



TAMBUN INDAH LAND

Code of Business Conduct and Ethics (“COBCE”)

Purpose

This code of business conduct and ethics (“COBCE” or “the Code”) is designed to set certain standards of conduct to be observed by the directors, employees, and business representatives engaged to act on behalf (“representatives”) of Tambun Indah Land Berhad and its subsidiary companies (“the Group”).

These rules do not cover every issue that may arise but set out basic principles to guide the directors, employees, and representatives of the Group in carrying out their business duties.

The Group expects all personnel to understand and comply with the COBCE at all times. Ignorance of the existence of the Code shall not be accepted as a reason or defence by the personnel who violated the provisions set forth in this COBCE. As such, disciplinary action, which may include suspension and termination, shall be taken against those found in breach of the Code.

Responsibility and Compliance with the COBCE

Apart from understanding and complying with the COBCE, as a director, an employee or a representative of the Group, you are also responsible to:

- Ensure those reporting to you understand and comply with the COBCE;
- Promote compliance and good ethical values via leadership by example; and
- Provide guidance to others who have raised concerns or questions regarding the COBCE.

You must read and declare compliance with the COBCE upon appointment to or joining the Group. You may be subject to disciplinary action, including termination of employment or dismissal, for violating the COBCE. Violation of the COBCE that is related to criminal acts may result in prosecution after referral to the appropriate authorities.

1. *Working with Local Communities*

Engaging with and contributing to local communities wherever we operate in a socially responsible manner, without compromising the benefits of any particular stakeholder.



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2. Fair-dealing/Anti-Competition

In the interest of preserving the reputation and integrity of the Group, every employee shall act impartially, honestly, ethically, responsibly, with integrity and transparency in dealing with all other employees, stakeholders, regulators and the public where he/she shall:-

- i. not aid/assist other competitors to compete with the Group;
- ii. not take unfair advantage through manipulation, concealment, abuse of power, misuse of confidential information, misrepresentation of material facts, or any unfair dealing practice; and
- iii. ensure that the Group’s products and services are sold fairly and honestly. He/she shall avoid using tactics that undermine the products of competitors.

3. Dealings with Government Officials

All directors, employees and representatives of the Group involved in dealings with government officials must at all time, comply with the applicable laws and regulations.

All directors, employees and representatives of the Group are required to meet this requirement.

4. Work Environment and Employment

We are committed to build a working environment where openness, trust, and mutual respect are integral to the Group’s culture.

Equality in Workplace

Every employee will be recognized based on their skills, knowledge, experience and performance. We will not tolerate unlawful discrimination or abuse of power in relation to employment.

Harassment and Violence

Any type of harassment and violence will not be tolerated. These actions or behaviours include derogatory comments based on gender, racial or ethnic characteristics, unwelcomed sexual advances, spreading of malicious rumours, use of emails, voicemail and other forms of communication channels to transmit derogatory or discriminatory material.



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5. *Compliance with Laws and Regulations*

All directors, employees and representatives of the Group shall, in their business conduct, observe the laws and regulations applicable to the Group. This includes the relevant laws and regulations governing Anti-Bribery and Corruption, Anti-Money Laundering and Insider Trading.

6. *Environment, Occupational Safety and Health*

Health and safety are important for our employees and the communities in which we operate. We ensure our business operations are sustainable, by proactively addressing environmental challenges and respecting fundamental human rights, without sacrificing long-term economic value creation. You must build and maintain a safe working environment to prevent workplace injuries by:

- Using all devices provided for your protection;
- Ensuring that protective devices are in good working condition;
- Reporting immediately unsafe equipment and tools, hazardous conditions, unsafe work practices and accidents to the Management; and
- Complying with the Occupational Safety and Health laws and regulations.

You are also responsible for the safety of fellow workers and the general public; and are encouraged to promptly report any breach of environmental, safety and health laws at the workplace.

7. *Conflicts of Interests*

All directors and employees are expected to make business decisions in the best interests of the Group. A conflict of interest arises when you have a personal interest that can be seen to have the potential to interfere with your objectivity in performing duties or exercising judgement on behalf of the Group. To the best of your knowledge, you should avoid engaging in activities which may be perceived to have any form of conflict of interest, even at your own time. Additionally, you should refrain from participating in a decision-making process where a potential conflict of interest arises. All potential or actual, direct or indirect conflict of interest must be declared.



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Reporting Conflict of interests

If you find yourself in a situation of conflict whether actual or potential, you must report in writing as soon as practicable stating the facts, nature and extent of the conflict:

Employee :	report to respective head of department
Management:	report to Managing Director
Director :	report to Board of Director, and where relevant, the prior approval of shareholders must be sought, as stated in the Malaysian Companies Act, 2016 and Bursa Malaysia Listing Requirements.

Failure to declare any conflict of interest may result in disciplinary action against you.

Commission and other benefits

Directors and employees are prohibited from receiving commissions or other benefits from counterparts, business partners and competitors of the Group. Every director or employee must ensure that their personal business dealings with suppliers and customers are on arm's length basis.

8. *Anti-Bribery and Corruption Practices*

Under no circumstances is it acceptable for a director, an employee or a representative of the Group to directly or indirectly solicit, give, agree to give, offer, promise, accept or attempt to obtain from any party any form of gratification as an inducement or recompense for doing or refrain to do, or for having done or refrained to do, any act in relation to the Group's affairs or business. Gratification includes but is not limited to - gifts, payments, loans, any valuable considerations and benefits or other advantages that may not be in the form of cash or another financial asset.

In addition, you are required to comply with all applicable anti-bribery laws and regulations in the region where the Group operates at all times as a bribery offence may undermine the Group's reputation and violate the anti-bribery and corruption laws.



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9. Gifts and Entertainment

- i. Directors, employees and representatives of the Group, and any members of his/her immediate family shall not receive or offer any form of gifts, payments or other benefits from or to a counterpart, competitor and business partner of the Group, directly or indirectly, in any form that may compromise, influence or perceived to be able to influence your judgement and decision making. The Group expects the directors, employees and its representatives to manage their respective business dealings with third parties on an arm’s length basis. However, to receive gifts that are nominal in value, consistent with customary business practices, not frequent and do not violate any laws or regulations is permitted.
- ii. Directors, employees and representatives of the Group are prohibited from offering, agree to offer, promise, give, or agree to give, gifts, loans, or any forms of benefits to a client, his or her representative, or a potential client, with the purpose of securing or obtaining a sales or any other forms of beneficial agreements.
- iii. Accepting or offering entertainment from/to a third-party may only be permitted when the expense is in the normal course of business. Such entertainment must not exceed what is deemed reasonable, not lavish or luxurious, and not be held in places that are inappropriate.
- iv. Directors, employees and representatives of the Group are required to read, understand and comply with the gift policy and procedures stipulated in the Anti-Bribery and Corruption Policy relating to the receipt of gifts and entertainment.

10. Travel

Lodging and other travel expenses (e.g. food, transportation) provided by business associates, including customers, contractors, consultants, vendors and any other third parties within the host country are permitted if the trip is solely for business purposes and prior written approval has been obtained before travel commences. The cost of travelling to the host country must be borne by the Group.

Conversely, the Group may bear the cost of lodging and travel expenses for its business associates in relation to a visit to the Group’s facility, unless it is prohibited by laws or the policy established by the business associates. However, such visit must be for a legitimate business purpose. Approval, in accordance with the Limits of Authority, is required to be obtained prior to the date of visit.



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11. Political Contributions

The Group observes all applicable laws and regulations with respect to political contribution in the country that we operate in. The Group has a policy that no political contribution is permitted to be made on behalf of the Group. In the event where the Group proposes to provide any political contributions, such transactions have to be approved by the Board of Directors.

12. Donations and Sponsorships

The Group supports contributing back to the local community. However, all directors, employees and representatives of the Group are required to adhere to the following:-

- i. All donations and sponsorships made on behalf of the Group shall be contributed through legal and genuine channels. The selected charity bodies, non-profit organisations (“NPOs”) or non-governmental organisations (“NGOs”) shall be the legitimate and approved bodies that are able to manage the funds appropriately.
- ii. All donations and sponsorships shall be approved in accordance to the Limits of Authority established by the Group before any transaction is made to the charitable bodies, NPOs or NGOs.
- iii. All transactions relating to donations and sponsorships should be made transparently, recorded accurately and documented accordingly.

13. Outside Employment

As a full-time Employee, you must not take up employment outside the Group or engage in any outside business or service which may be in competition with the Group or give rise to actual or potential conflict of interest.

14. Holding Directorship in Other Entities

The Group’s Senior Management only be allowed to serve on the boards of companies or unincorporated entities outside the Group in exceptional circumstances, with approval from the Managing Director.

15. Protecting Group Assets

The Group entrusts employees with the Group’s assets in the performance of your job.

Employees must protect these assets against waste, loss, damage, abuse, misuse, theft, misappropriation or infringement of Intellectual Property rights, and ensure these assets are used responsibly.



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16. Record Keeping and Document Retention

The Group’s document and records are meant for business purposes and requirements, compliance with legal, tax, accounting and regulatory laws. You must control and maintain such records so that they are accurate, up-to-date, legible, readily identifiable and retrievable. You must also ensure that all records are handled according to the appropriate level of confidentiality, in accordance with any applicable policies and procedures and in conformity with all applicable laws and regulations.

17. Proprietary and Confidential Information

i. Group’s Proprietary and Confidential Information

In the performance of duties, you may obtain information not generally available or known to the public or the market. You must not communicate or disclose such information in any manner to competitors, customers, persons engaged in any aspect of the securities industry, members of trade associations or other third parties unless such communication or disclosure is authorised by the Group.

You must be aware that any unlawful or unauthorised disclosure of proprietary or confidential information may result in irreparable loss and/or damage to the Group. In such cases, the Group may institute civil and criminal proceedings against the offending party. Proprietary or confidential information is only disclosed to other Employees on a need to know basis.

You have an obligation to continue to preserve the proprietary and confidential information even after the appointment/employment has ceased, unless disclosure is required by any order of any court of competent jurisdiction or any competent judicial, governmental or regulatory authority.

Employees shall comply with the guidelines as stipulated in Employee’s Handbook, while representatives shall comply to the terms in the letter of appointment or agreements. Non-compliance will subject the employee or representative to disciplinary action, up to and including termination of employment or business relationship at the Group’s sole discretion.

ii. Personal Data Protection

Employees shall comply to the Personal Data Protection Act (PDPA) 2010 with regards to the collection, recording, holding or storing of personal data as well as maintaining confidentiality in usage of information related to any personal data collected. A Personal Data Confidentiality Agreement should be signed by any third party who may have access to the personal data collected to facilitate the provision of services by the third party.



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18. Political Activities

Employees have the right to participate as individuals in the political process. Your participation shall be carried out entirely on your own accord and volition, in your own time and with your own resources.

Your political opinions must be clearly delivered as personal opinions and not representative of the Group’s position.

However, employees are not permitted to engage in political activities which conflict with the Group’s business interest. Any Employee who wishes to hold any key position as office bearer in any political party must disclose and obtain prior approval from the management. Those who wish to actively participate full time in politics or are nominated as candidates in any election or are elected as representatives in the Federal or State Legislative Body must resign from the Group.

19. Whistleblowing

Whistleblowing is a specific medium to report or disclose matters of concern about possible improprieties and irregularities in good faith and confidence, without fear of reprisal. You may disclose any alleged or suspected misconduct and practices through the procedures established in the Group’s Whistleblowing Policy. The Group’s Whistleblowing Policy is available in the Group’s website, www.tambunindah.com.

20. Review

This COBCE is subject to periodic review as and when necessary to ensure that it remains current and relevant in addressing any ethical issues that may arise within the Group. This updated policy is approved by the Board on 28 February 2024.