将监测“守则”的遵守情况，并定期审查“守则”，以确保其继续具有相关性和适当性。

Lembaga akan memantau pematuhan terhadap Kod dan mengkaji semula Kod secara teratur untuk memastikannya terus relevan dan sesuai.

**DECLARATION BY EMPLOYEE / CONTRACT STAFF / APPOINTED AGENT /  
SUB-CONTRACTOR**

雇员/合同工作人员/指定代理人/分包商声明

**PENGISYTIHARAN OLEH PEKERJA/ STAF KONTRAK / AGENT / SUB-KONTRAKTOR**

I/We, \_\_\_\_\_ (NRIC/Passport No./Company No.: \_\_\_\_\_), hereby confirm that I/we have read and understand the Code of Conduct ("Code") and agree to observe and adhere to the Code, as amended from time to time. I shall conduct myself/ourselves with complete professionalism, integrity and be true to the spirit of the Code in the daily execution of my/our duties and assignments and as an employee/ contract staff/ appointed agent/ sub-contractor of Kelington Group Berhad. I/we acknowledge that failure to abide by the Code will lead to the appropriate action being taken against me.

本人, \_\_\_\_\_(身份证/护照号/商业注册号: \_\_\_\_\_)已阅读及理解“行为守则”(“守则”), 并同意遵守及遵守不时修订的守则。本人将以完全的专业精神, 正直和忠实于守则的精神, 在日常执行我的职责和任务, 并作为Kelington集团的员工/合同工作人员/指定代理人/分包商。我确实已知悉, 不遵守“守则”将导致对我采取适当行动。

Saya/Kami, \_\_\_\_\_(No. Kad Pengenalan/Pasport/Syarikat \_\_\_\_\_), dengan ini mengesahkan bahawa saya/kami telah membaca dan memahami Kod Tatakelakuan ("Kod") dan bersetuju untuk berpegang pada Kod dan mematuhi, sebagaimana yang dipinda dari semasa ke semasa. Saya/Kami akan bertingkah laku dengan profesionalisme dan integriti yang menyeluruh, dan benar-benar mengikuti semangat Kod ini dalam pelaksanaan tugas dan tanggungjawab harian saya sebagai pekerja/staf contract/agent/sub-kontractor Kelington Group Berhad atau anak-anak syarikatnya. Saya mengakui bahawa kegagalan untuk mematuhi Kod ini akan menyebabkan tindakan yang sewajarnya dikenakan ke atas saya.

\_\_\_\_\_  
Signature/ 签名 /Tandatangan

# Kelington Group Berhad

[Registration No. 199901026486 (501386-P)]

## BOARD DIVERSITY POLICY

### Introduction

The Board Diversity Policy (“the Policy”) sets out the approach to achieve diversity on the Board of Directors (“Board”) of the Company.

Kelington Group Berhad (“the Company” or “KGB”) recognises that Board diversity enhances decision making capability and the quality of the Board’s performance. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and sustainable development.

### Policy

The Company believes that a truly diverse Board will leverage differences in perspective, knowledge, skills, industry experience, background, age, ethnicity, race and gender among the Directors, and these differences will be considered in determining the optimum composition of the Board.

The selection of candidates for Directors will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, independence, skills and knowledge. The ultimate decision will be based on the merit and the contribution that the selected candidates will bring to the Board.

In respect to gender diversity, the Company maintains the pursuit of its target of at least 30% women participation on the Board by 2025 as the Company believes that female participation brings immense value to the business.

Nonetheless, the Company shall at any point of time to have at least one female representation on the Board.

The Board includes a balanced composition of Executive Directors, Non-Independent Non-Executive Directors and Independent Non-Executive Directors so that there is a strong element of independence in the Board. The Independent Non-Executive Directors shall be of sufficient caliber and standing for their views to carry weight.

In identifying candidates for appointment of Directors, other than relying on the recommendations of the existing Board members, Management and/or major shareholders, the Board (through the Nomination Committee (“NC”)) will also explore independent sources to identify suitably qualified candidates.

### Responsibility and Review

The NC is responsible for reviewing and assessing the composition and performance of the Board annually via the Board Evaluation, as well as recommending the appointment of new Directors.

The NC will review the Policy periodically, and discuss any changes that may be required and recommend any such changes to the Board for consideration and approval.

### Disclosure

Upon approval from the Board, the Policy will be published on the Company’s website for stakeholders’ information.



**CODE OF ETHICS AND CONDUCT**  
**道德与行为守则**  
**KOD ETIKA DAN TATAKELAKUAN**

Attention to: All Employee / Contract Staff / Appointed Agent / Sub-Contractor

致：全体雇员/合同工作人员/指定代理人/分包商

Kepada: Semua Pekerja/ Staf Kontract / Agent / Sub-Kontractor

## 1.0 INTRODUCTION / 引言 / PENGENALAN

In line with good corporate governance practices, the Board, the Management and employees of Kelington Group Berhad ("Kelington" 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 Ethics and Conduct (the "Code") sets out the principles and standards of business ethics and conduct of the Group.

本着良好的公司治理做法，Kelington集团公司(简称“Kelington”或“公司”)及其子公司(统称为“集团”)的董事会、管理层和雇员已承诺在集团内创造一种企业文化，以道德的方式经营集团的业务，并坚持最高标准的专业精神和典范的企业行为。本“道德与行为守则”(以下简称“守则”)规定了该集团的商业道德和行为的原则和标准。

Selaras dengan amalan tadbir urus korporat yang baik, Lembaga, Pengurusan dan kakitangan Kelington Group Berhad ("Kelington" atau "Syarikat") dan anak-anak syarikatnya (secara kolektif disebut sebagai "Kumpulan") telah membuat komitmen untuk mewujudkan budaya korporat dalam Kumpulan untuk mengendalikan perniagaan Kumpulan dengan cara yang beretika dan melaksanakan standard tertinggi profesionalisme dan tatakelakuan korporat yang menjadi teladan. Kod Etika dan Tatakelakuan ini ("Kod") menetapkan prinsip dan piawaian etika perniagaan dan tatakelakuan Kumpulan.

## 2.0 OBJECTIVE / 目的 / OBJEKTIF

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.

“守则”的目的是协助董事和雇员(根据守则第3条的规定)界定工作中的道德标准和行为。“守则”并非详尽无遗，而董事及雇员在履行职责时可能须履行额外的义务。就所有意图和目的而言，所有董事和雇员应始终遵守并确保在履行职责时必须遵守的所有适用法律、规则和条例。

Objektif Kod ini adalah untuk membantu Pengarah dan Kakitangan (seperti yang ditakrifkan di bawah Klausula 3 Kod ini) dalam menentukan piawaian etika dan tatakelakuan di tempat kerja. Kod ini bukanlah bertujuan sebagai suatu yang menyeluruh, dan mungkin terdapat obligasi tambahan yang dijangka perlu dilakukan atau dilaksanakan oleh Pengarah dan Kakitangan semasa menjalankan tugas mereka. Bagi semua maksud dan tujuan, semua Pengarah dan Kakitangan hendaklah sentiasa mematuhi dan memastikan pematuhan terhadap semua undang-undang, aturan dan peraturan yang berkaitan yang mereka mesti patuhi dalam melaksanakan tugas mereka.

### 3.0 APPLICABILITY/ 适用性 / KEBOLEHGUNAAN

The Code is applicable to all employees (including full time, probationary, contract and temporary staff, appointed agent and sub-contractor) ("Employees") and Directors of the Group. Each Employee has a duty to read and understand the Code. 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, whereas for an Employee, the Employee may refer or highlight any concerns to the immediate superior, Head of Department or the Chief Operating Officer.

本守则适用于所有员工（包括全职、试用、合同和临时员工、指定代理人/分包商）（简称“员工”）和集团董事。每个员工都有义务阅读和理解本守则。违反任何守则规定的行为可能导致纪律处分，包括终止雇佣。如果董事要求进一步澄清该守则，则董事可将任何关注事项提交或指明给董事会主席，而对于雇员，雇员可将任何关注事项提交或指明给直接上级、部门主管或首席运营官。

Kod ini tergunapakai untuk semua pekerja (termasuk kakitangan sepenuh masa, percubaan, kontrak dan sementara, agent dan sub-kontractor) ("Pekerja") dan Pengarah Kumpulan. Setiap Pekerja mempunyai tugas untuk membaca dan memahami Kod ini. Pelanggaran mana-mana peruntukan Kod boleh mengakibatkan tindakan disiplin, termasuk penamatan pekerjaan. Sekiranya seseorang Pengarah memerlukan penjelasan lanjut tentang Kod ini, Pengarah tersebut boleh merujuk atau mengemukakan sebarang pertanyaan kepada Pengerusi Lembaga, manakala untuk seseorang Pekerja pula, Pekerja tersebut boleh merujuk atau mengemukakan sebarang pertanyaan kepada ketua terdekat, Ketua Jabatan atau Ketua Pegawai Operasi.

### 4.0 CORE AREAS OF CONDUCT/ 守则核心领域 / BIDANG TERAS TATAKELAKUAN

#### 4.1. BUSINESS CONDUCT/ 经营行为 / TATAKELAKUAN PERNIAGAAN

##### 4.1.1 Dealing with External Parties / 与外部各方打交道 / Berurusan dengan Pihak Luar

##### 4.1.1.1 Vendors and Business Partners/ 供应商和商业伙伴 / Vendor dan Rakan Niaga

4.1.1.1.1 The Company shall take a collaborative approach in all their partnerships ensuring that employees address the specific needs of the stakeholders, while offering products, services and solutions.

公司应在其所有伙伴关系中采取合作方式，确保员工在提供产品、服务和解决方案时满足利益相关者的具体需要。

Syarikat hendaklah mengambil pendekatan kolaboratif dalam semua perkongsian mereka yang memastikan pekerja memenuhi keperluan khusus pihak berkepentingan, semasa menawarkan produk, perkhidmatan dan penyelesaian.

4.1.1.1.2 The Company shall conduct business with vendors or business partners that share the same ethical commitment as the Company, and shall avoid conducting business with vendors or business partners who are likely to harm the Company's reputation.

公司应与和公司有相同道德承诺的供应商或商业伙伴开展业务，并应避免与可能损害公司声誉的供应商或商业伙伴开展业务。

Syarikat hendaklah menjalankan perniagaan dengan vendor atau rakan niaga yang berkongsi komitmen etika yang sama seperti Syarikat, dan hendaklah mengelakkan daripada menjalankan perniagaan dengan vendor atau rakan niaga yang mungkin merosakkan reputasi Syarikat.

#### 4.1.1.1.3 Facts shall be weighed objectively and impartially to decide on vendors or business partners

应客观公正地衡量事实以决定销售商或合作伙伴。

Fakta hendaklah dipertimbangkan secara objektif dan adil untuk menentukan vendor atau rakan niaga.

#### 4.1.1.1.4 Employees shall not exert or attempt to exert influence to obtain privilege treatment for any particular vendor. Vendors in competition for contracts with the Company shall at all times be able to have confidence in the integrity of the Company's selection processes.

雇员不得施加或企图施加影响，以获得任何特定供应商的特殊待遇。与公司竞争合同的供应商在任何时候都应对公司甄选过程的完整性有信心。

Pekerja tidak boleh menggunakan atau berusaha untuk menggunakan pengaruh bagi mendapatkan layanan istimewa untuk mana-mana vendor. Semua Vendor yang bersaing untuk mendapatkan kontrak dengan Syarikat hendaklah pada setiap masa mempunyai keyakinan terhadap integriti pihak Syarikat semasa proses pemilihan.

### 4.1.1.2 Governments / 政府 / Kerajaan

#### 4.1.1.2.1 Employees shall hold themselves up to the highest standards of conduct and aim to proactively engage with the government to improve the social and economic conditions.

雇员应遵守最高的行为标准，并积极主动地与政府接触，以改善社会和经济状况。

Pekerja hendaklah mematuhi standard tatakelakuan yang tertinggi dan bermatlamat untuk terlibat dengan kerajaan secara proaktif bagi memperbaiki keadaan sosial dan ekonomi.

#### 4.1.1.2.2 Employees shall be aware of and adhere to the relevant laws and regulations pertaining to relations between government employees and customers, suppliers and business partners.

员工应了解并遵守有关政府雇员与客户、供应商和商业伙伴之间关系的相关法律法规。

Pekerja hendaklah menyedari dan mematuhi undang-undang dan peraturan yang berkaitan dengan hubungan antara kerajaan, pekerja dan pelanggan, pembekal dan rakan niaga.

#### 4.1.1.2.3 Employees shall not provide gifts to government employees or those acting on the government's behalf if doing so violates certain local laws and regulations or could be reasonably construed as an action to seek special favour.

雇员不应向政府雇员或代表政府行事的人提供礼物，如果这样做违反了某些地方法律和法规，或可被合理地解释为寻求特别优待的行为。

Pekerja seharusnya tidak memberikan hadiah kepada kakitangan kerajaan atau mereka yang menjalankan tugas bagi pihak kerajaan sekiranya dengan berbuat demikian akan melanggar undang-undang dan peraturan tempatan yang tertentu atau boleh ditafsirkan sebagai tindakan untuk mendapatkan sokongan khusus.

### 4.1.1.3 Investors, Media, Analysts and Others/ 投资者、媒体、分析师和其他人 / Pelabur, Media, Penganalisis dan Lain-lain

#### 4.1.1.3.1 Any employee approached by investors, prospective investors, media and analysts on confidential information shall refer such requests to Group Finance and Administration Department.

任何投资者、潜在投资者、媒体和分析师对机密信息进行接触，任何员工应将此类要求提交集团财务和行政部门。

Mana-mana pekerja yang didekati oleh pelabur, bakal pelabur, media dan penganalisis mengenai maklumat sulit hendaklah merujuk permintaan tersebut kepada Jabatan Perundangan & Korporat.

- 4.1.1.3.2 Employees shall also refer any request for information on the Company's business from investigators or law enforcement officials to the Group Finance and Administration Department.

员工还应将调查人员或执法人员对公司业务信息的任何要求提交集团财务和行政部门。

Pekerja juga hendaklah merujuk sebarang permintaan untuk mendapatkan maklumat mengenai perniagaan Syarikat daripada penyiasat atau pegawai penguatkuasa undang-undang kepada Jabatan Perundangan & Korporat.

- 4.1.1.3.3 Employees shall not initiate contact with the media and analyst unless it is part of their job responsibilities, and with prior management approval and knowledge. In all instances, employees shall exercise caution in their communication.

员工不得主动与媒体和分析人员接触，除非这是他们工作职责的一部分且事先得到管理部门的批准和认可。在任何情况下雇员在沟通时都应保持谨慎。

Pekerja hendaklah tidak memulakan kontrak dengan media dan penganalisis melainkan ianya adalah sebahagian daripada tanggungjawab tugas mereka, dan dilakukan dengan kelulusan dan pengetahuan pengurusan terlebih dahulu. Dalam semua keadaan, pekerja hendaklah berhati-hati dalam komunikasi mereka.

#### **4.1.1.4 Competitors / 竞争对手 / Pesaing**

- 4.1.1.4.1 Employees shall compete fairly and ethically within the framework of applicable competition laws.

雇员应在适用的竞争法框架内公平和道德地竞争。

Pekerja hendaklah bersaing secara adil dan beretika yang termaktub dalam struktur undang-undang persaingan yang berkaitan.

- 4.1.1.4.2 Employees shall exercise caution in all business contracts and contacts with competitors, suppliers and vendors and seek advice from Group Finance and Administration Department if in doubt whether an action violates any competition laws.

员工在所有商业合同和与竞争对手、供应商和供应商的联系中应谨慎行事，如果怀疑某项行为违反竞争法，应向集团财务和管理部寻求建议。

Pekerja hendaklah berhati-hati dalam semua kontrak perniagaan dan perhubungan dengan pesaing, pembekal dan vendor dan mendapatkan nasihat daripada Jabatan Kewangan dan Pentadbiran Kumpulan jika ragu-ragu sama ada sesuatu tindakan itu melanggar mana-mana undang-undang persaingan.

- 4.1.1.4.3 Employees shall disassociate themselves and the Company from participation in any possible illegal activity with competitors and avoid communicating sensitive or confidential information which includes pricing policy, contract terms, marketing and product plans and any other proprietary information.

员工和本公司不得与竞争对手参与任何可能的非法活动，并应避免交流敏感或机密信息，包括定价政策、合同条款、营销和产品计划以及任何其他专利信息。

Pekerja hendaklah memisahkan diri mereka dan juga Syarikat daripada penyertaan dalam mana-mana aktiviti haram yang mungkin dengan pesaing dan mengelakkan daripada menyampaikan maklumat sensitif atau sulit, termasuk dasar harga, terma kontrak, rancangan pemasaran dan produk dan sebarang maklumat pemilikan yang lain.

- 4.1.1.4.4 Employees shall not use improper or illegal means to acquire a competitor's trade secrets or other confidential information. When working with such information, employees shall use it in the proper context and for legitimate purposes such as to evaluate the merits of the products, services and marketing of the Company. Such information shall only be made available to other employees on a need to know basis.

雇员不得使用不正当或非法手段获取竞争对手的商业秘密或其他机密信息。在使用这些信息时，员工应在适当的情况下合法使用，比如用于评估公司产品、服务和营销的优点等。此类信息只能在需要了解的情况下提供给其他雇员。

Pekerja tidak boleh menggunakan cara yang salah atau tidak sah untuk memperoleh rahsia perdagangan atau maklumat sulit lain daripada pesaing. Apabila bekerja dengan menggunakan maklumat yang sedemikian, mereka hendaklah menggunakannya dalam konteks yang betul dan untuk tujuan yang sah seperti menilai merit produk, perkhidmatan dan pemasaran Syarikat. Maklumat sedemikian hanya akan disediakan kepada pekerja lain atas dasar perlu tahu.

#### **4.1.2 Authority to Make Commitments/ 承诺的权限 / Pihak Berkuasa perlu Membuat Komitmen**

- 4.1.2.1 Employees are expected to be aware of and adhere to the Company's defined delegation of authority guidelines and processes for key functions and commitments, limits of authority documents and supplementary procedural documents.

员工应了解并遵守公司关于关键职能和承诺、权限限制文件和补充程序文件的明确授权准则和流程。

Pekerja diharapkan supaya menyedari dan mematuhi penugasan yang ditentukan oleh Syarikat berkaitan garis panduan kuasa dan proses bagi fungsi utama dan komitmen, had dokumen kuasa dan dokumen prosedur tambahan

- 4.1.2.2 Commitments that bind the Company shall only be made by employees who are authorized to do so and in accordance with established limits of authority guidelines. It is not acceptable for employees to make any business commitments whether oral or written that contradict established guidelines and which create a new agreement or modify an existing agreement without proper approval consistent with the limits of authority guidelines.

对公司有约束力的承诺只应由有权这样做的雇员按照既定的权限准则做出。雇员做出的任何业务承诺（不论是口头或书面的）如果与既定的准则相抵触，以及未经适当批准而订立新的协议或修改现有的协议，都是不可接受的。

Komitmen yang mengikat Syarikat hanya akan dibuat oleh pekerja yang diberi kuasa untuk berbuat demikian dan selaras dengan had garis panduan kuasa yang telah ditetapkan. Adalah sesuatu yang tidak boleh diterima bahawa pekerja membuat komitmen perniagaan sama ada secara lisan atau bertulis yang bertentangan dengan garis panduan yang ditetapkan dan yang mewujudkan perjanjian baru atau mengubahsuai perjanjian yang ada tanpa kelulusan yang sepatutnya selaras dengan had garis panduan berkuasa.

### 4.1.3 Money Laundering/ 洗黑钱 / Pelaburan Wang Haram

4.1.3.1 Money laundering is the process of concealing the identity of proceeds from unlawful activities to convert “dirty” money to a legitimate source of income or asset. Money laundering is an offence under the Anti-Money Laundering and Anti-Terrorism Financing Act 2001 in Malaysia.

洗黑钱是指隐瞒非法活动所得的身份，将“肮脏”的资金转化为合法的收入或资产来源的过程。根据2001年“马来西亚反洗黑钱和反恐怖主义资助法”，洗黑钱是犯罪行为。

Pelaburan wang haram ialah proses menyembunyikan identiti hasil daripada kegiatan yang menyalahi undang-undang untuk menukar wang "kotor" menjadi sumber pendapatan atau aset yang sah. Pelaburan wang haram adalah satu kesalahan di bawah Akta Pencegahan Pengubahan Wang Haram dan Pencegahan Pembiayaan Keganasan 2001 di Malaysia.

4.1.3.2 Employees shall be aware of the applicable anti-money laundering laws and shall seek to ensure they are appropriately and adequately informed of developments in the laws relating to this area.

雇员应知道适用的反洗黑钱法，并应设法确保他们适当和充分地了解与这一领域有关的法律的发展情况。

Pekerja hendaklah mengetahui tentang undang-undang pencegahan pengubahan wang haram yang berkenaan dan hendaklah berusaha memastikan bahawa mereka dimaklumkan dengan sewajarnya dan secukupnya tentang perkembangan undang-undang yang berkaitan dengan bidang ini.

4.1.3.3 Employees are expected to be mindful of the risk of the Company's business being use for money laundering activities and to raise any suspicious transactions to their immediate superior.

雇员应注意该公司业务被用于洗钱活动的风险，并将任何可疑交易向其直属上级提出。

Pekerja diharapkan supaya sedar akan risiko perniagaan Syarikat digunakan untuk kegiatan pelaburan wang haram dan memberitahu sebarang transaksi yang mencurigakan kepada pegawai atasan terdekat mereka.

### 4.1.4 Bribes and Corruption/ 贿赂和腐败 / Rasuah dan Sogokan

4.1.4.1 Employees shall not offer, give, solicit or accept bribes in order to achieve business or personal advantages for themselves or others or engage in any transaction that can be construed as having contravened the anti-corruption laws.

员工不得为谋取自身或他人的商业或个人利益，或者从事可能被解释为违反反腐败法的交易而提供、给予、索取或收受贿赂。

Pekerja tidak boleh menawarkan, memberi, meminta atau menerima rasuah untuk memperoleh manfaat perniagaan atau peribadi untuk diri mereka sendiri atau orang lain atau terlibat dalam sebarang transaksi yang boleh dianggap sebagai melanggar undang-undang anti-rasuah.

4.1.4.2 Employees shall be cognisant of the fact that bribes may be in any form, monetary or otherwise including but are not limited to unauthorized remuneration such as referral fee, commission or other similar compensation, material goods, services, gifts, business amenities, premiums or discounts of an inappropriate value or of an unreasonable level or that are not generally offered to others or that are prohibited by law or may reasonably be viewed as having crossed the boundaries of ethical and lawful business practice.

雇员应认识到贿赂可以是任何形式的金钱贿赂或其他形式的贿赂，包括但不限于未经授权的报酬，如转介费、佣金或其他类似的补偿、物质物品、服务、礼品、商业设施、保险费或折扣，其价值不适当或水平不合理，或一般不向他人提供，或被法律禁止或合理地予以禁止，或被视为跨越了道德和合法商业实践的界限。

Pekerja hendaklah mengetahui hakikat bahawa rasuah boleh berbentuk apa sahaja, kewangan atau sebaliknya termasuk tetapi tidak terhad pada imbuhan yang tidak dibenarkan seperti bayaran rujukan, komisen atau pampasan yang serupa, barangan, perkhidmatan, hadiah, kemudahan perniagaan, premium atau diskaun pada nilai yang tidak sepatutnya atau pada tahap yang tidak munasabah atau yang tidak ditawarkan secara umum kepada orang lain atau yang dilarang oleh undang-undang atau mungkin dilihat secara munasabahnya telah melanggar batasan amalan perniagaan beretika dan sah.

- 4.1.4.3 Prior to giving or accepting any business amenity or other gifts (in whatever form or value), employees shall assess the appropriateness of their actions by assessing if the action could influence or could reasonably give the appearance of influencing the business relationship of the Company with that organization or individual or any business decision arising out of that business relationship.

雇员在给予或接受任何商业便利或其他馈赠（不论其形式或价值）前，应评估其行为是否适当，以评估该行动是否能影响或合理地显示影响公司与该机构或个人的业务关系，或因该业务关系而产生的任何商业决定。

Sebelum memberi atau menerima apa-apa kemudahan perniagaan atau hadiah lain (dalam apa jua bentuk atau nilai), pekerja hendaklah menilai kesesuaian tindakan mereka dengan menilai jika tindakan itu boleh mempengaruhi atau secara munasabahnya boleh menggambarkan pengaruh ke atas hubungan perniagaan Syarikat dengan organisasi atau individu tersebut atau apa-apa keputusan perniagaan yang timbul daripada hubungan perniagaan itu.

#### **4.1.5 Gifts, Entertainment and Others/ 礼物、娱乐和其他 /Hadiah, Hiburan dan Lain-lain**

- 4.1.5.1 As a general rule, employees are discouraged from giving or accepting gifts, entertainment and other benefits to or from business partners. Notwithstanding this, the Company recognizes that the occasional acceptance or offer of modest gifts and entertainment may be a legitimate contribution to good business relationships.

一般来说，不鼓励员工给予或接受来自商业伙伴的礼物、娱乐和其他福利。尽管如此，该公司认识到，偶尔接受或提供适度的礼物和娱乐可能是对建立良好的商业关系的一种合法的贡献。

Sebagai peraturan umum, pekerja tidak digalakkan memberi hadiah, hiburan dan faedah lain kepada rakan kongsi perniagaan atau menerimanya daripada mereka. Walau apa pun, Syarikat mengakui bahawa menerima atau memberi hadiah dan hiburan sederhana sesekali-sekala mungkin adalah sumbangan yang sah bagi hubungan perniagaan yang baik.

- 4.1.5.2 Generally, all invitations to business luncheons or dinners may be given or accepted by the employees. Employees receiving or giving the gifts, entertainment and other benefits is responsible for assessing whether it is appropriate and within the boundaries set out in this Code.

一般情况下，所有的商务午餐会或晚宴的邀请都可以由员工提供或接受。接受或给予礼物、娱乐和其他福利的雇员有责任评估其是否适当，是否在本守则的范围内。

Secara umumnya, semua undangan untuk makan tengah hari atau makan malam perniagaan boleh diberikan atau diterima oleh pekerja. Pekerja yang menerima atau memberi hadiah, hiburan dan faedah lain bertanggungjawab untuk menilai sama ada perkara ini sesuai dan terangkum dalam sempadan yang dinyatakan dalam Kod ini.

The following rules and guidelines shall be observed:

应遵守以下规则和准则：

Peraturan dan garis panduan berikut hendaklah dipatuhi:

- 4.1.5.3 The purpose of the gifts, entertainment and other benefits shall never influence business decision-making processes or cause others to perceive an influence.

礼物、娱乐和其他利益的目的，不应影响商业决策过程或使他人感觉到影响。

Tujuan hadiah, hiburan dan lain-lain faedah tidak akan mempengaruhi proses membuat keputusan perniagaan atau menyebabkan orang lain mendapat pengaruh.

- 4.1.5.4 The situation in which the gifts, entertainment and other benefits is received or given shall not be in connection with contractual negotiations of similar situations.

收到或给予礼物、娱乐和其他福利的情况，不得与类似情况的合同谈判有关。

Keadaan di mana hadiah, hiburan dan faedah lain diterima atau diberikan tidak ada kena mengena dengan rundingan kontrak berkaitan situasi yang sama.

## **4.2 EMPLOYEE CONDUCT/ 员工守则 /TATAKELAKUAN PEKERJA**

### **4.2.1 Workplace Environment /工作环境 /Persekitaran Tempat Kerja**

- 4.2.1.1 Employees shall strive to maintain a healthy, safe and productive work environment which is free from discrimination or harassment based on race, religion, political opinion, membership in political group, gender, sexual orientation, marital status, national origin, disability, age or other factors that are unrelated to the Company's legitimate business interests.

员工应努力保持健康、安全和生产性的工作环境，不受基于种族、宗教、政治见解、政治团体成员、性别、性取向、婚姻状况、国籍、残疾、年龄或其他与公司合法商业利益无关的因素的歧视或骚扰。

Pekerja hendaklah berusaha mengekalkan persekitaran kerja yang sihat, selamat dan produktif yang bebas daripada diskriminasi atau gangguan berdasarkan bangsa, agama, pendapat politik, keanggotaan dalam kumpulan politik, gender, orientasi seksual, status perkahwinan, negara asal, kecacatan, umur atau faktor lain yang tidak berkaitan dengan kepentingan perniagaan sah Syarikat.

- 4.2.1.2 Employees shall avoid any conduct in the workplace that creates, encourages or permits an offensive, intimidating or inappropriate work environment including, but not limited to:

雇员应避免在工作场所制造、鼓励或允许具有攻击性、威胁性或不适当工作环境的任何行为，包括但不限于：

Pekerja hendaklah mengelakkan daripada sebarang tatakelakuan di tempat kerja yang menyakitkan hati, mendorong atau menyebabkan berlakunya persekitaran kerja yang menyerang, menakutkan atau tidak sesuai termasuk, tetapi tidak terhad pada:

4.2.1.2.1 Threats or comments that contain discriminatory or harassment elements;

含有歧视性或骚扰成分的威胁或评论

Ancaman atau komen yang mengandungi unsur diskriminasi atau gangguan;

4.2.1.2.2 Unwelcome sexual advances;

不受欢迎的性挑逗;

Gangguan seksual yang tidak diingini;

4.2.1.2.3 Violent behaviour or actions;

暴力行为或行动;

Tingkah laku atau tindakan yang ganas;

4.2.1.2.4 Misuse or abuse of position of authority;

不当使用或滥用权力;

Penyalahgunaan kedudukan kuasa;

4.2.1.2.5 Inappropriate dressing in violation of the dress code or policy of the Company;

违反本公司着装规定或政策的不当着装;

Pakaian tidak sesuai yang melanggar kod atau dasar pakaian Syarikat;

4.2.1.2.6 Possession of weapons of any type; or

拥有任何类型的武器; 或

Pemilikan sebarang jenis senjata; atau

4.2.1.2.7 Use, possession, distribution or sale of illegal drugs, alcohol or any prohibited substance, except for approved medical purposes. The consumption of alcoholic beverages on company premises is only permitted for company-sponsored events and with prior management approval.

非法药物、酒精或任何违禁物质的使用、拥有、分销或销售，但经批准作为医疗用途的除外。在公司场所内饮用含酒精饮料只允许公司赞助的活动，并事先得到管理部门的批准。

Pengambilan, pemilikan, pengedaran atau penjualan dadah haram, alkohol atau bahan terlarang, kecuali untuk tujuan perubatan yang diluluskan. Pengambilan minuman beralkohol di premis syarikat hanya dibenarkan untuk acara yang ditaja oleh syarikat dan dengan kelulusan pengurusan terlebih dahulu.

## 4.2.2 Working Attitude / 工作态度 / Sikap Kerja

4.2.2.1 Employees are expected to be adaptive and optimistic with continued energy and confidence to meet global challenges.

期待员工将以持续的精力和信心适应和乐观地迎接全球挑战。

Pekerja diharapkan supaya bersikap mudah menyesuaikan diri dan optimistik dengan tenaga dan keyakinan yang berterusan untuk memenuhi cabaran global.

- 4.2.2.2 Employees are encouraged to collaborate across markets, functions and teams towards achieving Kelington Group's common goal.

鼓励员工跨市场、跨职能、跨团队合作，以实现Kelington集团共同目标。

Pekerja digalakkan untuk bekerjasama merentasi pasaran, fungsi dan pasukan ke arah mencapai matlamat bersama Kumpulan Kelington.

- 4.2.2.3 Employees shall support the establishment of centres of excellence and innovation to enable knowledge sharing and the free-flow of ideas across Kelington Group.

员工应支持建立英才和创新中心，在Kelington集团实现知识共享和思想自由流动。

Pekerja hendaklah menyokong penubuhan pusat kecemerlangan dan inovasi untuk membolehkan perkongsian pengetahuan dan pengaliran idea secara bebas di Kumpulan Kelington.

- 4.2.2.4 Employees are expected to behave in a professional and harmonious manner, by treating each other with respect, dignity, fairness and courtesy.

员工应以专业和谐的态度，以尊重、大度、公平和礼貌的方式对待彼此。

Para pekerja diharapkan supaya berkelakuan dengan cara yang profesional dan harmoni, dengan bergaul antara satu sama lain dengan hormat, menjaga maruah, adil dan beradab.

#### **4.2.3 Protection of Assets and Funds/ 资产和资金保护 / Perlindungan Aset Dan Dana**

Directors and Employees must protect the assets and funds of the Group to ensure availability for legitimate business purposes and that no property, information or position belonging to the Group or opportunity arising from these be used for personal gain.

董事和雇员必须保护集团的资产和资金，以确保合法的商业目的可用，并且不将属于集团的财产、信息或职位或由此产生的机会用于个人利益。

Pengarah dan Pekerja mesti melindungi aset dan dana Kumpulan untuk memastikan ketersediaannya untuk tujuan perniagaan yang sah dan tiada harta, maklumat atau kedudukan yang dimiliki oleh Kumpulan atau peluang yang timbul daripadanya boleh digunakan untuk kepentingan peribadi.

#### **4.2.4 Business Records and Data Integrity/ 业务记录和数据完整性 / Record Perniagaan dan Integriti Data**

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 unauthorized, false, improper or misleading records or entries shall be made in the books and records of the Group, under any circumstances.

需要准确、及时和可靠的记录，以履行集团的法律和财政义务，并管理集团的事务。所有账簿、记录和帐目应符合普遍接受和适用的会计原则以及所有适用的法律和法规。准备和维持准确和充分的业务记录

是每一位员工的责任。在任何情况下，不得在本集团的簿册及纪录内做出未经授权、虚假、不当或误导性的纪录或添加。

Rekod yang jitu, tepat pada masanya dan boleh dipercayai adalah perlu untuk memenuhi kewajipan undang-undang dan kewangan Kumpulan dan mengurus hal ehwal Kumpulan. Semua buku, rekod dan akaun hendaklah mematuhi prinsip perakaunan yang diterima dan berkaitan dan semua undang-undang dan peraturan yang berkenaan. Penyediaan dan penyelenggaraan rekod perniagaan yang tepat dan mencukupi adalah tanggungjawab setiap Pekerja. Tiada rekod atau kemasukan yang tidak dibenarkan, palsu, tidak betul atau mengelirukan boleh dibuat dalam buku dan rekod Kumpulan, dalam apa jua keadaan.

#### **4.2.5 Confidential Information / 资料保密 / Maklumat Sulit**

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 is acquired in the course of their employment, and are strictly prohibited to disclose to any person, unless the disclosure is duly authorized or legally mandated. 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.

与此相关的是，所有董事和雇员都应谨慎和谨慎地保护与集团有关的任何机密和敏感的信息，这些信息是在其受雇过程中获得的，并且严格禁止向任何人披露，除非披露是经正式授权或法律授权的。如董事或雇员知道影响集团的重要资料尚未公开，有关的重要资料必须由有关的董事或雇员最严格地保密，直至公开公布为止。

Adalah penting bahawa semua Pengarah dan Pekerja berhati-hati dan cermat bagi melindungi apa-apa maklumat yang bersifat rahsia dan sensitif yang berkaitan dengan Kumpulan yang diperoleh sepanjang tempoh pekerjaan mereka, dan mereka dilarang keras daripada mendedahkannya kepada mana-mana orang, melainkan pendedahan tersebut telah diberi mandat atau dibenarkan secara sah. Sekiranya seseorang Pengarah atau Pekerja mengetahui maklumat penting yang mempengaruhi Kumpulan yang belum diumumkan secara terbuka, maklumat penting tersebut mestilah dirahsiakan dengan ketat oleh Pengarah atau Pekerja yang terlibat sehingga diumumkan secara terbuka.

#### **4.3 CONFLICTS OF INTEREST/ 利益冲突 / KONFLIK KEPENTINGAN**

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 or Employee's judgment in the discharge of responsibilities.

董事和雇员应避免卷入他们作为个人与集团利益之间存在真正或明显利益冲突的情况。董事和雇员不得(直接或间接)利用其职务或就业过程中直接或间接获得的职位或知识谋取私人或个人利益。

此外，董事或雇员须避免在任何可能影响董事或雇员执行职责的判断的实体或事宜中有利害关系的情况。

Pengarah dan Kakitangan hendaklah mengelakkan diri daripada terlibat dalam situasi yang terdapat konflik kepentingan yang sebenar atau nyata antara diri mereka sendiri sebagai individu dan

kepentingan Kumpulan. Pengarah dan Kakitangan tidak boleh menggunakan kedudukan atau pengetahuan mereka yang diperoleh secara langsung atau tidak langsung semasa menjalankan tugas atau pekerjaan mereka untuk kelebihan peribadi atau persendirian (secara langsung atau tidak langsung).

Selain itu, seseorang Pengarah atau Pekerja hendaklah mengelakkan diri daripada sebarang keadaan yang Pengarah atau Pekerja tersebut mempunyai kepentingan dalam mana-mana entiti atau perkara yang mungkin mempengaruhi pertimbangan Pengarah atau Pekerja tersebut semasa menjalankan tanggungjawabnya

#### **4.3.1 Competing against Kelington Group/ 与Kelington集团竞争 /Bersaing dengan Kumpulan Kelington**

4.3.1.1 Employees shall not engage in activities that have conflict with the business interests, even in their own time, including commercially marketing products or services in competition with the current or potential offerings of the Company.

雇员不得从事与本公司商业利益有冲突的活动，即使是在他们自己的时间，包括商业营销产品或服务，以竞争本公司目前或潜在的产品。

Pekerja tidak boleh terlibat dalam aktiviti yang mempunyai konflik dengan kepentingan perniagaan, walaupun dalam masa mereka sendiri, termasuk memasarkan produk atau perkhidmatan secara komersil dan bersaing dengan penawaran semasa atau bakal ditawarkan oleh Syarikat.

4.3.1.2 Employees are not allowed to provide any form of assistance to organizations that market products or services in competition with the Company regardless if they receive any direct or indirect remuneration of any kind for the assistance provided. Accordingly, employees shall not work for the competing organization in any capacity as an employee, consultant or as a member of its board of directors.

雇员不得向在与公司竞争的情况下销售产品或服务的组织提供任何形式的协助，不论他们是否因所提供的协助而获得任何直接或间接的报酬。因此，雇员不得以雇员、顾问或董事会成员的任何身份为竞争组织工作。

Pekerja tidak dibenarkan memberi apa-apa bentuk bantuan kepada organisasi yang memasarkan produk atau perkhidmatan yang bersaing dengan Syarikat tanpa mengira sama ada mereka menerima apa-apa ganjaran secara langsung atau tidak langsung atas bantuan yang diberikan. Oleh itu, pekerja tidak boleh bekerja untuk organisasi yang bersaing dalam apa-apa keupayaan sebagai pekerja, perunding atau sebagai ahli lembaga pengarahnya.

#### **4.3.2 Supplying to Kelington Group / 向Kelington集团供货 / Membekalkan kepada Kumpulan Kelington**

4.3.2.1 Employees shall not supply to the Company, represent a supplier, work for a supplier or be a member of the supplier's board of directors during your employment with the Company.

在你受雇于本公司期间，雇员不得向本公司供应、代表供应商、为供应商工作或担任供应商董事会成员。

Pekerja tidak boleh membekalkan kepada Syarikat, mewakili pembekal, bekerja untuk pembekal atau menjadi ahli lembaga pengarah pembekal semasa bekerja dengan Syarikat.

#### **4.3.3 Insider Trading/ 内幕交易 /Perdagangan Orang Dalam**

4.3.3.1 Employees who are in the possession of market sensitive information are not allowed to trade in securities of the Company or the shares of another listed company if that information has not been made public. In the context of Malaysian law, insider trading is an offence defined under

the Capital Market and Services Act 2007. The laws of other country on insider trading may be applicable in the context of inside information concerning company listed outside of Malaysia.

持有市场敏感资料的雇员，如未公开该等资料，不得买卖该公司的证券或另一上市公司的股份。根据马来西亚法律，内幕交易是2007年“资本市场和服务法”界定的一项罪行。其他国家关于内幕交易的法律可适用于涉及在马来西亚境外上市的公司的内幕信息。

Pekerja yang mempunyai maklumat sensitif pasaran tidak dibenarkan untuk berdagang dalam sekuriti Syarikat atau saham syarikat tersenarai yang lain jika maklumat itu belum diumumkan. Dalam konteks undang-undang Malaysia, perdagangan orang dalam ialah satu kesalahan yang ditakrifkan di bawah Akta Pasaran Modal dan Perkhidmatan 2007. Undang-undang negara lain berkaitan perdagangan orang dalam boleh digunakan dalam konteks maklumat dalaman mengenai syarikat yang tersenarai di luar Malaysia.

- 4.3.3.2 Further, employees shall not disclose such price sensitive information to any third party or encourage any other person to deal in price-affected securities.

此外，雇员不得向第三者披露该等价格敏感资料，亦不得鼓励任何其他人士买卖受价格影响的证券。

Selain itu, pekerja tidak boleh mendedahkan maklumat sensitif harga sedemikian kepada mana-mana pihak ketiga atau menggalakkan mana-mana orang lain supaya berurusan dalam sekuriti yang terjejas harga.

- 4.3.3.3 Employees must consult their respective Head of Department if unsure of the status of the information held by them.

如果员工不确定他们掌握的信息的状况，必须咨询他们各自的部门主管。

Pekerja mesti berunding dengan Ketua Jabatan masing-masing jika tidak pasti tentang status maklumat yang dipegang oleh mereka.

- 4.3.3.4 Employees must ensure that all transactions in the Company shares comply with the procedures set out in the Bursa Malaysia Listing Requirements and the law on insider trading.

员工必须确保公司股票的所有交易符合马来西亚上市要求和内幕交易法律规定的程序。

Pekerja mesti memastikan bahawa semua urusan niaga dalam saham Syarikat mematuhi prosedur yang ditetapkan dalam Keperluan Penyenaraian Bursa Malaysia dan undang-undang mengenai perdagangan orang dalam.

#### **4.3.4 Relative of Employees/ 雇员亲属 /Saudara Mara Pekerja**

- 4.3.4.1 Employees shall disclose to the Company if any relative (for this Code, “relative” comprises employee’s spouse, parents, children, brothers, sisters and spouse of child, brother or sister) provides any form of goods or services direct or indirect to the Company, or is a competitor, vendor, business partner, contractor or consultant to the Company. Employees shall avoid or abstain from participating in or making decisions on any deal involving employee’s relative.

雇员应向公司披露任何亲属(就本守则而言，“亲属”包括雇员的配偶、父母、子女、兄弟姐妹和子女、兄弟或姊妹的配偶)直接或间接向公司提供任何形式的货物或服务，或是公司的竞争对手、供应商、商业伙伴、承包商或顾问。员工应避免或不参与涉及员工亲属的任何交易或作出决定。

Pekerja hendaklah mendedahkan kepada Syarikat jika mana-mana saudara-maranya (untuk Kod ini, "saudara-mara" terdiri daripada suami atau isteri pekerja, ibu bapa, anak-anak, adik-beradik lelaki, adik-beradik perempuan dan suami atau isteri kepada anak, saudara lelaki atau

saudara perempuan) membekalkan apa-apa bentuk barang atau perkhidmatan secara langsung atau tidak langsung kepada Syarikat, atau ialah pesaing, vendor, rakan kongsi perniagaan, kontraktor atau perunding kepada Syarikat. Pekerja hendaklah mengelakkan atau menahan diri daripada mengambil bahagian atau membuat keputusan mengenai apa-apa perjanjian yang melibatkan saudara-mara pekerja.

- 4.3.4.2 If employee's relative is a competitor or supplier of the Company or is employed by one, employees are expected to exercise extra caution in their communication and conduct to ensure the security and confidentiality of information important to the Company and to avoid and/or create a conflict of interest situation.

如果雇员的亲属是公司的竞争对手或供货商，或受雇于公司，则雇员在沟通和行为上应格外谨慎，以确保对公司重要的信息的安全性和保密性，并避免和/或造成利益冲突情况。

Jika saudara-mara pekerja ialah pesaing atau pembekal kepada Syarikat atau diambil bekerja sebagai kakitangan, pekerja diharapkan supaya berhati-hati dalam komunikasi dan tatakelakuan mereka untuk memastikan keselamatan dan kerahsiaan maklumat penting kepada Syarikat dan untuk mengelakkan dan / atau mewujudkan situasi konflik kepentingan.

#### **4.3.5 Personal Financial Interest and Borrowings/ 个人财政利益及借款 / Kepentingan Kewangan Peribadi dan Peminjaman**

- 4.3.5.1 Employees shall not have a financial interest in any organization that the Company conduct business with or compete with if that interest results in or appears to present a conflict of interest situation for the employees with the Company. Employees shall disclose such financial interest to Group Human Resource if it will cause or result in a conflict of interest situation.

如果该公司的利益导致或出现与公司员工发生利益冲突的情况，雇员不应在与该公司进行业务或竞争的任何组织中产生财务利益。如果该财务利益会引起或导致利益冲突，员工应向集团人力资源部披露。

Pekerja tidak boleh mempunyai kepentingan kewangan dalam mana-mana organisasi yang Syarikat menjalankan perniagaan atau bersaing jika kepentingan tersebut menimbulkan atau menunjukkan wujudnya keadaan konflik kepentingan antara pekerja dengan Syarikat. Pekerja hendaklah mendedahkan kepentingan kewangan tersebut kepada Sumber Manusia Kumpulan jika ini akan menyebabkan atau mengakibatkan situasi konflik kepentingan.

- 4.3.5.2 Employees are prohibited from borrowing from any organization that the Company conduct business with or compete with, unless the organization is a legal financial institution and the loans are granted at rates that are available to the general public. Additionally, employees are also prohibited from borrowing from representatives of any organization that the Company conduct business with compete with, regardless of the nature of business of the organization concerned.

禁止雇员向公司与其开展业务或与其竞争的任何组织借款，除非该组织是一家合法的金融机构，而且贷款的发放利率是向公众提供的。此外，雇员亦不得向与公司有业务往来的任何机构的代表借款，不论有关机构的业务性质如何。

Pekerja dilarang meminjam dari mana-mana organisasi yang Syarikat menjalankan perniagaan atau bersaing, melainkan organisasi itu ialah institusi kewangan yang sah dan pinjaman diberikan pada kadar yang disediakan kepada orang awam. Di samping itu, pekerja juga dilarang meminjam daripada wakil mana-mana organisasi yang Syarikat menjalankan perniagaan atau bersaing, tanpa mengira jenis perniagaan organisasi berkenaan.

## **5.0 REPORTING OF VIOLATIONS OF THE CODE/ 报告违反“守则”的情 / MELAPORKAN PELANGGARAN KOD**

Any Employee who knows of, or suspects, a violation of the Code, is encouraged to whistle blow or report the concerns through the Whistle Blowing Policy. The provision, protection and procedure of the Whistle Blowing Policy for reporting of the violations of the Code are available on the Kelington website. No individual will be discriminated against or suffer any act of retaliation for reporting in good faith on violations or suspected violations of the Code.

凡知道或怀疑违反守则的雇员，均应透过举报政策检举或举报。举报违反守则的举报政策的规定、保护和程序可在Kelington网站查阅。任何人都不会因真诚地报告违反或涉嫌违反“守则”的行为而受到歧视或遭受任何报复行为。

Mana-mana Pekerja yang mengetahui, atau mengesyaki pelanggaran Kod ini, adalah digalakkan untuk memberikan maklumat atau melaporkan kebimbangannya melalui Polisi Pemberi Maklumat. Peruntukan, perlindungan dan prosedur Polisi Pemberi Maklumat untuk melaporkan pelanggaran Kod boleh didapati di laman web Kelington. Tidak ada individu yang akan didiskriminasi atau berhadapan dengan kelakuan membalas dendam kerana melaporkan secara jujur mengenai pelanggaran atau disyaki telah melanggar Kod.

## **6.0 REVIEW OF THE CODE/ 审查守则 /KAJIAN SEMULA KOD**

The Board will monitor compliance with the Code and review the Code regularly to ensure that it continues to remain relevant and appropriate.

委员会将监测“守则”的遵守情况，并定期审查“守则”，以确保其继续具有相关性和适当性。

Lembaga akan memantau pematuhan terhadap Kod dan mengkaji semula Kod secara teratur untuk memastikannya terus relevan dan sesuai.

**DECLARATION BY EMPLOYEE / CONTRACT STAFF / APPOINTED AGENT /  
SUB-CONTRACTOR**

**雇员/合同工作人员/指定代理人/分包商声明**

**PENGISYTIHARAN OLEH PEKERJA/ STAF KONTRAK / AGENT / SUB-KONTRAKTOR**

I/We, \_\_\_\_\_ (NRIC/Passport No./Company No.: \_\_\_\_\_), hereby confirm that I/we have read and understand the Code of Conduct ("Code") and agree to observe and adhere to the Code, as amended from time to time. I shall conduct myself/ourselves with complete professionalism, integrity and be true to the spirit of the Code in the daily execution of my/our duties and assignments and as an employee/ contract staff/ appointed agent/ sub-contractor of Kelington Group Berhad. I/we acknowledge that failure to abide by the Code will lead to the appropriate action being taken against me.

本人, \_\_\_\_\_(身份证/护照号/商业注册号: \_\_\_\_\_)已阅读及理解“行为守则”(“守则”), 并同意遵守及遵守不时修订的守则。本人将以完全的专业精神, 正直和忠实于守则的精神, 在日常执行我的职责和任务, 并作为**Kelington**集团的员工/合同工作人员/指定代理人/分包商。我确实已知悉, 不遵守“守则”将导致对我采取适当行动。

Saya/Kami, \_\_\_\_\_(No. Kad Pengenalan/Pasport/Syarikat \_\_\_\_\_), dengan ini mengesahkan bahawa saya/kami telah membaca dan memahami Kod Tatakelakuan ("Kod") dan bersetuju untuk berpegang pada Kod dan mematuhi, sebagaimana yang dipinda dari semasa ke semasa. Saya/Kami akan bertingkah laku dengan profesionalisme dan integriti yang menyeluruh, dan benar-benar mengikuti semangat Kod ini dalam pelaksanaan tugas dan tanggungjawab harian saya sebagai pekerja/staf contract/agent/sub-kontractor Kelington Group Berhad atau anak-anak syarikatnya. Saya mengakui bahawa kegagalan untuk mematuhi Kod ini akan menyebabkan tindakan yang sewajarnya dikenakan ke atas saya.

\_\_\_\_\_  
Signature/ 签名 /Tandatangan



## **Kelington Group Berhad**

# **Whistleblowing Policy & Guidelines**

Revision	00
Effective date	20 <sup>th</sup> May 2020

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## WHISTLEBLOWING POLICY

Kelington Group Berhad ("KGB" or the "Company") is committed to ensuring that every part of its operation is carried out professionally in accordance with relevant laws, rules, regulations, business ethics and conduct, and recognise that all employees have an important role to play in achieving this goal.

As such, the Board of Directors of KGB has formulated this Whistleblowing Policy to protect the values of transparency, integrity, impartiality and accountability in where KGB conducts its businesses and affairs.

The Board of Directors of KGB believes that employees will usually be the first to know when an improper or illegal act is being or has been committed. Employees are encouraged to blow the whistle, in good faith, on any such potential violations or concerns according to the procedures established in this Whistleblowing Policy.

KGB's Whistleblowing Policy will:

- Govern the process through which employees and others may report potential violations or concerns relating to relevant laws, rules, regulations, business ethics and conduct, including any violations or concerns relating to illegal, immoral, embezzlement and fraudulent activities;
- Establish a mechanism for responding to any reports from employees and others regarding such potential violations or concerns;
- Prohibit retaliation against employees raising such potential violations or concerns; and
- Establish procedures for the retention of records of reports.

Employees who blow the whistle on wrongdoings will be protected against victimisation or other adverse treatment provided that the whistleblowing is done in good faith. However, any whistleblowing which is not made in good faith and is found to be deliberately falsified with malicious intent will be subjected to Disciplinary Action by KGB in accordance with the Human Resource Guidelines and Procedures.

All employees of KGB and its subsidiaries must follow this Whistleblowing Policy and cooperate with any review and investigation initiated pursuant to this Whistleblowing Policy. Guidance to this Whistleblowing Policy is provided in Whistleblowing Guidelines that can be obtained from KGB's Intranet.

The Audit Committee ("AC") and Chief Executive Officer of KGB shall have overall responsibility for the implementation of this Whistleblowing Policy. The administration of the policy is to be carried out by the Corporate Compliance and Integrity Department. The AC shall exercise the oversight function over the administration of the policy.

## WHISTLEBLOWING GUIDELINES

### B1 DEFINITION

- B1.1 The word whistleblowing in the context of this Whistleblowing Guidelines (“Guideline”) refers to a situation where a person (internal or external) raising serious concerns at an early stage about risks of wrongful activities or reporting a wrongdoing.
- B1.2 The person who initiates or raises serious concerns of wrongful activities or wrongdoings is referred as “whistleblower”.
- B1.3 For the purpose of this Guideline, the wrongful activities and wrongdoings refers to any potential violations or concerns relating to any laws, rules, regulations, business ethics and conduct, including any violations or concerns relating to illegal, immoral, embezzlement, bribery or corruption and fraudulent activities.

### B2 OBJECTIVE

- B2.1 The objective of the Whistleblowing Policy is to protect the values of transparency, integrity, impartiality and accountability in where KGB group (“KGB” or the “Company”) conducts its business and affairs.
- B2.2 Through an effective implementation of this Guideline, KGB will enhance its accountability in preserving its integrity and will be able to stand up to public scrutiny. This in turn enhances and builds credibility of our stakeholders.

### B3. APPLICATION

- B3.1 This Guideline is intended to complement the normal channels of communication and reporting lines within KGB.
- B3.2 This Guideline will be applied in KGB covering all employees of KGB and its subsidiaries.
- B3.3 This Guideline will not apply to personal grievances concerning an individual's terms and conditions of employment, or other aspects of the working relationship, complaints of bullying or harassment, or disciplinary matters. Such complaints will be dealt with under existing Human Resource Guidelines and Procedures on grievance, bullying and harassment, discipline and misconduct in KGB.

#### **B4. WHO COULD BECOME A WHISTLEBLOWER**

B4.1 Once the Whistleblowing Policy and Guidelines are fully implemented, any of the following people could become a whistleblower:

- KGB and its subsidiaries' employees including employees on contract terms, temporary or short-term employees and employees on secondment; and
- People performing services for KGB including contractors, sub-contractors, consultants, agents or any other business associate or partners.

#### **B5. WHAT WRONGDOINGS ARE FOR WHISTLEBLOWING**

B5.1 A qualified disclosure may be made if it relates to one or more of the following wrongdoings by any employees in the conduct of KGB's business or affairs that is being, has been, or is likely to be, committed:

- Failure to comply with legal obligations;
- Criminal offence;
- Corruption or fraud;
- Misuse or abuse of KGB's funds or assets;
- Gross mismanagement within KGB;
- Serious financial irregularity or impropriety within KGB;
- Repeated ill treatment of a client/customer/supplier despite a complaint being made;
- Serious breach of KGB's Code of Business Conduct And Ethics or Conflict Of Interest Code for its employees and directors;
- Actions which endanger the health or safety of employees or the public;
- Failure to comply with the provisions of the Government Laws and Regulations where the wrongdoer, knowingly, disregards or does not comply with such provisions;
- Knowingly directing or advising a person to commit any of the above wrongdoings; and
- Any action which is intended to conceal any of the above.

The above list is not exhaustive and there will be instances where employees would need to exercise judgement.

B5.2 An employee will not be expected to prove the truth of an allegation but he or she should be able to demonstrate that there are sufficient grounds to have a reasonable belief that something is wrong.

B5.3 If an employee is unsure whether a particular act or omission constitutes a wrongdoing under this Guideline, he or she is still encouraged to contact the Corporate Compliance and Integrity Department (CCID) for more clarification.

## **B6. WHEN TO BLOW THE WHISTLE ON WRONGDOINGS**

B6.1 A whistleblower should immediately come forward with any information that he or she, in good faith, reasonably believes discloses a wrongdoing is likely to happen, is being committed or has been committed.

B6.2 However, he or she is not expected to first obtain substantial evidence of proof beyond reasonable doubt when making a disclosure. If he or she knows as a matter of fact that there are serious risks that a wrongdoing is going to take place, such bona fide concerns should be raised immediately i.e. the employee is able to show the reasons for concern.

## **B7. PROCEDURES IN HANDLING WHISTLEBLOWING OF WRONGDOINGS**

### **B7.1 Initial step**

B7.1.1 When an employee is of the opinion that a specific concerns falls within the scope of this Guideline and cannot be solved through existing procedures, he or she can choose to make a report orally or in writing and submit it to Corporate Compliance and Integrity Department (Refer to Appendix A: *Whistleblowing Hotline*).

B7.1.2 The employee can also directly contact the CEO when he or she has a reasonable belief that there is serious malpractice relating to any of the wrongdoings specified in paragraph B5.1 and it would not be properly dealt with by reporting to the Corporate Compliance and Integrity Department.

B7.1.3 The Whistleblowing Hotline is a confidential telephone service which offers employees the possibility to report concerns in confidence without any party in KGB, other than the Corporate Compliance and Integrity Department, knowing about the disclosure initially.

B7.1.4 A Whistleblowing reporting structure is provided in Appendix B: *Whistleblowing Reporting Structure* and the roles and responsibilities are provided in Appendix C: *Roles and Responsibilities*.

B7.1.5 The whistleblower is required to disclose his or her particulars including, name, designation, current address and contact numbers. Anonymous complaints would not be entertained and covered by this Guideline.

B7.1.6 The whistleblower should inform the Corporate Compliance and Integrity Department of all details of his or her concerns as reasonably possible, including:

- Nature of wrongdoing;
- The date of incidence;
- Time and place of its occurrence;
- The identity of the alleged wrongdoer;
- Particulars of witnesses, if any;
- Particulars or production of documentary evidence, if any.

and other details deemed to be useful to facilitate screening and action to be carried out in paragraphs B.7.2, B.7.3 and B.7.4.

*(Refer to Appendix D for other preparations to be made prior to contacting the Corporate Compliance and Integrity Department).*

B7.1.7 The whistleblower may be asked to provide further clarifications and information from time to time, for example, if an investigation is conducted.

B7.1.8 In respect of an employee who reports a suspected violation in good faith and is not engaged in questionable conduct, the Company will attempt to keep its discussions and actions confidential to the greatest extent possible.

B7.1.9 However, there may be circumstances where the employee may be needed as a witness. Should this be the case, KGB will discuss the matter with the employee at the earliest opportunity. In addition, in the course of investigation, the Company may need to share information with others on a "need to know" basis.

## **B7.2 Screening**

B7.2.1 The Corporate Compliance and Integrity Department will screen and assess the whistleblower's disclosure to determine whether it is related to a wrongdoing as stated in paragraph B5.1 or excluded from the scope of the Whistleblowing Policy and Guidelines, and will prepare general recommendations to the Audit Committee ("AC") and the Chief Executive Officer ("CEO"), where deemed necessary.

B7.2.2 This initial process in B7.2.1 should not take more than one (1) month from the day the Corporate Compliance and Integrity Department receives the whistleblower's disclosure. It may be completed immediately if the wrongdoing is capable of causing irreparable harm to KGB.

B7.2.3 If the whistleblower's disclosure involves the Corporate Compliance and Integrity Department, CEO, members of the AC or Board of Directors, the alleged wrongdoer or any other implicated persons will be excluded from performing the activities of screening, action, investigation and recommendation described in this Guideline.

### **B7.3 Preliminary Action**

B7.3.1 The AC, together with the general recommendations made by Corporate Compliance and Integrity Department, will make decisions including but not limited to any of the following:

- Rejection of the whistleblower's disclosure;
- Directing investigation by the Corporate Compliance and Integrity Department, Investigative unit or any other external party;
- Suspending the alleged wrongdoer or any other implicated persons from work in accordance with the Human Resource Guidelines and Procedures to facilitate any fact-finding or to avoid any employee's exposure to a threat or harm; and
- Referral to the police or any other appropriate enforcement authority.

B7.3.2 All decisions made and reasons of action thereof shall be minuted in the minutes of meetings of the AC.

B7.3.3 Subject to legal constraints, the whistleblower will be notified of the status of his or her whistleblower's disclosure based on the preliminary action taken by the AC as far as reasonably practicable.

B7.3.4 The alleged wrongdoer will also be informed of the allegations and given an opportunity to answer the allegations at the upcoming investigation as stated in Paragraph B7.4 - investigation, where deemed appropriate by the AC.

### **B7.4 Investigation**

B7.4.1 The investigation would be carried out under the terms of strict confidentiality, by not informing the subject of the whistleblower's disclosure to any other party other than the AC until (or if) it becomes necessary to do so.

B7.4.2 The whistleblower and the alleged wrongdoer are expected to give his or her full cooperation in any investigation or any other process carried out pursuant to this Guideline and/or the Disciplinary Action of the Human Resource Guidelines and Procedures.

B7.4.3 In the event the whistleblower is implicated or discovered to be or have been involved in any wrongdoing, he or she may also be investigated so as to complete the fact-finding process in accordance with this Guideline and/or the Disciplinary Action of the Human Resource Guidelines and Procedures.

B7.4.4 If the alleged wrongdoer or any other implicated persons has/have, or is/are found to have:

- committed a wrongdoing; or
- taken serious risks which would likely cause a wrongdoing to be committed;

the action to be taken against that alleged wrongdoer or any other implicated persons will be determined based on the Disciplinary Action of the Human Resource Guidelines and Procedures, which may include formal warning or reprimand, demotion, suspension or termination of employment or services with KGB.

B7.4.5 The AC will have the final decision on whether to pursue any legal actions against alleged wrongdoer or any other implicated persons.

## **B7.5 Reporting of outcome**

B7.5.1 Subject to any legal constraint, the whistleblower and, if applicable, the alleged wrongdoer will be notified in writing of the decision on the investigation (e.g. the wrongdoing occurred or not; the alleged wrongdoer is guilty or not), and the basis thereof.

B7.5.2 The notification letter should be signed by the Chief Executive Officer of KGB.

B7.5.3 If the employee is unhappy with the outcome of the investigation, the employee may submit another detailed report explaining why this is the case and the employee's concern will be investigated again if there is good reason to do so.

B7.5.4 The Corporate Compliance and Integrity Department will furnish a quarterly report to the AC stating the number and nature of wrongdoings reported by whistleblower(s) including the follow up action and the unresolved cases of wrongdoings. After a review is made by the AC, a summarised result and a follow up measure will be tabled to the Board of Directors for information and action, if required.

## **B7.6 Appeal**

B7.6.1 Any appeal of wrongdoing will be handled in accordance with the Human Resource Guidelines and Procedures.

## **B8. EXTERNAL DISCLOSURE**

- B8.1 If the procedures under this Guideline have been exhausted, or the whistleblower is still not satisfied with the KGB's response and reasonably believes that the information disclosed, and any allegation contained in it, are substantially true, he or she is at liberty to take the matter further by raising it with the relevant governmental, regulatory authorities and enforcement agencies in Malaysia or in the country concerned. External disclosure may further be made in case of an important and urgent public interest or required by the law.
- B8.2 Whilst the whistleblower is able to report issues externally, the whistleblower must be aware that there is a difference between reporting internally through the Corporate Compliance and Integrity Department or the CEO of KGB, and externally. To report internally, the whistleblower must be suspicious that there is malpractice whereas to report externally, the whistleblower must have reasonable belief that malpractice has or is taking place and some evidence to support the report.
- B8.3 The instrument of external reporting should in reasonable opinion of the whistleblower to be in balance with the relevant matter and there should not be a less potentially damaging option available.
- B8.4 The whistleblower should minimise the possible impact of his or her actions to KGB and to the people involved. The external party that the whistleblower considers disclosing information to, should be a party which will be able to effectively organise action against the alleged contravention.
- B8.5 A whistleblower that makes an external complaint in good faith to any of the relevant governmental, regulatory authorities and enforcement agencies in Malaysia or in the country concerned after exhausting KGB's procedure will be protected against victimisation or other adverse treatment.

## **B9. PROTECTION**

- B9.1 Upon making a disclosure in good faith, based on reasonable grounds and in accordance with the procedures pursuant to this Guideline:
- i) The whistleblower's identity will be protected i.e. kept confidential unless otherwise required by law or for purposes of any proceedings by or against KGB.
  - ii) The whistleblower will be protected from harassment or victimisation within KGB as a direct consequence of his or her disclosure.
- B9.2 KGB will not tolerate punishment or unfair treatment when concerns are raised in good faith. Any employee who reports a contravention or a concern will be given protection and shall in no way be put at a disadvantage as a result of his or her report.

B9.3 Where it is determined that there is a prima facie case that the whistleblower has suffered adverse treatment, harassment or victimisation as a result of his or her disclosure, a further investigation may take place and disciplinary action may be taken against the perpetrator in accordance with the relevant procedure in this Guideline and/or the Disciplinary Action of the Human Resource Guidelines and Procedures.

B9.4 If the complaint was made by the whistleblower otherwise than in good faith and based on reasonable grounds, the whistleblower will automatically lose the protections as states in **paragraph B9.1**. In addition, KGB will determine the action to be taken which may include disciplinary measures, formal warning or reprimand, demotion, suspension or termination of employment or services with KGB in accordance with Disciplinary Action of the Human Resource Guidelines and Procedures.

## **B10. TIME LIMITS AND RETENTION OF RECORDS**

B10.1 Time limits should be allocated for each stage of the procedure. If the time limits pass without any satisfactory action being taken, the concerns should be raised at the next level.

B10.2 The Corporate Compliance and Integrity Department will retain for a minimum period of **seven (7)** years all records relating to any whistleblower case(s) and its related investigation report, if any.

## **B11. CIRCULATION AND REVIEW**

B11.1 The Whistleblower Policy and Guidelines will be circulated to all existing and newly recruited employees of KGB and its subsidiary.

B11.2 The Whistleblower Policy and Guidelines will be reviewed every 2 years by AC or upon the request of the Corporate Compliance and Integrity Department of KGB.

B11.3 The Whistleblower Policy and Guidelines whether revised or not upon such review, shall again be circulated to existing employees after the said review.

## **B12. PRIVACY**

B12.1 KGB is committed to protect the privacy of the persons involved to the fullest extend possible and in accordance with applicable laws. Any personal data obtained, as part of this Guideline will only be used for the purposes explained in this Guideline and will only be provided to those who have a need to know about these data for these purposes or to comply with the law or an important public interest.

## APPENDIX A: WHISTLEBLOWER HOTLINE

The Whistle Blowing Hotline is a confidential telephone line to receive and report any wrongdoings as prescribed in paragraph B5.1.

The particular of the Corporate Compliance and Integrity Department is as follows:

**Corporate Compliance  
and Integrity Department**

Ms Ng Mun Yee

**Hotline number**

**Fixed telephone: +603 7845 5696**  
**Email: [ccid@kelington-group.com](mailto:ccid@kelington-group.com)**

**Offering hours**

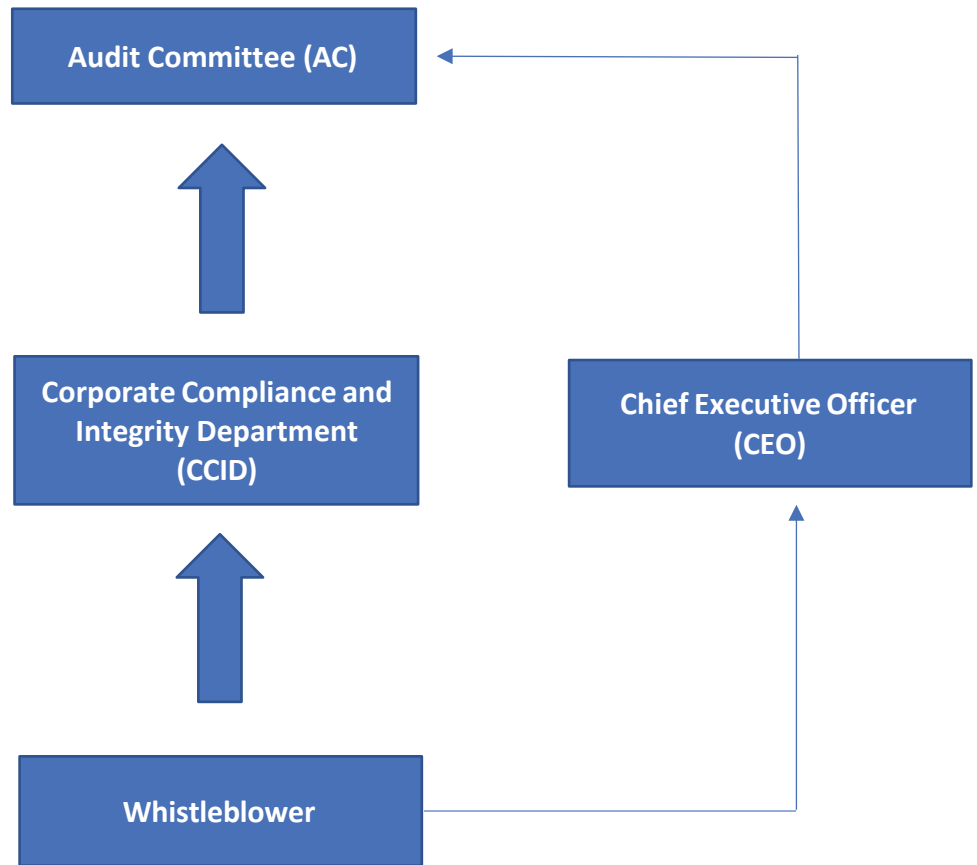
9.00 am to 6.00 pm on Mondays to Fridays.  
(Excluding public holidays)

**Preparation required  
prior to calling the hotline**

To accomplish an effective call (as stated in paragraph B7.1 – initial step) you are expected to prepare the following information prior to calling the hotline:

- Nature of the wrongdoing to be reported
- The date of the wrongdoing took place
- Time and place of its occurrence
- The identity of the alleged wrongdoer
- Particulars of witnesses, if any
- Particulars or production of documentary evidence, if any; and
- Other details deemed to be useful to facilitate preliminary screening and action to be carried out under paragraph B7.2 and B7.3, if required.

## APPENDIX B: WHISTLE BLOWING REPORTING STRUCTURE



**Note:**

*A Whistleblower should report directly to the Corporate Compliance and Integrity Department of KGB. However, the Whistleblower could also directly contact the Chief Executive Office of KGB in accordance with paragraph B7.1.2 for matters relating to the Corporate Compliance and Integrity Department of KGB.*

### APPENDIX C: ROLES AND RESPONSIBILITIES

Role	Responsibilities
<b>Audit Committee (AC)</b>	<ul style="list-style-type: none"> <li>• Review reports and any matters arising there from or in connection there with, and establish whether there is sufficient ground for further action;</li> <li>• Recommend, if need be, procedures to be put in place to manage reports that require immediate or urgent action;</li> <li>• Initiate investigations when required; and</li> <li>• Review and report to the Board of Directors the results of the investigations and recommendations for corrective or remedial actions, or (case the case may be), administrative or disciplinary actions to be taken.</li> </ul>
<b>Corporate Compliance &amp; Integrity Department</b>	<ul style="list-style-type: none"> <li>• Furnish a quarterly report to AC stating the number and nature of whistleblowing issues received the results thereof, follow up action and the unresolved issues.</li> <li>• Administer, implement and oversee ongoing compliance with this policy;</li> <li>• Assist the AC, in administrative and, if directed by the AC, to investigative work;</li> <li>• Be accessible to persons who wish to discuss any matter raised in or in connection with a report;</li> <li>• Work with the relevant officers towards ensuring that all efforts are taken to protect the whistleblower(s) and persons who participate (or who intend to participate) in the investigation arising from a report from reprisal;</li> <li>• Ascertain that the relevant supervisors promptly execute the corrective and / or remedial actions recommended by the AC;</li> </ul>

<p><i>(Cont'd)</i></p>	<ul style="list-style-type: none"> <li>• Managing the telephone hotline based on the prescribed hours;</li> <li>• Promptly receive, record (if the disclosure is made orally), a report and any matter arising there from or in connection therewith;</li> <li>• Ensure that documents related to reports are retained in a safe, secure and proper manner; and</li> <li>• Attend, in confidence, to inquiries about this policy and provide informal advice to persons who are considering making a disclosure under this policy</li> </ul>
<p><b>Whistleblower</b></p>	<ul style="list-style-type: none"> <li>• The make a report orally or in writing and submit it to the Head of Corporate Compliance and Integrity Department or the CEO of KGB (in accordance with paragraph B.7.1.2), if necessary;</li> <li>• To assist in the information/evidence gathering stage;</li> <li>• To assist in the investigation/domestic inquiry stage if required; and</li> <li>• To appear as a witness if required.</li> </ul>

## **APPENDIX D: WHISTLEBLOWER CHECKLIST (Prior to contacting Corporate Compliance and Integrity Department)**

### **1. Personal information**

a) Your name:

b) Your preferred phone number:

c) Your preferred e-mail address:

d) Best time for communication with you:

e) Best way of communication with you:  Phone  E-mail  Physical

### **2. Report of wrongdoing in accordance with paragraph B5.1**

a) What is the wrongdoing or concern you want to report?

b) Do you have a serious suspicion or are you sure?  Serious suspicion  I am sure

When did it occur?

Where did it occur?

Who are, in your opinion, the persons involved?

What is, in your opinion, the potential damage (financially or otherwise) to the company or other interested parties?

g) Do you think it will happen again?  No  Yes, when:

### **3. Personal action**

How did you become aware of the situation?

Do you know of any other person(s) who are aware of the situation, not being personally involved?  No  Yes:

c) Do you have any physical evidence, which can be handed over?  No  Yes:



**KELINGTON GROUP BERHAD**  
**[Registration No. 199901026486 (501386-P)]**  
**(Incorporated in Malaysia)**

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## **INDEPENDENT DIRECTORS' TENURE POLICY**

### **1. OBJECTIVE**

The Independent Directors' Tenure Policy ("Policy") of Kelington Group Berhad ("KGB" or the "Company") establishes guidelines for the tenure of independent directors on the Board of Directors (the "Board") to ensure the independence and effectiveness of the Board while complying with the Malaysian Code on Corporate Governance (MCCG) and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Board recognizes the importance of independent directors in providing unbiased and independent judgement in the decision-making process. To maintain the independence and objectivity of the Board, the tenure of independent directors shall be limited to a cumulative term of nine (9) years.

### **2. SCOPE**

This Policy applies to all independent directors serving on the Board of KGB.

### **3. GUIDELINES**

#### **3.1 Cumulative Tenure Limit**

The tenure of an independent director shall be limit to a cumulative term of nine (9) years from the date of first appointment without further extension. Upon completion of nine (9) years tenure, an Independent Director will vacate his/her Board seat from the Company.

#### **3.2 Transition to Non-Independent Role**

The term of office of independent director shall be organized in a manner that ensures proper and smooth transition.

After serving a cumulative term of nine (9) years, an independent director may continue to serve on the Board in a non-independent capacity, subject to the Board's approval and the fulfillment of all applicable regulatory requirements.

#### **4. REVIEW & APPROVAL**

The Nomination Committee of the Company will monitor and review the Policy periodically and seek the Board's approval on any proposed amendment(s) in accordance with the needs of the Company and to ensure its effectiveness and alignment with the MCCG and other relevant regulations.

Disclosure of Independent Directors' tenure shall be made in the Corporate Governance Report announced to Bursa Malaysia as well as in the Corporate Governance Overview Statement in the Company's Annual Report.