

LANDMARKS

LANDMARKS BERHAD

Registration No. 198901007900 (185202-H)

CONFLICT OF INTEREST POLICY

Approved by Board of Directors
on 22 November 2023

1. INTRODUCTION

Landmarks Berhad and its subsidiaries (collectively referred to as “Landmarks Group”) is committed to operating transparently in line with corporate governance principles and acting in the best interests of the Company. Business activities and decision-making shall not involve conflicts of interest, including self-interests and interests of related persons. Failure to do so can result in loss to the Company's interests and lead to misconduct or corruption.

2. OBJECTIVE

This Conflict of Interest Policy (“Policy”) aims to provide Directors, Management, and Employees (the “Individual”) of the Landmarks Group with guidelines on protecting the Company's best interest in carrying out their duties with integrity, transparency, and accountability.

3. SCOPE

This Policy applies to Landmarks Group and the term “Company” hereafter refers to any such company individually that has adopted this Policy. This Policy will be reviewed as and when the needs arise.

This Policy applies whenever the Individual recognises, or should reasonably recognise, that a conflict of interest may arise from their current or future activities. The Policy provides guidance for the Company and its Individual on how to identify and declare all conflicts of interest, how to develop, implement and monitor actions to appropriately avoid and manage any conflict and to satisfactorily deal with breaches of this Policy.

The scope of this Policy is relatively wide in its coverage of activities that may give rise to conflicts of interest. As it is not possible for the Policy to be all-inclusive, the Individual are expected to and must diligently exercise reasonable judgement to comply with the spirit of this Policy and not just the letter of the Policy.

4. ROLES AND RESPONSIBILITIES

4.1 Board of Directors

4.1.1 Consider and approve the Policy.

4.1.2 Oversee business operations and its compliance with the related laws, rules, regulations, policies and guidelines to ensure the proper incorporation and implementation thereof in the execution of the Policy.

4.2 Audit, Risk and Management Committee (“ARMC”)

4.2.1 Review and report on any related party transaction and conflict of interest situation that has arisen, persisted or may arise in any transaction, procedure or course of conduct and the measures taken to resolve, eliminate or mitigate the conflict of interest.

4.3 Management

- 4.3.1 Establish rules and procedures according to the business context that are consistent with its strategy, policy and guidelines that complies with the Policy.
- 4.3.2 Determine the corporate structure and responsible persons with appropriate roles and responsibilities to support the Policy.
- 4.3.3 Establish relevant risk management and internal control systems regarding the Policy.
- 4.3.4 Communicate this Policy to promote awareness to managers and staff at all levels.
- 4.3.5 Monitor, supervise, and support compliance with related laws, policies, guidelines, regulations and standards for the Policy.
- 4.3.6 Establish whistleblowing and grievance channels for reporting conflicts of interest, including whistleblower and reporter protection measures.
- 4.3.7 Consider conflict of interest management progress reports and identify areas for improvement.

4.4 Responsible Department/Persons

- 4.4.1 Identify, assess and manage conflicts of interest risks.
- 4.4.2 Determine conflicts of interest procedures and preventive measures.
- 4.4.3 Determine conflicts of interest disclosure procedures and declarations.
- 4.4.4 Raise awareness and advise Individual as well as contractors and stakeholders on managing conflicts of interest.
- 4.4.5 Prepare conflicts of interest management progress reports.

4.5 Individual

- 4.5.1 Read, understand, and comply with rules, regulations, policies and guidelines of the Policy.
- 4.5.2 Immediately report any actual or potential misconduct related to this Policy.

5. GUIDELINES

An Individual shall:

- 5.1 Perform duties and refrain from improper use of influence or authority that will impact the performance of other Individual, other departments, and contractors, as well as preventing others from using his position to seek improper benefits and not in the Company's interests.

- 5.2 Protect Company interests by not using Company assets improperly, which include employees and business opportunities, for personal benefit or for the benefit of related persons or to the detriment of the Company.
- 5.3 Perform duties by refraining from accepting or offering gifts and valuables, including seeking personal benefits or the benefit of related persons that may potentially cause a conflict of interest.
- 5.4 Discharge duties and responsibilities in the best interests of the Company and not using work hours for personal benefits or the benefit of related persons unconnected to work scope.
- 5.5 Protect Company documents and sensitive business information by never directly or indirectly disclosing or using such information for personal benefits or the benefits of related persons unless connected with work scope when working for the Company and after ceasing employment.
- 5.6 Not have any outside employment or dealings unconnected to work scope that conflicts with the Company's interests, including with other companies within the same industry or the Company's competitors.
- 5.7 Trade in securities of subsidiary companies but without the use of inside information and non-public information in compliance with criteria set by the security exchange authority.
- 5.8 Engage in disclosed related-party transactions with subsidiary companies at an arm's length basis or on mutually-beneficial terms.
- 5.9 Inform the meetings of the Company of any potential conflicts of interest concerning any agenda item before refraining from discussions or decision-making on the matter, and record the reported conflict of interest in the minutes.
- 5.10 Disclose all actual and potential conflicts of interest involving the Individual or other Individual and their related persons on an annual basis and when there are any changes in circumstances.

6. TRAINING

The Landmarks Group shall communicate this Policy through training programs, conferences, and other appropriate channels to the Individual. The effectiveness of such training and communications programs shall be evaluated on a regular basis.

7. WHISTLEBLOWING

Reports by Individual, contractors, Stakeholders or the public of any apparent violations of this Policy by an Individual shall be made in accordance with the Whistleblowing Policy. All whistleblowers or reporters shall be protected from retaliation regarding their employment status and with their report to be kept confidential both during and after the investigation process.

8. POLICY GUIDANCE

If in doubt that the action may violate laws, regulations and this Policy, the Individual can seek guidance from their supervisor, team, or persons responsible for monitoring conflicts of interests, or Human Resources Department before making any decision or carrying out any action under this Policy to the appropriate senior management of the Company.

9. DISCLOSURE AND DECLARATION

Individual are required to make a declaration by completing the Conflict of Interest or Potential Conflict of Interest Declaration Form (Appendix C) as and when the conflict of interest or potential conflict of interest arises at the earliest opportunity or as soon as the Individual are aware of such conflict of interest or potential conflict of interest.

10. PENALTIES

Individual must fully cooperate with internal and external authorities in the event of an investigation under the Policy. Any direct and indirect violations or failure to comply with this Policy and Guidelines will be subject to disciplinary action in accordance with Company's regulations.

11. RELATED LAWS, REGULATIONS AND POLICIES

- 10.1 The Companies Act 2016
- 10.2 Relevant Securities Exchange Laws
- 10.3 Landmarks' Code of Ethics and Conducts
- 10.3 Landmarks' T.R.U.S.T. Policy
- 10.4 Landmarks' Anti-Money Laundering Policy
- 10.5 Landmarks' Whistleblowing Policy

12. APPENDICES

The following appendices are attached to this Policy:

- 11.1 Appendix A: Definitions
- 11.2 Appendix B: Conflict of Interest or Potential Conflict of Interest Process Flow
- 11.3 Appendix C: Conflict of Interest or Potential Conflict of Interest Declaration Form
- 11.4 Appendix D: Situations that may give rise to Conflict of Interest or Potential Conflict of Interest

Definitions

1. Conflicts of Interest

Any situation, action, or inaction in which the Individual in question has a personal interest that contradicts the Company's interests and, as a result, may affect their ability to make decisions or discharge their responsibilities, harm the Company's interests, or lead to misconduct or corruption.

2. Potential Conflict of Interest

A Conflict of Interest that has yet to materialize or happen, but may arise subsequently due to, among others, prevailing relationships or interests of the Individual.

3. Related person

A close relative, partner, or juristic person connected to the Individual, which can be either of the following:

- (1) A close relative, which covers immediate family members with blood relations or legally recognised under local law, including fathers, mothers, full and half siblings, registered and common-law spouses, civil partners, biological and adopted children, in extension to persons with close personal relationships;
- (2) Ordinary partnerships where the Individual as well as their spouse or underage children are partners;
- (3) Limited partnership, limited company, or public company, where the Individual as well as their spouse or underage children collectively hold over 30% stakes in the partnership or company;
- (4) Juristic person or body corporate authorised to take actions on behalf of the Individual.

4. Individual

Individual covered by the Policy shall be Directors, Management, and staff employed by the Company, including advisors under full-time and part-time contracts as well as persons contracted to work for management under special contracts.

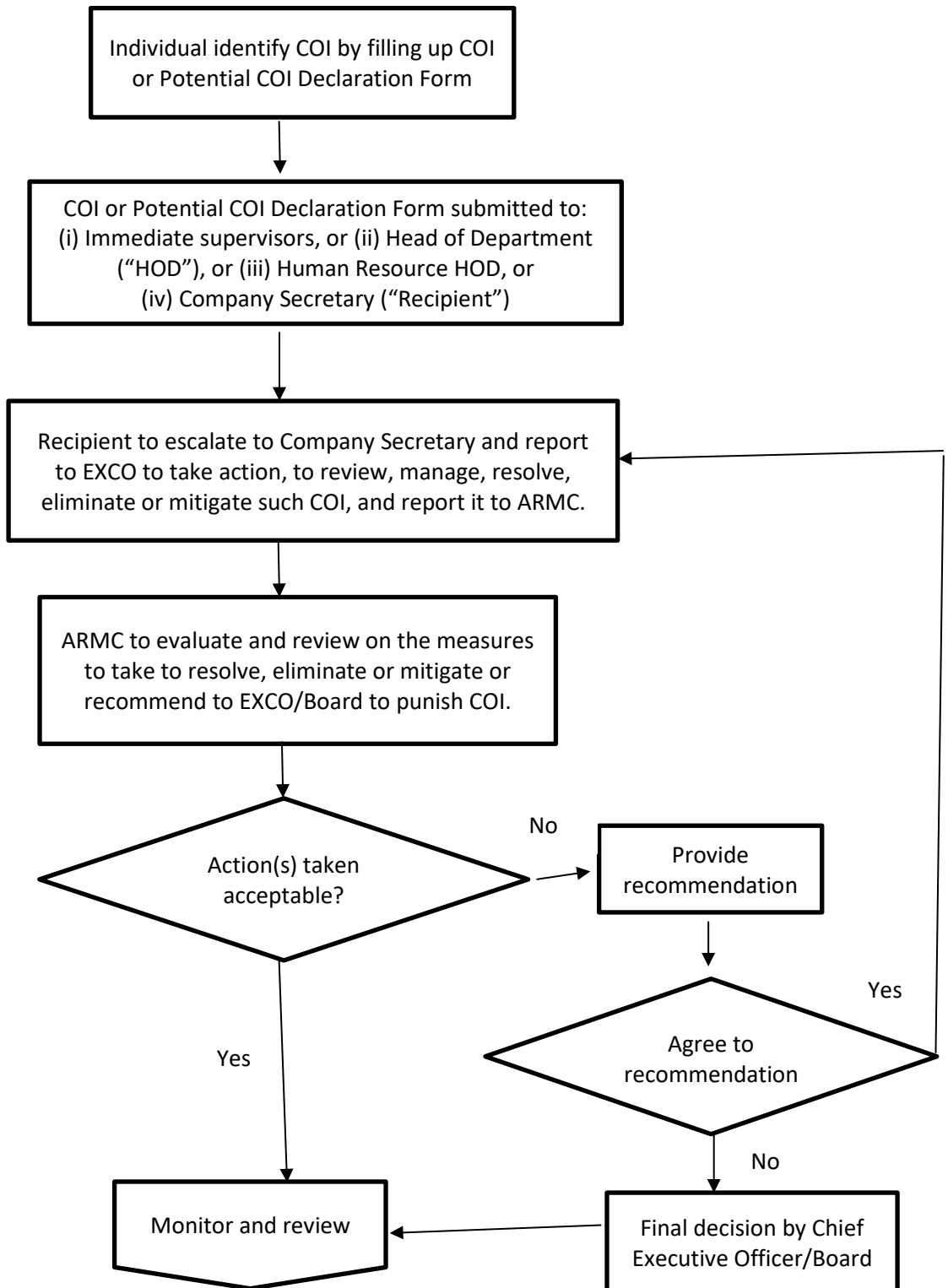
5. Employment

Accepting a position or work, including both paid and unpaid work.

6. Inside information

Any business information that is not yet revealed to the public which, if made public, would likely have a significant impact on the Company's interests and business operations in the short and long term. Such disclosures are therefore illegal.

Conflict of Interest (“COI”) or Potential COI Process Flow



LANDMARKS BERHAD
 Registration No. 198901007900 (185202-H)
 (Incorporated in Malaysia)

Conflict of Interest or Potential Conflict of Interest Declaration Form

Reference No.: _____

To: **Company Secretary**
 Landmarks Berhad

I, _____ (NRIC No. _____) hereby declare as the Individual defined under the Company’s Conflict of Interest Policy an actual / potential conflict of interest as follows:

CATEGORIES OF CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST

(please tick ✓ whichever is applicable)

	Equity ownership in entities having a business relationship with the Group
	Directorship, partnership or other forms of interest in entities having a business relationship with the Group
	Other employment, business appointments or undertakings
	Personal relationships
	Contractual dealings with Individual
	Dealings with competitors
	Involvement in activities where the Individual concerned is the subject matter

DETAILS OF CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST

I hereby confirm to the best of my knowledge that this is a complete disclosure of all my conflicts of interest or potential conflict of interest to date.

 Name:
 Position:
 Date of Declaration:

FOR USE BY ARMC & BOARD OF DIRECTORS

Ref. No. : _____

Decision by ARMC & Board of Directors

The ARMC & Board of Directors have reviewed the conflict of interest or potential conflict of interest disclosure.

Reviewed by:

Name:
Chairman of ARMC
Date:

Approved by:

Name:
Chairman of Board of Directors
Date:

Situations that may give rise to conflict of interest or potential conflict of interest

1. Equity ownership or participation in other organisations and/or entities

This is where the Individual holds shares or equity ownership in other entities or other organisations, and in particular where they are having an ongoing business relationship with the Group, either directly or indirectly (e.g. through a family member). This does not apply to shares held in public listed/quoted companies which have a business relationship with the Group, unless such holding is considered to be material (5.00% or more) and the interest is likely to impair the objectivity of the Individual concerned.

2. Directorship, partnership or other forms of interest in entities having a business relationship with the Group

This applies to situations where the Individual holds a position in or has an interest in entities having a business relationship with the Group, including financial interest in any of the Group's projects, contracts, sale, transactions, or other business dealing or have family members, close relatives or associates with such interests.

3. Other employment, business appointments or undertakings

A conflict of interest or potential conflict of interest may arise where the Individual hold other part time employment or have other business appointments, opportunities or undertakings which may interfere with the proper discharge of official duties in the Group, resulting in a negative impact on their performance or give rise to conflict of interest or potential conflict of interest with regards to their employment.

The Individual is expected to devote his/her time, attention and commitment during the performance of his/her duties. A conflict of interest or potential conflict of interest may also arise where the participation in any outside business interest or any non-business activity requires excessive time and attention from the Individual, thereby depriving the Individual's best effort and performance on the job.

4. Personal relationships

A conflict of interest or potential conflict of interest would exist if a family member of the Individual has a reporting relationship with the Individual.

A conflict of interest would also arise if the Individual has a family member with an interest (e.g. in the form of ownership, directorships, partnerships, employment, etc) in entities or organisations which have a contractual arrangement with the Group.

5. Contractual dealings with the Individual

This refers to situations where the Group purchases or leases property, equipment, materials, etc from the Individual, or enters into contractual arrangements with the Individual (other than employment contracts). Such situations give rise to a conflict of interest and should be declared.

6. Dealings with competitors

If the Individual or family member of the Individual has financial or other interests or any involvement in the business of a competitor, or holds a directorship in a competitor, such a situation would give rise to a conflict of interest or potential conflict of interest. This does not apply to the holding of publicly quoted shares of competitor companies, unless such holding is considered to be material (5.00% or more) and the interest is likely to impair the objectivity of the Individual concerned.

If an Individual has accepted employment with a competitor, this could also result in a conflict of interest during the period which he/she is still employed with the Group, especially if the Individual is dealing with sensitive or confidential information. As such, the conflict of interest or potential conflict of interest must be declared immediately upon acceptance of employment with the competitor to enable the Group to take the necessary actions to manage the conflict of interest or potential conflict of interest.

7. Involvement in activities where the Individual concerned is the subject matter

A conflict of interest or potential conflict of interest arises if the Individual participates in activities where he/she is the subject of the discussion or where the decision involves him/her. An example of this situation is where an allegation is made against the Individual through the whistleblowing channel, and the Individual is part of the investigating team tasked with investigating the allegation.