

KSL HOLDINGS BERHAD
Registration No. 200001008827 (511433-P)

TERMS OF REFERENCE OF AUDIT COMMITTEE

OBJECTIVES

The primary objective of the Audit Committee is to assist the Board of Directors in fulfilling its responsibilities relating to accounting and reporting practices of the Group.

In addition, the Audit Committee shall:

1. oversee and appraise the quality of the audits conducted both by the Company's Internal and External Auditors;
2. maintain open lines of communication between the Board of Directors, the Internal Auditors and the External Auditors for the exchange of views and information, as well as to confirm their respective authorities and responsibilities; and
3. determine the adequacy of the Group's administrative, operating and accounting controls.

COMPOSITION

The Board of Directors shall appoint the Audit Committee members from amongst the Directors of the Company. The Audit Committee shall comprise not less than three (3) members of whom:

1. all must be Non-Executive Directors, with a majority of them being Independent Directors;
2. at least one (1) member of the Audit Committee:
 - a) must be a member of the Malaysian Institute of Accountants;
 - b) if he is not a member of the Malaysian Institute of Accountants, he must have at least three (3) years' working experience and:
 - he must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or
 - he must be a member of one (1) of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967; or
 - c) fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad ("BMSB");

3. no Alternate Director shall be appointed as a member of the Audit Committee.

The members of the Audit Committee shall elect a Chairman from among their number who shall be an Independent Director. The Board shall, within three (3) months of a vacancy occurring in the chairmanship, elect a new Chairman from among their numbers who is an Independent Director.

The Nominating Committee must review the term of office and performance of the Audit Committee and each of its members annually to determine whether such Audit Committee and members have carried out their duties in accordance with their terms of reference.

If a member of the Audit Committee resigns, dies or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board of Directors shall within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

QUORUM

The quorum of the Audit Committee shall be two (2) of whom the majority of members present shall be Independent Directors.

ATTENDANCE AND MEETINGS

Apart from the members of the Audit Committee who will be present at the meetings, the Audit Committee may invite any member of the management, employees, other Directors and representatives of the External Auditors to be present at meetings of the Audit Committee.

The Audit Committee shall meet at least four (4) times a year and such additional meetings as the Chairman shall decide in order to fulfill its duties. In addition, the Chairman may call a meeting of the Audit Committee if, a request is made by any Audit Committee member, the Company's Managing Director, or the Internal or External Auditors.

SECRETARY

The Company Secretary shall be the Secretary of the Audit Committee.

FUNCTIONS AND RESPONSIBILITIES

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

1. to review with the External Auditors their audit plan, their evaluation of the system of internal accounting and controls and their audit report;
2. to review the assistance given by the Company's employees to the External Auditors;
3. to review the adequacy of the scope, function, competency and resources of the internal audit functions and that it has the necessary authority to carry out its work;
4. to review the financial condition of the Group, its internal controls and audit programme, the performance and findings of internal audit staff and to recommend action to be taken thereon by the management and whether or not appropriate action is taken on the recommendations of the internal audit function;
5. to review the quarterly results and financial statements, prior to the approval by the Board of Directors, focusing particularly on:
 - a) changes in or implementation of major accounting policy changes;
 - b) significant matters highlighted including financial reporting issues, significant judgments made by management, significant and unusual events or transactions, and how these matters are addressed; and
 - c) compliance with accounting standards and other legal requirements;
6. to review any related party transaction and conflict of interest situation that may arise within the Company or the Group including any transaction, procedure or course of conduct that raises questions of management integrity;
7. to review and report the same to the Board of Directors any letter of resignation from the External Auditors of the Company as well as whether there is any reason (supported by grounds) to believe that the Company's External Auditors are not suitable for re-appointment;
8. to make recommendations concerning the appointment of the External Auditors and their remuneration to the Board of Directors;
9. such other functions as may be agreed to by the Audit Committee and the Board of Directors; and

10. meeting with External Auditors at least twice a year.

The Board of Directors shall table the reports of the Audit Committee and the External and Internal Auditors and corrective actions taken for discussion.

MINUTES

Minutes of each Audit Committee meeting are to be prepared and sent to its members. The Chairman shall also report on each meeting to the Board.

RIGHTS OF THE AUDIT COMMITTEE

The Audit Committee shall, wherever necessary and reasonable for its performance of its duties and in accordance with a procedure to be determined by the Board of Directors and at the Company's cost:

1. have authority to investigate any matter within its terms of reference;
2. have the resources, which are required to perform its duties;
3. have full and unrestricted access to any information pertaining to the Company;
4. have direct communication channels with the External Auditors and person(s) carrying out the internal audit function or activity;
5. be able to obtain independent professional or other advice; and
6. be able to convene meetings with the External Auditors, Internal Auditors or both, excluding the attendance of other Directors and employees of the Company, whenever deemed necessary.

AUDIT COMMITTEE REPORT

The Audit Committee shall ensure that an Audit Committee Report which is prepared at the end of each financial year complies with the following:

1. the Audit Committee Report shall be clearly set out in the annual report of the Company;

2. the Audit Committee Report shall include the following:

- a) the composition of the Audit Committee, including the name, designation (indicating the chairman) and directorship of the members (indicating whether the Directors are independent or otherwise);
- b) the number of Audit Committee meetings held during the financial year and details of attendance of each member;
- c) a summary of activities of the Audit Committee in the discharge of its functions and duties for that financial year of the Company; and
- d) a summary of the activities of the internal audit function or activity.

REPORTING OF BREACHES TO BMSB

Where the Audit Committee is of the view that a matter reported by it to the Board of Directors of the Company has not been satisfactorily resolved resulting in a breach of BMSB's Listing Requirements, the Audit Committee shall promptly report such matter to BMSB.

** Reviewed and updated 24/08/2023*

KSL HOLDINGS BERHAD
Registration No. 200001008827 (511433-P)

GROUP ANTI-BRIBERY & ANTI-CORRUPTION POLICY

Message from the Management

KSL Holdings Berhad and its subsidiaries (collectively referred to as the Group) are committed in conducting our business in responsible, transparent manners and with integrity. The Group works to inspire its employees and its directors of its Group to adopt a strict zero tolerance of any form of corruption in its working environment.

The anti-bribery and anti-corruption policy below is set to provide guideline and parameter to prevent any corrupt activities involving the Group Directors, employees, business associates and all parties related to the Group business. The policy also set to monitor the compliance of all the preventive system and the relevance law in force. This policy is to be read together with the Group other standard operating procedures and policies.

1. OBJECTIVE

The objectives of this Policy are:

- 1.1 To give information and guideline to the Group Directors and employees on how to recognize and the necessary action to be taken when facing with unethical solicitation or corruption activities in performing daily operational duties.
- 1.2 To educate all business associate (supplier, contractor, vendor, etc.) that in business relation with the Group on the appropriate conduct, the preventive and compliance system of the Group in conducting its business operation.
- 1.3 The policy is not intended to be exhaustive and there may be additional obligation that Directors, Employees and all business associates are expected to adhere or comply during performing business transaction and operational duties.

2. APPLICABILITY

- 2.1 All Directors and Employee of the Group

All Directors and Employees of the Group are subject to the compliance of the policy. Those found in violation of the policy are subject to the disciplinary action, which include in termination of employment. Head of Departments are responsible to educate and ensure that their respective staff read, understand and comply with the Group Anti-Bribery and Anti-Corruption policy at all time.

2.2 Business Associates

Business associate which include suppliers, vendors, consultants, agents, contractors, sub-contractors, joint-ventures partners and other representative acting for or on behalf of the Group.

Business associates that are found in violation of this Policy will be subject to termination of service/ business relation and in more severe cases, other legal and remedial action applicable under relevant law inforce will be taken by the Group.

3. DEFINITION OF BRIBERY AND CORRUPTION

By definition, bribery and corruption give a meaning of an act of giving or receiving any kind of gratification whether in term of cash or in-kind of higher value with the intention to induce or reward a person to act or forbearing to do any act in respect of any matter or transaction in relation to his/ her job description.

4. GIFTS, ENTERTAINMENT & CORPORATE HOSPITALITY

- 4.1 The Group strictly prohibited the practice of unethical giving and receiving of gift (in cash or in kind of higher value) that unduly influence business or regulatory decision, to retain or win business or in exchange favors or benefit
- 4.2 Directors or Employees should not accept or give cash or in kind to a third party if it is made with intention of influencing the third party to obtain or retain business.
- 4.3 Directors or Employees shall not promise, offer or give cash or in kind to any government or public body official in order to secure or expedite the performance of a routine action of the officer
- 4.4 This policy does not prohibit normal business hospitality, as long as it is reasonable, appropriate, modest & bona fide corporate hospitality, example of allowable gift or

benefits:

- Meals for business purpose, meeting or as participant of work related meeting or seminars.
- Gift or token given during work related meeting, seminar or conference
- Token gift offered in business situation or to all participant or attendees for example, work related seminar and conference
- Small low value items or gift of promotional nature
- All gift received by Employees have to be declare to the management for approval.

5. SPONSORSHIP, CHARITABLE DONATION AND CORPORATE

5.1 Charitable support, donation or sponsorship is acceptable whether of in kind services, knowledge, time or direct financial contribution. However, Directors and employees must ensure that the charitable contribution received or render must not conceal any bribery scheme or intention. The donation or charity contributions have to be transparent and made to legitimate organization as those registered with the registrar of Society.

5.2 All expenses under these activities must be documented in accounting record.

6. FACILITATION PAYMENT

6.1 The Group prohibit any facilitation payment which also known as kickbacks namely payment to government officials or authorized agents to illegally secure or expedite the performance of a routine function or duty which they have the obligation to perform.

6.2 Employees are prohibited from directly or indirectly, requesting, accepting or giving facilitation payments for the benefit of the employees themselves or in connection with the organization's operation or business.

6.3 Directors, employees and any third parties are prohibited from making any facilitation payment on behalf of the Group.

6.4 However, under the special circumstances, whereby the Directors or employees

have no alternative but to make the facilitation payment as to protect themselves from imminent threat such as injury, loss of limb or liberty. This facilitation payment must be reported immediately to the management.

7. DEALING WITH THIRD PARTIES

- 7.1 Any third party (individual or organization) including but not limited to contractor, agent, consultant, sub-contractor, supplier, joint venture partners engaged to act for or on behalf of the group should be made aware of this Policy and the arrangement should be include in clear contractual term including specific provision which require them to abide and comply with the standard procedures of the Anti-Bribery and Anti-Corruption.
- 7.2 Employee are required to practice due diligence in order to assess the integrity of prospective business counterpart and to avoid knowingly to enter any business dealing with any third party reasonably suspected to engage in any unethical activities such as bribery, money laundering or any unlawful business activities.

8. DEALING WITH PUBLIC/GOVERNMENT OFFICIAL & POLITICALLY

8.1 Exposed Person

Employees of the Group are to practice caution when dealing with public official as to avoid any perception or suspicion of bribery or corruption,

9. POLITICAL CONTRIBUTION & DONATION

- 9.1 The Group does not make any contribution to political parties, political officials or candidates for political office. Employees are not allowed to use any of the Group or its subsidiaries fund or resources to make any direct or indirect political contributions on the behalf of the Group or its subsidiaries.

10. CONFLICT OF INTEREST

- 10.1 Conflict of interest arise in a situation where there is a personal interest that might be considered to interfere with the person's objectivity when performing their duties or exercising judgement on behalf of the company.

10.1 Employees of the Group and its subsidiaries must always act in the Group's best interest, exercise proper care and judgement and avoid any conflict of interest when discharging their duties. Employee shall refrain from taking advantage or using their position or exercising their authority for their personal interest at the expense of the company.

10.2 In this circumstances, employees are strictly prohibited from directly or indirectly soliciting, offering or accepting any cash or in-kind as to avoid any potential conflict of interest. This is applicable especially to employee who involved in the following:

- Negotiation of contract/ exercise any right or entitlement
- Procurement Process (tender/ bidding)
- Assessment or evaluation process by government /public official
- Recruitment process
- Employee is required to declare any conflict of interest and withdraw from taking any action or participating in any decision-making process in matters where they have or potentially have a conflict of interest.

11. ANTI MONEY LAUNDERING & COUNTER TERRORISM FUNDING(S)

Directors, Employees and all business associate must comply with the applicable anti-money laundering laws and counter terrorism funding.

12. RECORD KEEPING AND DOCUMENTATIONS

12.1 All business and financial record especially for payment made to third parties who include payment to suppliers, contractors, sub- contractors, agents, consultants and as such must be kept completely and properly. All account, Invoices, receipt, document and supporting relating to the payment should be accurate and complete as this will serve as evidence that the payment is bona fide and no unethical transaction occur.

12.2 Employees are required to declare all hospitality or gift received and submit the details to the person in charge assigned by the management. These details are to be recorded into a register which subject to the internal auditor review.

13. DUTY TO REPORT

- 13.1 It is the duty of Directors, employees and all business associates of the Group to report on any gratification solicited, offered, promised, given, obtained, accepted, attempted to obtain or accept to MACC
- 13.2 Report may also be made under Whistle Blower Policy of the Group by writing to the Audit Committee Chairman and/ or Senior Independent Director. Employees and parties making such report are protected under MACC Act 2009, Witness Protection Act 2010, Whistle Blower Act 2010 and Whistle Blower Policy of the Group.
- 13.3 No malicious, vindictive or baseless accusations shall be made by any employee against another employee(s). Appropriate action shall be taken against employee making such vindictive and baseless accusation. No individual will be discriminated against or suffer any sort or manner of retaliation for raising genuine concerns or reporting in good faith on violations or suspected violations of the policy.
- 13.4 All report will be treated confidentially.

14. TRAINING

- 14.1 The Group continuously conducts awareness programs for all employees to refresh awareness of anti-bribery and anti-corruption measures, and to continuously promote integrity and ethics
- 14.1 In addition, the Group also provides anti-bribery and anti-corruption training to the new recruits

15. DISCIPLINARY ACTIONS & OFFENCES

- 15.1 Appropriate disciplinary action will be taken against those found to have violated the anti-bribery and anti-corruption policy, which includes termination of employment.

** Reviewed and updated 24/08/2023*

KSL HOLDINGS BERHAD
Registration No. 200001008827 (511433-P)

CODE OF CONDUCT AND ETHICS FOR DIRECTORS

Introduction

The Code of conduct is intended to apply to every employees, customers and vendors of KSLHoldings Berhad (“KSL”) and its subsidiaries worldwide (“collectively, the Group”). Its establish standard to ensure that working environment and condition are safe and healthy, conflict of interest is avoided, workers are treated with respect and dignity, confidentiality is observed,good personal behaviour is exhibited and business operation are conducted ethically.

The fundamental in adopting the code is to ensure that all business activities are in full compliance with the laws, rules and regulations of the country in which it operate. If a law of the country conflicts with a rule or policy set out in this code, affected personnel should comply with the law. Besides, the code encourages affected personnel to go beyond legal compliance andadopt international recognized standard in order to advance business ethics and control.

The Group is open to receive input from stakeholders in the continue development and implementation of the Code of Conduct adopt the best practice where possible.

Our Value

We uphold the highest standards of integrity, transparency and accountability in the conduct of the group’s business and operations to ensure business sustainability. We are committed to conduct our affairs in an ethical, responsible and transparent manner.

- ❖ To Shareholder, we are committed to creating and enhancing long-term shareholder value
- ❖ To Employees, we will strive to recruit and retain the most competence people, offer them competitive terms and conditions of service, and maximize their personal progression through training and development. the Group is committed to provide to all employees a safe, secure, healthy and conducive workplace culture and environment, where the values and mutual and reciprocal respect, trust and confidence and upheldand activities promoted

- ❖ To Customers, we strive to provide products and services that meet their expectation through continuous engagement
- ❖ To Business Partners, we will uphold highest professional and ethical relationship for mutual benefit with our suppliers, contractors, service providers, financial institutions and the entity doing business with us
- ❖ To Government, we undertake to comply with all applicable laws and regulations laid down and to participate in project promulgated by government for industry and social development
- ❖ We pledge that we will be a responsible corporate citizen to conduct our business in economic, environment and social sustainable manner wherever it operates and will take into consideration the needs and aspiration of local communities

I. Respecting Others

1) Unlawful Discrimination

We do not tolerate unlawful discrimination in the workplace or on the job. Companies shall not engage in discrimination based on race, color, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, or marital status in hiring and employment practices such as promotions, rewards, and access to training.

2) Working hours

Studies of business practices clearly link worker strain to reduced productivity, increased turnover and increased injury and illness. Workweeks and working hours are not to exceed the maximum set by statutory labor law.

3) Wages and Benefits

To offer pay and benefits that is fair and competitive within each local business and industrial markets we are participating. Compensation paid to workers shall comply with all applicable laws, including those relating to minimum wages, overtime hours and legally mandated benefits.

4) Humane Treatment

There is to be no harsh and inhumane treatment including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers; nor is there to be the threat of any such treatment.

5) Communication

We promote continuous two-way communication with our employee to ensure ideas, concern and problems being identified and resolved amicably as a team

6) Continuous Development

We strive to identify and satisfy the needs of employees to continuously develop their knowledge, skills and competency for personal development and corporate excellence.

II. Serve Our Customers

1) Integrity

Our reputation that our customers can trust for the products and services provided by us is our most valuable asset, and it is the responsibility of all of us, including our business partners, to make sure that we continually earn that trust. We strive to delivery our products and services with competitive value and quality in equilibrium. The Directors and employees shall exhibit good working attitude, behaviour, courtesy, honesty and professionalism at all times during the course of performing their duties and tasks. In performing their duties, due care and diligence must be exercised.

2) Competency

We seek to only serve our customers whom we are competence to serve, who value our products and services and who meet appropriate standard of legitimacy and integrity.

3) Punctuality and good time management

The Directors and employees shall accept task assigned to them and perform their duty within the given time frame and ensure delivery of result on time.

4) Assets

It is our commitment that all assets belonging to our clients, including intangible, intellectual properties and electronic assets, in a manner both responsible and appropriate to our business and only for legal and authorized purposes. Such assets should not be used for personal gain and enjoyment.

III. Avoiding Conflict of Interest

A conflict of interest arises in any situation in which an individual is in a position to take advantage of his or her role at the Group for his or her personal benefit, including the benefit of his or her family and friends. A conflict of interest can make it difficult for an individual to fulfill his or her duties impartially and correctly. A conflict of interest can exist even if it results in no unethical or improper acts. Even the appearance of improper influence in decision-making may be an issue. A conflict of interest will undermine the values of good faith, fidelity, diligence and integrity in the performance of duties and obligations as expected.

All employees, customers and business partners must therefore try to avoid conflicts of interest in the conduct of business.

1) Business Integrity

The highest standards of integrity are to be upheld in all business interactions. Affected personnel shall have a zero-tolerance policy to prohibit any and all forms of bribery, corruption, extortion and embezzlement (covering promising, offering, giving or accepting any bribes). All business dealings should be transparently performed and accurately reflected on records. Monitoring and enforcement procedures shall be implemented to ensure compliance with anti-corruption laws and best practices.

2) No Improper Advantage

Bribes or other means of obtaining undue or improper advantage are not to be offered or accepted. Gifts/benefit other than of token value (any amount below RM500) should generally be refused.

3) Disclosure of Information

Information regarding business activities, structure, financial situation and performance is to be disclosed in accordance with applicable regulations and prevailing industry practices. Falsification of records or misrepresentation of conditions or practices in the supply chain is unacceptable.

4) Fair Business, Advertising and Competition

Standards of fair business, advertising and competition are to be upheld. Appropriate means to safeguard customer information must be available.

IV. Preserve Confidentiality and Privacy

Unable to preserve confidentiality will eliminate our competitive advantage, promote unethical business practice and prove costly in other ways. Therefore, upholding highest standard in the preserving confidentiality is one of our responsibilities and extended to ensuring employees, customers and business partners receives such information on “need to know” basis and to observe the confidentiality and privacy of such information. Compliance with relevant privacy law in jurisdictions we are operating is critical.

We respect the confidentiality and privacy of our employees, customers, business partners and regulatory bodies with whom we do business and liaise with. Unless authorized, we do not use confidential information for use not authorized by data subject, for our sole benefit or to benefit a third party with detrimental effect to the owners. We disclose confidential information or personal data only when necessary, and when appropriate level of approval or authorization to be so has been obtained from competing party, and/or compelled to do so by legal and regulatory requirements.

V. Safety and Health

We undertake to ensure the working environment at our operating entities are being maintained safely, healthy and environmental friendly for our human capital, customers and business partners. The Group will use its best endeavours to ensure a safe workplace and maintain proper occupational health and safety practices to commensurate with the nature of the Group’s businesses and activities. Such a commitment in return requires that all Directors and Employees understand and abide by the Group’s policies and procedures.

VI. Sustainable Business Practices

- ❖ We commit our acts in economic, environment and social sustainable manner and within the laws, customs and traditions of the countries we operate and contribute in a responsible manner to the development of communities
- ❖ We aspire to act in a manner that minimises the detrimental environmental impacts of our business operations
- ❖ We continuously support charities, educational and community service activities.

VII. Consequences and Channel to Report

Any failure to comply with the code of conduct may result in disciplinary action, including the possibility of dismissal and, if warranted, legal proceedings or criminal sanctions.

The Directors and employees shall report any practices or actions believed to be inappropriate under this code to their superior and the Human Resource Manager. If it is appropriate and for customers and business partners, in view of nature of the reported matter, reports of violations may be made directly to the higher levels including the Executive Chairman and Group Managing Director or whistle blow or report the concerns, in confidence through Whistle Blowing Policy which is available on the Company's website.

All genuine complaints shall be properly investigated, and no individual shall be retaliated or incriminated for making such reports in good faith.

VIII. Policy Review and Approval

This Policy is reviewed by the Audit Committee and recommended to the Board of Directors for approval on 28/02/2018. The Audit Committee to review and monitor this Code of Conduct regularly to ensure its remain relevant and appropriate and to report of the same to the Board of Directors for approval.

** Reviewed and updated 24/08/2023*

KSL HOLDINGS BERHAD
Registration No. 200001008827 (511433-P)

CONFLICT OF INTEREST (COI) FRAMEWORK

1. OVERVIEW

Conflicts of interest (COI) are an inevitable fact of any organizational nature and can arise without anyone being at fault. However, when the risks associated with COI are not appropriately managed, the effects can be serious for the Company and for the individuals concerned.

The management of risks associated with any actual, potential or perceived COI situation is fundamental to ensuring the highest levels of integrity and public trust are achieved and maintained.

COI arises whenever such a person cannot or does not act in relation to the Company's matter with undivided loyalty. The management of risks associated with any actual, potential or perceived COI situation is fundamental to ensuring the highest levels of integrity and trust are achieved and maintained. When the risks associated with COI are not appropriately managed, the effects can be serious for the Company.

The Audit Committee is tasked under paragraph 15.12(1)(h) of Bursa Securities Listing Requirements to review and report to the board on any related party transactions (including recurrent related party transactions) and conflict of interest situations that may arise within the Company. This includes any transaction, procedure or course of conduct that raises questions of management's integrity. The Audit Committee should therefore ensure that the transactions carried out are amongst others, in the best interest of the listed issuer as well as not detrimental to the minority shareholders.

Conflicts of interest situations generally refer to circumstances where a person with a vested interest in the company is in a position or has the opportunity to influence the company's business or other decisions in ways that could lead to personal gain or advantage of any kind ("interested parties").

2. OBJECTIVES

The purpose of the COI framework is to provide an effective management of risks of COI by:

- 2.1 Demonstrating the commitment to managing risks of COI
- 2.2 Identifying the key principle guiding to the responsible management
- 2.3 Identifying the responsibilities persons for the management of risks of COI
- 2.4 Consolidating information about how risks relating to COI are addressed to assist in monitoring the effectiveness in meeting its commitment to managing risk of COI.

3. APPLICATION

- 3.1 The COI Framework applies to all employees of the Company.
- 3.2 This framework provides general principles which apply to management of all risks of COI and it outlines the obligations on all employees in identifying, managing and monitoring risk of COI responsibly.
- 3.3 Some roles such as Directors and Managers and certain work functions, such as, procurement and recruitment carry a higher risk of COI. Every business units and departments should conduct assessments of COI risk in relation to particular duties and roles in order to develop additional guidelines, where appropriate, to assist in responsible management of these risks.
- 3.4 Risk of COI in relation to the following types of activity is typically significant:
 - ❖ Recruitment and selection
 - ❖ Procurement (tendering, purchasing, contracting)
 - ❖ Funding allocation or licensing
 - ❖ Contractor management
 - ❖ Other external employment
 - ❖ Gifts, benefits and hospitality
 - ❖ Complaints management and disciplinary process
- 3.5 Developing an organizational culture that encourages effective management of COI. Managers in the Department are responsible for implementing and maintaining a policy environment that helps and encourages effective decision making when COI arises.

3.6 The purpose of systems to manage COI is to maintain the integrity of official policy and administrative decisions and support public confidence. The Company takes the following steps to sustain a culture of integrity:

- ❖ Having clear policy and procedures for managing COI
- ❖ Assisting staff with guidance and training to promote understanding of the established rules and practices, and their application to the working environment.
- ❖ Encouraging open communication and dialogue so that staff are comfortable reporting and discussing COI in the workplace
- ❖ Protecting information about disclosed COI from misuse
- ❖ Including staff in any development or change in relevant organizational policies and procedures to encourage ownership and adherence
- ❖ Developing specific standards for promoting integrity, such as codes of conduct or guidelines for expected responses to certain situations
- ❖ Instituting processes for identifying risk and dealing with emerging COI
- ❖ Reinforcing management approaches, including sanctions where appropriate, that aim to ensure that employees take personal responsibility for complying with both the letter and spirit of such standards.

4. RESPONSIBILITY

4.1 The Board of Directors assume the ultimate responsibility to identify, assess and manage COI situations. The Board of Directors delegate the duty to identify, assessment and manage existing and potential COI situations and to assess the adequacy and effectiveness of the control activities implemented to identify, assess and manage the risks associated with individual COI situations and to report their results of assessment and management to the Board or other relevant regulators.

4.2 All employees have a responsibility to manage risks of COI which may affect their duty. Managers and executive Officers have additional responsibilities.

4.3 Executive team and managers play an essential role in supporting all employees to identify and manage COI appropriately.

4.4 All employees (including managers and executive officers) are responsible for the following:

- ❖ Being aware of their obligations under COI policy.

- ❖ Continually assessing their private interests and official duties in order and identifying whenever they are subject to a COI.
- ❖ Reporting identified COI to their Manager, or Committee or Board, in accordance with policy.
- ❖ Assessing the risks related to identified conflicts and taking reasonable steps to address these risks in accordance with policy and procedures so that the Company interest is protected

Managers are responsible for facilitating the compliance of sub-ordinates by the following processes:

- ❖ Being aware of the risks of COI inherent in the work of the sub-ordinates.
- ❖ Make sub-ordinates aware of relevant policies and procedures.
- ❖ Identifying training needs of sub-ordinates in relation to COI policy and practice.
- ❖ Advising sub-ordinates about appropriate ways to manage COI.
- ❖ Recording the receipt of disclosures of COI reported to them.
- ❖ Assisting staff to select and implement appropriate management strategies.
- ❖ Continually monitoring the work of sub-ordinates and assessing the risks to which they might reasonably be exposed.
- ❖ Taking appropriate disciplinary action in relation to sub-ordinates who fail to meet their obligations under the COI policy.

Executive Team is responsible for the following:

- ❖ Identifying the principles for the identification, management and monitoring of COI.
- ❖ Periodically reviewing those principles.
- ❖ Including the management of COI in its terms of reference.

5. CONTROLS

5.1 COI may arise in many different situations.

5.2 This framework does not attempt to be prescriptive or restrictive about certain activities. Instead, they outline an overall process for risk assessment and management and identify the principles which should guide identifying and reporting COI and determining appropriate management strategies for mitigating risks.

- 5.3 Because of the inherently subjective nature of COI issues, it is recognized that the application of generic principles to real-life situations by individual is prone to variable and imperfect outcomes in the absence of clear and explicit guidance.
- 5.4 The Board, shall by itself or through board committees, to develop relevant COI Policies for the identification, assessment and management of COI situations.
- 5.5 This Framework and the COI Policy are to be reviewed periodically in order to ensure continual improvement and adaptation to changing circumstances. The review should consider all available information, including results of enforcement activities and data from inquiries.

**** Reviewed and updated 24/08/2023***

KSL HOLDINGS BERHAD
Registration No. 200001008827 (511433-P)
(Incorporated in Malaysia)

FIT AND PROPER POLICY

1. Introduction

The Board of Directors (“the Board”) of **KSL HOLDINGS BERHAD** (“the Company”) believes that it is in the best interest of the Company, its subsidiaries and its stakeholders that its Directors and members of its Key Senior Management are with required character, experience, integrity, competence and time to effectively and diligently discharge their responsibilities and duties and contribute to the proper governance of the Company and its subsidiaries (“the Group”). The scope of the Fit and Proper Policy applied to the existing Directors of the Company and the subsidiaries seeking for re-appointment or candidates for nomination or appointment as a Director or member of the Key Senior Management of the Company and the subsidiaries (exclude the Directors appointed by other shareholders of the subsidiaries).

This Fit and Proper Policy is formed part of “**POLICY AND PROCEDURES ON NOMINATION AND APPOINTMENT OF DIRECTOR AND KEY SENIOR MANAGEMENT AND RE-APPOINTMENT OF DIRECTOR**” established and approved by the Board.

2. Duties and Responsibilities

i. The Board

In this regard, the Board are ultimately responsible for ensuring that all existing Directors of the Company and the subsidiaries seeking for re-appointment or candidates for nomination or appointment as a Director or member of the Key Senior Management of the Company and the subsidiaries fulfil fit and proper requirements and for conducting assessments of the fitness and propriety of Directors of the Company and its subsidiaries.

The Board is to include the results of the review and assessment and to provide a statement as to whether it supports the appointment of the candidate as Director of the Company or reappointment of the existing Director of the Company and the reasons thereof.

ii. Nominating Committee (“NC”)

The Board delegate the duty to perform fit and proper assessment on existing Directors of the Company and the subsidiaries seeking for re-appointment or candidates for nomination or appointment as a Director or member of the Key Senior Management of the Company and the subsidiaries to the NC based on the fit and proper criteria as tabulated in **Section 4 – Fit and Proper Criteria** and making recommendations to the Board on these matters for its review and decision.

iii. Company Secretary

NC is assisted by the Company Secretary for the following duties:

- Ensuring that appropriate fit and proper assessments based on prescribed form and checklist are carried out at appropriate point of time as per **Section 3 – Timing of Review and Assessment**;
- To facilitate the completion of prescribed form and checklist in relation to fit and proper assessments and to obtain necessary supporting documents and/or due diligence required to substantiate representations made by existing Director or the candidate, as applicable;
- To minute the review, deliberation, results and recommendation of NC on fit and proper assessment of the existing Director or the candidate, as applicable, during the meeting of NC;
- To minute the review and deliberation of results of fit and proper assessment of the existing Director or the candidate, as applicable, and recommendation by NC during the meeting of NC and the Board's decision on the appointment and re-appointment;
- To prepare and ensure the completeness of all statutory documentations in relation to the appointment and re-appointment of Director;
- To make required disclosure, statutory lodgement and announcement under relevant laws and regulations, subject to the authorisation from the Board or authorised officer by the Board;
- To safekeep all the above documentations for the longest period required under relevant laws and regulations and made available for inspection by the Board, any person authorised by the Board, relevant regulatory bodies or under other statutory requirements;
- To provide information and guidance to the NC and the Board on matters concerning the procedure for fit and proper assessments; and
- To ensure that the Company takes all reasonable steps to protect the information and documents collected for fit and proper assessments from misuse, unauthorized access, modifications or disclosure.

3. Timing of Review and Assessment

A properly constituted and duly minuted meeting of the NC and the Board shall be held, in compliance with the applicable rules, regulations and constitution and on a timely basis prior to the appointment and re-appointment, for the purpose of fit and proper assessment of the existing Director or for new appointment as a director or member of Key Senior Management of the Company and its subsidiaries.

4. Fit and Proper Criteria

For the purpose of establishing whether a person is fit and proper to hold act as a Director or member of the Key Senior Management of the Company or the subsidiaries (exclude the Directors appointed by other shareholders of the subsidiaries), the NC and the Board shall have regard to the person's:

- (i) **Probity, personal integrity and reputation** - person must have the personal qualities such as honesty, integrity, diligence, independence of mind and fairness and must manage his/her debts or financial affairs prudently.
- (ii) **Financial integrity** - person must manage his/her debts or financial affairs prudently.
- (iii) **Experience and competence** - person must have the necessary skills, experience, ability and commitment to carry out the role.
- (iv) **Time and commitment** – person must devote sufficient time and commitment to discharge his/her roles and responsibilities as member of the Board, the Board Committee or member of the Key Senior Management (as the case may be) and must participate actively and contribute constructively during the Board proceedings, Board Committee proceedings and meetings of Key Senior Management (as the case may be).

i. Probity, personal integrity and reputation

In assessing a person's level of probity, integrity and reputation to hold the office of Director in the Company or the subsidiaries (exclude the Directors appointed by other shareholders of the subsidiaries), the NC and the Board should consider matters including, but not limited, to the followings that whether:

- a) the person is or has been the subject of any investigations by relevant enforcement unit or proceedings by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a corporation or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;
- b) the person is or has been the subject of any investigations by relevant enforcement unit or proceedings by a court of law, whether within Malaysia or elsewhere, of an offence, involving bribery, fraud or dishonesty or where the conviction involved a finding that he/she acted fraudulently or dishonestly or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;

- c) the person is or has been the subject of any proceedings by a court of law of an offence under the securities laws or the corporations laws of the Company's place of incorporation or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;
- d) the person has contravened any provision made by or under any written law designed to protect members of the public against financial loss due to dishonesty, incompetence or malpractice, whether within Malaysia or elsewhere;
- e) the person is or has been the subject of any proceedings of a disciplinary or criminal nature, whether within Malaysia or elsewhere, or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;
- f) the person has contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;
- g) the person, or any business in which he/she has a controlling interest or exercises significant influence, has been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;
- h) the person has been engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on his/her professional conduct;
- i) 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/her honesty and integrity;
- j) the person has been associated, in ownership or management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a licence to conduct any trade, business or profession, or has had that registration, authorisation, membership or licence revoked, withdrawn or terminated;
- k) the person has held a position of responsibility in the management of a business that has gone into receivership, insolvency, or involuntary liquidation while the person was connected with that business;
- l) the person has been a Director of, or directly concerned in the management of, any corporation which is being or has been wound up by a court or other authority competent to do so within or outside Malaysia, or of any licensed institution, the licence of which has been revoked under any written law;
- m) the person, in the past, has acted unfairly or dishonestly in his/her dealings with his/her customers, employer, auditors and regulatory authorities;
- n) the person has at any time shown a strong objection or lack of willingness to cooperate with regulatory authorities and failure to comply with legal, regulatory

and professional requirements and standards, including compliance with tax requirements and obligations;

- o) a person has contributed significantly to the failure of an organisation or a business unit;
- p) the person has at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices; and
- q) 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/her judgement when acting in the capacity of a Director or member of the Key Senior Management of the Company and the subsidiaries which would be disadvantageous to the Company or subsidiaries' interest.

ii. Financial integrity

Financial integrity is demonstrated by a person who manages his/her own financial affairs properly and prudently.

In assessing a person's financial integrity, the NC and the Board 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/her financial obligations, whether in Malaysia or elsewhere, as and when they fall due; and
- (ii) whether the person is or has been the subject of any proceedings by a court of law for any sum or debt owed by him/her which is unsatisfied or has been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.

The fact that a person may be of limited financial means does not in itself, affect the person's ability to satisfy the financial integrity criteria.

iii. Experience and competence

Experience and competence are demonstrated by a person who possesses the relevant competence, experience and ability, by virtue of his/her expected specific contribution/subject expert, role and responsibilities as a member of the Board of Directors, member of the Board Committees or member of the Key Senior Management of the Company or subsidiaries (as applicable), to understand the requirements of Property related industry and business of the Company or subsidiaries (as applicable), the requirements of relevant laws and regulations of the Company or subsidiaries (as applicable), the requirements of auditing, accounting and corporate governance, responsibilities as Directors in relevant jurisdictions, the risk relevant to the Property related industry and business of the Company or subsidiaries (as applicable) and the internal control system relevant to the Property related industry and business of the Company or subsidiaries (as applicable).

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

- (i) whether the person has the appropriate and relevant qualification, training, skills, practical and experience to effectively fulfil the role and responsibilities as a Director or member of the Key Senior Management of the Company or subsidiaries (as applicable), by virtue of his/her expected specific contribution/subject expert, his/her role and responsibilities as a member of the Board of Directors, member of the Board Committees or member of the Key Senior Management of the Company and subsidiaries (as applicable); and
- (ii) whether the person has satisfactory past performance or expertise in the Property related industry and business of the Company or subsidiaries (as applicable) or subject matters that he/she is expected to contribute to the functioning of the Board, Board Committees or Key Senior Management of the Company or the subsidiaries (as applicable).

In this regard, the person must possess the followings:

- (i) necessary **skills and experience** in any of the following industry, by virtue of his/her expected specific contribution/subject expert, his/her role and responsibilities as a member of the Board of Directors, member of the Board Committees or member of the Key Senior Management of the Company and subsidiaries (as applicable):
 - Property related industry
 - Professional, i.e. legal, finance and accounting, corporation an capital market laws and regulations
 - Any other industry (upstream or downstream or supporting industries)
- (ii) necessary **qualification and functional/technical expertise** in any of the following areas, by virtue of his/her expected specific contribution/subject expert, his/her role and responsibilities as a member of the Board of Directors, member of the Board Committees or member of the Key Senior Management of the Company and subsidiaries (as applicable):
 - Property related
 - Sales and Marketing
 - Business administration
 - Laws and regulations
 - Finance and Accounting
 - Corporation and capital market laws and regulations
 - Corporate governance
 - Economic, Environment and Social
 - Any other relevant qualification and expertise

- (iii) necessary knowledge and skill to read and understand financial reports prepared for the Group, the Company and its subsidiaries (as the case maybe) and be able to relate the information in relation to the accounting policies adopted, business operations, business performance, financial conditions, changes in risk profile, internal and/or external business context to the information presented in such financial reports.
- (iv) necessary **past experience** in any of the following aspect, by virtue of his/her expected specific contribution/subject expert, his/her role and responsibilities as a member of the Board of Directors, member of the Board Committees or member of the Key Senior Management of the Company and subsidiaries (as applicable):
- a past or current Director/senior executive in Property related industry for at least 10 years
 - a past or current Director/senior executive in a public company or reputable privately held entity for at least 10 years
 - a past or current partner/senior executive in recognised or reputable audit firm or professional accounting/consulting/advisory/legal firm or entity for at least 10 years
 - a past or current senior executive at a prominent educational institution or senior faculty position in an area of study important or relevant to the Company or its subsidiaries (as applicable) for at least 10 years
 - a past senior government personnel for an industry that is relevant to the Company or its subsidiaries (as applicable) for at least 10 years
 - at least 10 years working experience at Key Senior Management level in industry specified in (i) above

iv. Time and commitment

In order for the Director of the Company and its subsidiaries to effectively and diligently discharge his/her roles and responsibilities, it is critical that such person can spend reasonable amount of time and effort to meet the demand and expectations of such roles and responsibilities and is not “over-stretch”.

The NC and the Board shall take into consideration for a person to be appointed or re-appointed as director of the Company or its subsidiaries, the involvement of the said director in other public listed Directorships, level of involvement in the management of other companies and businesses not part of the Group and in other organisation and institutions including not for profit organisations.

For re-appointment as Director, NC and the Board is to take into consideration satisfactory results of the performance of such Director seeking for re-appointment on his/her participation (including his/her attendance at the meetings of the Board and Board Committee since the appointment or last re-appointment) and contribution during the Board and Board Committee proceedings.

5. Review and Approval of This Policy

This Policy was adopted by the Board on 24/03/2022.

This Policy will be reviewed by the Board as and when required and updated in accordance with the needs of the Group, and in any event, at least once every 3 years.

Reviewed on 24/08/2023

KSL HOLDINGS BERHAD
Registration No. 200001008827 (511433-P)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. OBJECTIVES

The primary objective of the Nomination Committee is to act as a committee of the Board to assist in discharging the Board's responsibilities in:

- (a) assessing each of the existing directors' ability to contribute to the effective decision making of the Board;
- (b) identifying, appointing and orientating new directors;
- (c) reviewing the mix skills and experience and other qualities the Board requires for it to function independently and efficiently;
- (d) membership of the Audit and Remuneration Committees and any other Board Committees as appropriate, in consultation with the Chairman of those committees;
- (e) assessing and evaluating the effectiveness of the Board as a whole and the board committees, assessing the performance of independence of Independent Non-Executive Directors and Chief Executive Officer/ Managing Director; and
- (f) identifying and recommending directors who are to be put forward for retirement by rotation in accordance with the Company's Constitution.

2. COMPOSITION

The Nomination Committee shall be appointed by the Board of Directors from among their members and shall consist of not less than three (3) members. All the members shall be Non-Executive Directors, the majority of whom shall be Independent Directors.

3. QUORUM

The quorum for each meeting shall be two members present.

4. CHAIRMAN

The Chairman of the Nomination Committee shall be an Independent Non-Executive Director or Senior Independent Director. In the absence of the Nomination Committee Chairman, the remaining members present shall elect one of them to chair the meeting.

5. MEETINGS

The number of meetings shall be held not less than once a year and additional meetings shall be held as required. A member may at any time and the Secretary shall on the requisition of a director summon a meeting of the Nomination Committee.

Questions arising at any meeting of Nomination Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination/decision of the Nomination Committee. Where necessary and appropriate, any decision of the Nomination Committee can also be made or passed by way of a written circular resolution.

A meeting may be convened using telephone and/or the contemporaneous linking together by telephone or such other electronic communication media of a number of the Committee members being not less than the quorum shall be deemed to constitute a meeting of the Committee wherever in the world they are, as long as -

- (a) the quorum is met;
- (b) at the commencement of the meeting each Committee member acknowledges his presence thereof to all the other members taking part and such participation shall be deemed to be his presence in person;
- (c) each of the Committee members taking part is able to be heard and hear each of the other members' subject as hereinafter mentioned throughout the meeting; and
- (d) the Committee members present at the commencement of the meeting do not leave the meeting by disconnecting the telephone, but the meeting shall be deemed to have been conducted validity notwithstanding that the telephone or electronic communication media is accidentally disconnected during the meeting and provided that no discussions or decisions should be made in respect of matters by the members during disconnection and that if the telephone or electronic communication media cannot be re-connected at all, the meeting shall then be adjourned.

In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote PROVIDED THAT where two (2) members form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two members are competent to vote on the question at issue, shall not have a casting vote. The Chairman shall also report on each meeting to the Board.

6. SECRETARY

The Company Secretary shall be the Secretary of the Nomination Committee.

7. RESPONSIBILITIES

The Nomination Committee shall have the following responsibilities:

- (a) Recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board. In making its recommendations, the Nomination Committee should consider the candidates'
 - skills, knowledge, expertise and experience;
 - professionalism;
 - integrity; and
 - in the case of candidates for the position of independent non-executive directors, the Nomination Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.
- (b) Consider in making its recommendations, candidates for directorship proposed by the Chief Executive Officer/Managing Director and, within the bounds of practicability, by any other senior executive or any director or shareholder.
- (c) Recommend to the Board, directors to fill seats on Board Committees.
- (d) Assess the effectiveness of the Board as a whole.
- (e) Assess the effectiveness of the committees of the Board.
- (f) Assess the contribution of each individual director.
- (g) Review and recommend to the Board the required mix of skills and experience and other qualities the Board requires in order to function independently and efficiently.
- (h) Develop and review the criteria used for the selection process of new directors and annual assessment of the board, board committees and individual directors.
- (i) Formulate a policy on Board composition including mix of skills, independence and diversity (including gender diversity).

- (j) Assess the independence of the Directors annually who have served on the Board for a cumulative term of more than nine (9) years for appointment or otherwise.
- (k) Recommend to the Board for continuation of the service of Executive and Non-Executive Directors who are due for retirement by rotation.
- (l) Assess and recommend to the Board, the continuation of terms of office of Independent Directors in compliance with MCCG.
- (m) Review the training and professional development programmes for the Board.
- (n) Develop succession plans in order for the Board and senior management to maintain appropriate experience, expertise and diversity (including gender diversity).
- (o) Consider gender diversity generally when making appointments to the Board.

**** Reviewed and updated 24/08/2023***

KSL HOLDINGS BERHAD
Registration No. 200001008827 (511433-P)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

1. COMPOSITION

The Committee shall be appointed by the Board from amongst the Non-Executive Directors of the Company consisting of majority Independent Non-Executive Directors. It shall consist of not less than three (3) members.

2. QUORUM

Two (2) members shall form a quorum for meetings.

3. CHAIRMAN

The members of the Committee shall elect a Chairman from among their members who shall be an Independent Non-Executive Director. In the absence of the Chairman of the Remuneration Committee, the remaining members present shall elect one of their members as Chairman of the meeting.

4. SECRETARY

The Secretary to the Remuneration Committee shall be the Company Secretary.

5. MEETINGS AND MINUTES

- a) The Remuneration Committee shall meet at least once a year or at such other times as the Chairman of the Committee deems necessary.
- b) The Chairman shall also report on each meeting to the Board
- c) Questions arising shall be decided by a majority of votes and determination by a majority of members shall for all purposes be deemed a determination of the Remuneration Committee.
- d) Where necessary and appropriate, any decision of the Remuneration Committee can also be made or passed by way of a written circular resolution.

- e) In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote provided that where two (2) members form a quorum, the Chairman of the meeting which only such a quorum present, or at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.
- f) A meeting may be convened using telephone and/or the contemporaneous linking together by telephone or such other electronic communication media of a number of the Committee members being not less than the quorum shall be deemed to constitute a meeting of the Committee wherever in the world they are, as long as –
 - i. the quorum is met;
 - ii. at the commencement of the meeting each Committee member acknowledges his presence thereof to all the other members taking part and such participation shall be deemed to be his presence in person;
 - iii. each of the Committee members taking part is able to be heard and hear each of the other members' subject as hereinafter mentioned throughout the meeting; and
 - iv. the Committee members present at the commencement of the meeting do not leave the meeting by disconnecting the telephone, but the meeting shall be deemed to have been conducted validity notwithstanding that the telephone or electronic communication media is accidentally disconnected during the meeting and provided that no discussions or decisions should be made in respect of matters by the members during disconnection and that if the telephone or electronic communication media cannot be re-connected at all, the meeting shall then be adjourned.

6. FUNCTION

- a) To recommend to the Board the framework of Executive Directors' remuneration and the remuneration package for each Executive Director, drawing from outside advice as necessary.
- b) To recommend to the Board, guidelines for determining remuneration of Non-Executive Directors.

- c) To recommend to the Board and performance related pay schemes for Executive Directors.
- d) To review Executive Directors' scope of service contracts.
- e) To oversee the qualitative and quantitative disclosures of remuneration made in the annual report and/or other means as required by authorities from time to time.
- f) To meet with Nominating Committee on a separate sessions on the performance of Directors and senior management with a view of integrating the information in recommending to the Board the proposed remuneration of Directors and senior management.
- g) To consider the appointment of the service of such advisers or consultants as it deems necessary to fulfil its functions.

7. REPORTING PROCEDURES

- a) The remuneration of Directors shall be the ultimate responsibility of the full Board after considering the recommendation of the Committee.
- b) Executive Directors do not participate in discussion on their own remuneration.
- c) The determination of remuneration packages of Directors, including the Chairman should be a matter for the Board as whole.
- d) Level of remuneration should be sufficient to attract and retain the Directors needed to run the Company successfully. The component part of remuneration should be structured so as to link rewards to corporate and individual performance, in the case of executive Directors. The level of remuneration should reflect the experience and responsibilities undertaken by the particular non-executive concerned.
- e) Membership of the Remuneration Committee should appear in the Annual Report.

KSL HOLDINGS BERHAD
Registration No. 200001008827 (511433-P)

TERMS OF REFERENCE OF RISK MANAGEMENT
COMMITTEE

1. OBJECTIVE

The objective of the Committee is to support the Board in fulfilling its responsibilities on risk oversight and to satisfy itself that the integrated risk management functions within the Group are effectively discharged.

2. COMPOSITION AND APPOINTMENT

- 2.1 The Committee members shall be appointed by the Board from amongst their number and shall consist of not less than three (3) members who are non-independent non-executive director, out of which, at least one (1) of the Committee member shall be an independent director.
- 2.2 The Chairman of the Committee shall be an independent non-executive director appointed by the Board.
- 2.3 In the absence of the Chairman of the Committee, the other members of the Committee shall amongst themselves elect a Chairman who must be an independent non-executive director to chair the meeting.
- 2.4 In the event of any vacancies resulting in the number of members falling below three (3), the vacancy shall be filled within three (3) months of it arising.

3. QUORUM

The quorum for the Committee shall be two (2) members comprising a minimum of one (1) independent non-executive director.

4. SECRETARY

- 4.1 The Secretary of the Committee shall ensure that minutes are properly kept for each meeting for approval of the Committee.

5. MEETINGS

- 5.1 The Committee shall meet at least once a year.
- 5.2 In addition, the Chairman may call for additional meetings at any time at the Chairman's discretion or if so directed by the Board.
- 5.3 Notice of Committee meetings shall be circulated to all committee members at least one (1) week prior to each meeting unless the Committee waives such requirement.
- 5.4 The Chairman may require the attendance of any officer of the Group at any part of any meeting.
- 5.5 The Chairman shall report on each meeting to the Board.

6. AUTHORITY

- 6.1 The Committee is authorized by the Board to have direct communications with and unrestricted access to all information and documents/resources as well as to officers of the Group which are necessary for the Committee to discharge its duties and responsibilities.
- 6.2 The Committee shall have the authority to obtain independent professional or other advice and to invite outsiders with relevant experience to attend the meeting, as necessary.
- 6.3 The Committee shall make recommendations to the Board but shall have no executive powers with regards to its findings and/or recommendations.

7. DUTIES AND RESPONSIBILITIES

The Committee shall provide oversight, direction and counsel to the Group risk management process and shall consider any matters relating to the identification, assessment, monitoring and management of any risks associated with the Group that it deems appropriate. In addition, the Committee shall examine any other matters as directed by the Board.

KSL HOLDINGS BERHAD

Registration No. 200001008827 (511433-P)

~ TERMS OF REFERENCE OF RISK MANAGEMENT COMMITTEE

-3-

The duties of the Committee shall include, but not limited to:

- 7.1 Review, assess, formulate and recommend risk management strategies, framework, policies, processes, tolerance and risk appetite limits to the Board.
- 7.2 Monitoring of Group risk exposures to ensure implementation and compliance with approved risk policies and processes of the Group, and to ensure that significant risks identified are being responded to appropriately.
- 7.3 Review status of management action in mitigating significant risks identified.
- 7.4 Review and assess the adequacy and effectiveness of the risk management structure, approved risk policies, processes, and support system and to recommend such changes as may be deemed necessary to the Board.
- 7.5 Review and assess the risks associated with all proposed strategic transactions of the Group and report the same to the Board for its deliberation of the transaction.
- 7.6 Promote a “risk-aware” culture within the Group.

**** Reviewed and updated 24/08/2023***

KSL HOLDINGS BERHAD
Registration No. 200001008827 (511433-P)

**RELATED PARTY TRANSACTION AND CONFLICT OF INTEREST
POLICY AND PROCEDURES**

The Board of Directors of KSL HOLDINGS BERHAD (“KSL” or “the Company”) hereby adopts the following policy and procedures on RELATED PARTY TRANSACTIONS and CONFLICT OF INTEREST, as defined below. The Policy and Procedures defined herein shall be reviewed and amended by the Board of Directors (“the Board”) from time to time at the recommendation of the Audit Committee.

DEFINITIONS

A “Chief Executive” means the principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a director.

A “Director” has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon -

- a director of the Company, its subsidiary or holding company; or
- a Chief Executive of the Company, its subsidiary or holding company.

A “Major Shareholder” means person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share or the aggregate of the nominal amounts of those shares is 5% or more of the aggregate of the nominal amounts of all the voting shares in the Company. It includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon.

A “Person Connected” means person connected as defined in Chapter 1.01 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements (“MMLR”).

A “Related Party” shall mean a related person as defined in Chapter 1.01 of the MMLR. It generally refers to a Director, Executive Chairman, Major Shareholder or Person Connected with such Director, Executive Chairman or Major Shareholder, who are interested in the Related Party Transactions.

A “Related Party Transaction” (“RPT”) is any transaction, arrangement, or relationship or series of similar transactions, arrangements or relationships required to be disclosed pursuant to Chapter 10 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements (“MMLR”).

A “Recurrent Related Party Transaction” (“RRPT”) means a related party transaction which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of a listed issuer or its subsidiaries pursuant to Chapter 10 of the MMLR.

A “Transaction” means the acquisition or disposal of assets by the Company or its subsidiaries, including the provision of financial assistance, Chapter 10 of the MMLR.

A “Significant Transactions” means any transactions with annual transaction value (based on financial reporting period) amounting to more than RM 25,000.

POLICY

1. All Significant Transactions and conflict of interest situations that may arise within the Company are reviewed by management and checked against Chapter 10 of MMLR for RPT and RRPT. All RPTs and RRPTs or potential RPT and RRPTs, including RRPTs which the shareholders’ mandate obtained but expired at the date of transaction, must be reported to the Audit Committee and referred for approval or ratification by the Audit Committee in accordance with this policy and for Audit Committee to report to the Board of Directors for approval.
2. RRPTs with the shareholders’ mandate obtained and not expired shall be governed by the shareholders’ mandate obtained.

REVIEW AND APPROVAL OF RPTS AND RRPTS

IDENTIFICATION OF POTENTIAL RPTS, RRPTS AND CONFLICT OF INTEREST

3. This policy is in addition to the provisions dealing with conflicts of interest in the Company’s code of conduct.
4. All Related Parties of the Company/ies within KSL and its subsidiaries are responsible for providing written notice to the Audit Committee of any potential RPT

and RRPT involving him/her or person connected to him/her, including any additional information about the transaction that the Audit Committee may reasonably request. The Audit Committee will determine whether the transaction does, in fact, constitute a RPT and RRPT, and may engage professional or third-party opinion on the matter as required.

5. At least once a year, during the annual evaluations, all Directors, Chief Executive and Major Shareholder (if practical) are required to complete a questionnaire disclosing names of companies in which he/she and/or their person connected hold directorships and /or substantial shareholding and any potential RPT and RRPT, if any.
6. Sales and Marketing and Purchasing Department personnel are required to submit new customer/supplier opening forms in which the owners/directors/shareholders of the new customers/suppliers will need to be disclosed. These forms need to be reviewed and approved by Finance Manager.
7. Prior to any provision of any financial assistance under Chapter 8 of MMLR, Chief Financial Officer to obtain the identity of the owners/directors/shareholders of the entity to which the financial assistance is to be provided.
8. The Finance Department, overseen by the Chief Financial Officer, to compile a listing of related parties, nature of RPTs and RRPTs, estimated value of annual transactions and control(s) put in place, subject to update from time to time based on clause 4, 5 and 6, and subject to review by the Chief Financial Officer (In the event the Chief Financial Officer is interested in the RPTs and RRPTs, other director not interested in the RPTs and RRPTs shall review the details of relevant RPTs and RRPTs as contained in the listing). Such acknowledged listing of RPTs and RRPTs will be disseminated to all Accounts personnel, Sales Department and Purchasing Department.
9. It is the responsibility the Chief Financial Officer to notify the Audit Committee of the new RPTs and RRPTs with information per clause 12, through written approval and/or electronic communication (In the event the Chief Financial Officer is interested in the RPTs and RRPTs, other director not interested in the RPTs and RRPTs shall notify the Audit Committee). Significant Transaction involving Related Party for annual transaction value (based on financial reporting period) of more than RM 25,000.00 must subject to formal review and approval or ratification by the Audit

Committee, supported by information and documentations per clause 12 and 13, prior to the commencement of the transaction.

10. All RPTs and RRPTs will be reviewed by management monthly, without the participation of the interested Related Party(ies), and reported by the management to the Audit committee for review and approval or ratification at least once every quarter, during the quarterly Audit Committee and Board of Directors' meetings.

Any member of the Audit Committee who has a potential interest in any RPT and RRPT will recuse himself or herself and abstain from voting on the approval or ratification of the RPT and RRPT and must not participate in the Audit Committee's discussions of the RPT and RRPT.

11. To review any RPT and RRPT, the Audit Committee shall be provided with all relevant material information of the RPT and RRPT, including:
 - a) the terms of the transaction and its commercial reasonableness;
 - b) the business purpose of the transaction;
 - c) the extent of the Related Party's interest in the Related Party Transaction; if applicable
 - d) the control(s) put in place;
 - e) the benefits to the Company and to the Related Party;
 - f) the materiality of the RPT and RRPT to the Company and percentage ratio per Chapter 10 of MMLR; and
 - g) any other relevant matters
12. In determining whether to approve or ratify a RPT and RRPT, the Audit Committee shall consider the following factors:
 - i) Whether the terms of the RPT and RRPT are at arms-length, on terms not more favorable to related party(ies) than those generally available to the public, are not to the detriment of the minority shareholders and/or would apply on the same basis if the transaction did not involve a Related Party;
 - ii) Whether there are quotations provided by a non-related party(ies) for comparison and if no, justification for no price comparison;
 - iii) Whether there are any compelling business reasons for the Company to enter into the RPT and RRPT and the nature of alternative transactions, if any;
 - iv) Whether the RPT and RRPT would impair the independence of an otherwise

- Independent Director, Director or Chief Executive;
- v) Whether the Company was notified about the RPT and RRPT before its commencement and if not, why pre-approval was not sought and whether subsequent ratification would be detrimental to the Company; and
 - vi) Whether the RPT and RRPT would present an improper conflict of interest for any director, executive officer or major shareholder of the Company, taking into account the size of the transaction, the overall financial position of the director or executive officer or other Related Party, the direct or indirect nature of the director's, executive officer's or Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Audit Committee deems relevant.
13. If in any event, the Audit Committee decides not to ratify a RPT and RRPT that has been commenced without approval, the Audit Committee may direct additional actions, including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification. In connection with any review of a RPT and RRPT, the Audit Committee has authority to modify or waive any procedural requirements of this policy.
14. All RPTs and RRPTs reviewed and approved by the Audit Committee are to be reported to the Board for deliberation and approval, the considerations set forth above shall apply to the Board's review and approval of the matter, with such modifications as may be necessary or appropriate under the circumstances.
15. Any member of the Board of Directors who has a potential interest in any RPT and RRPT will recuse himself or herself and abstain from voting on the approval or ratification of the RPT and RRPT and must not participate in the Board's discussions of the RPT and RRPT.

DISCLOSURE OF RPTS, RRPTS AND CONFLICT OF INTEREST

16. The Chief Financial Officer is responsible to compile the percentage ratio of all RPTs and RRPTs in compliance of the Chapter 10 of MMLR. The Chief Financial Officer is to ensure that all disclosures on RPTs and RRPTs are to be in compliance with requirements per MMLR and Corporate Disclosure Policy.
17. Prior to announcement of the RPT and RRPT, draft announcement and draft circular

of RPTs and shareholders' mandate for RRPT shall be subject to review and approval by the Audit Committee on the draft announcement and draft circular.

AUTHORITIES OF AUDIT COMMITTEE

18. As the Audit Committee is entrusted by the Board with the task of executing and managing this policy, the Audit Committee is vested with the following authorities:

- have the adequate resources which it needs to perform its duties;
- have full access to any information which it requires in the course of performing its duties;
- have direct communication channels with the Directors, Chief Executive, and major shareholder, the employees and any persons, as the case may be, to obtain information and feedback in performing its duties; and
- to obtain the services of the external professional at the expense of the Company in carrying out its duties

Adopted and Approved by the Company on 28/02/2018, review by the AC and BOD on a yearly basis.

**** Reviewed and updated 24/08/2023***

KSL HOLDINGS BERHAD

Registration No. 200001008827 (511433-P)

WHISTLE-BLOWING POLICY

Introduction

All stakeholders (Including but not limited to, employees, customers, suppliers, government bodies and financial institutions) are encouraged to raise genuine concerns about possible improprieties in matters of financial reporting, compliance and other malpractices at the earliest opportunity, and in an appropriate way.

This Policy is designed to:

- a) Support the company's values and code of conduct;
- b) Ensure stakeholders can raise concerns without fear of reprisals and safeguard such person's confidentiality;
- c) Protect a whistle-blower from reprisal as consequence of making a disclosure;
- d) Provide a transparent and confidential process for dealing with concerns. This policy not only covers possible improprieties in matters of financial reporting, but also:
 - Fraud;
 - Corruption, bribery or blackmail;
 - Criminal offences;
 - Failure to comply with a legal or regulatory obligation;
 - Miscarriage of justice;
 - Endangerment of an individual's health and safety; and
 - Concealment of any, or a combination, of the above.

Principles

The principles underpinning the Policy are as follows:

- a) internal procedures to facilitate necessary whistle-blowing, in a timely and responsible manner, are in place and made known to all employees of the company;
- b) all disclosures will be treated fairly and properly, and addressed in an appropriate and timely manner;
- c) the Company will not tolerate harassment or victimisation of anyone raising a genuine concern;
- d) the identity and personal information of the whistle-blower will be protected and kept confidential, unless the individual agrees otherwise or unless otherwise required by law;

- e) the whistle-blower and the alleged wrongdoer will be treated fairly. The wrongdoer will be informed of the status of his disclosure and the alleged wrongdoer will be given an opportunity to respond to all allegations at an appropriate time (not necessarily at the start, or during, the investigation);
- f) personal information, including the identity, of the whistle-blower and the alleged wrongdoer shall only be revealed on a 'need-to-know' basis; and
- g) the company will ensure no one will be at risk of suffering some form of reprisal as a result of raising a concern even if the individual is mistaken. The company, however, does not extend this assurance to someone who maliciously raises a matter he knows is untrue.

Covered Concerns

A disclosure relating to, but not limited to, either of the following concerns or wrongdoings by any person in the conduct of the business shall be reported:

- a) corruption, bribery and fraud (including financial statement fraud);
- b) criminal offence or any breach of the laws of Malaysia;
- c) acceptance of gifts/ favour beyond the threshold allowed by the company;
- d) misuse and/or misappropriation of the company's funds or assets;
- e) impropriety (including financial and operational, etc.) within the company;
- f) gross mismanagement within the company (including serious potential breach to the interest of society and environment);
- g) breach of code of conduct of the company, including sexual, physical or other abuse of human rights; and
- h) act or omission jeopardising the health and safety of the company's employees or the public.

Reporting Procedure

If any stakeholder believes reasonably and in good faith that malpractices exist in the Company, the stakeholder should report this immediately to the head-of-department.

However, if for any reason the stakeholder is reluctant to do so, then the stakeholder should report the concerns to the Audit Committee Chairman and/or Senior Independent Director.

Employees concerned about speaking to another member of staff can communicate, in confidence, to the Audit Committee Chairman and/or Senior Independent Director by

email his/her concern to the Audit Committee Chairman and/or Senior Independent Director. Any anonymous disclosure will not be entertained. However, Audit Committee Chairman and Senior Independent Director reserve their right to investigate into any anonymous disclosure.

These concerns will be managed by the Audit Committee Chairman and Senior Independent Director and they shall have the right to decide whether to inform the Management or the Board of Directors or relevant enforcement authority(ies)(if the Audit Committee Chairman and Senior Independent Director conclude that such incidents are to be reported, based on the facts gathered), depending on the seriousness of the reported incident(s) and on need-to-know basis, without revealing the identity of the whistle-blower). The Audit Committee Chairman and Senior Independent Director, at the cost to be borne by the Company, shall have the right and authority(ies) to decide on the next course of actions with the advice of the external professionals or experts, if required.

Whistle-blowers' identity will not be disclosed without prior consent. Where concerns cannot be resolved without revealing the identity of the whistle-blower raising the concern (i.e. if the evidence is required in court), a dialogue will be carried out with the whistle-blower concerned as to whether and how the matter can progress further.

Consequences of Wrongdoing or Wrongful Disclosure

If the Person (i.e. the whistle-blower) has, or is found to have:

- committed a wrongdoing;
- taken serious risks which would likely cause a wrongdoing to be committed;
- made a disclosure not in accordance with the requirements of this policy (for instance, dishonest, mischievous or malicious complaints); or
- participated or assisted in any process pursuant to this policy otherwise than in good faith,

The corrective actions to be taken against that Person will be determined by the Audit Committee Chairman and Senior Independent Director together with the Managing Director or the Senior Management (if they are not the whistle blower nor the subject of the whistle-blowing), which may include, disciplinary measures, formal warning or reprimand, demotion, suspension or termination of employment or services or monetary or other forms of punishment.

Any attempt to retaliate, victimize or intimidate against anyone (whistle-blower) making

report in good faith is a serious violation of the Policy and shall be dealt with serious disciplinary actions and procedures.

Protection

The identity and personal information of the whistle-blower will be protected and kept confidential, unless the whistle-blower agrees otherwise or unless otherwise required by law.

The whistle-blower will be protected from reprisal, including any form of harassment and victimization, as a consequence of his disclosure.

If a whistle-blower reasonably believes that he is being subjected to reprisal, including harassment and victimisation, as a consequence of whistle-blowing, he may consult or report to the Audit Committee Chairman and/or Senior Independent Director.

Administration

This Policy is administered by the Audit Committee and Group Managing Director with the assistance of the Management and overseen by the Board of Directors.

Contact persons:

Mr. Pang Ah Kow (Audit Committee Chairman)

Email: ac@ksl.my

Contact persons:

Mr. Khoo Cheng Hai @ Ku Cheng Hai (Group Managing Director)

Email: chkhoo@ksl.my

Policy Review and Approval

This Policy is reviewed by the Audit Committee and approved by the Board of Directors on a yearly basis.

**** Reviewed and updated 24/08/2023***