

**K. SENG SENG CORPORATION BERHAD**  
(Company No. 198501000983 (133427 W))  
(Incorporated in Malaysia)

**CODE OF ETHICS AND CONDUCT**  
**FOR DIRECTORS**

**1. INTRODUCTION**

In promoting professionalism, transparency, integrity, accountability and corporate social responsibility, the Board of Directors (“Board”) of K. Seng Seng Corporation Berhad (“KSSC” or the “Company”) establishes this **Code of Ethics and Conduct for Directors (“Code”)** for KSSC and its group of subsidiaries (“KSSC Group” or the “Group”) as guiding principles for all the Directors of the Group in their business ethics, personal conduct and decision making.

The purpose of this Code is to set the values and standards for conducting the Group’s businesses ethically, accountably, responsibly in the pursuit of long-term stakeholder value, including considerations of sustainable environmental, social, and governance development.

This Code is established in line with the applicable laws, regulations, and guidelines, including the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”), and the Guidelines on Conduct of Directors of Listed Corporations and Their Subsidiaries (“Guidelines”) of the Securities Commission Malaysia (“SC”).

This Code shall be read together with the Board Charter of KSSC, the Terms of Reference of Subsidiary Boards of KSSC Group, Group Code of Ethics, and other policies and procedures of the Group.

**2. SCOPE**

This Code shall apply to all Directors of the Group (i.e., directors of KSSC and its subsidiaries) in all their activities directly or indirectly associated with the Group.

“Director” means a director of a company in accordance with the Companies Act 2016.

**3. ETHICS AND CONDUCT OF DIRECTORS**

**3.1.** Directors shall comply with, amongst others, the following:

3.1.1. applicable laws and regulations – including the Companies Act 2016, Capital Markets and Services Act 2007, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and guidelines issued by the Securities Commission for capital market entities; and

3.1.2. charters, terms of reference, codes, policies, and procedures established by the Company or the Group – including the Board Charter, relevant Terms of Reference for the Board Committees and subsidiary boards, and the Group Code of Ethics.

**3.2.** Directors shall observe, comply, and instil a culture of high standards of corporate governance in the Group, including those considered in the Malaysian Code on Corporate Governance and other governance practices, demonstrating and driving ethical business and governance practices in the Group.

**K. SENG SENG CORPORATION BERHAD**  
(Company No. 198501000983 (133427 W))  
(Incorporated in Malaysia)

**CODE OF ETHICS AND CONDUCT**  
**FOR DIRECTORS**

- 3.3.** Directors shall ensure proper records and accounts are kept to enable the preparation of true and fair financial statements. Directors of KSSC subsidiaries shall ensure the respective subsidiaries provide KSSC with all information and records necessary to enable the preparation of the Group's consolidated financial statements in accordance with the approved accounting standards.
- 3.4.** Directors of KSSC subsidiaries shall ensure the respective subsidiaries provide KSSC with any information requested by KSSC to enable the Board of Directors of KSSC to oversee the performance of subsidiaries effectively, including assessing non-financial performance of the Group.
- 3.5.** In carrying out their duties and responsibilities, Directors shall observe and comply with, amongst others, the following:
- 3.5.1. have a sound understanding of the Group's business, including the objectives, capabilities, and capacity of the Group;
  - 3.5.2. be aware of the interest of stakeholders, including shareholders (particularly minority shareholders), employees, customers, creditors, and the community or the environment impacted by the Group's operations;
  - 3.5.3. keep themselves abreast of relevant developments to enable the effective discharge of their fiduciary duties and responsibilities;
  - 3.5.4. safeguard the assets and resources of the company they serve as directors;
  - 3.5.5. insist on being kept informed on all significant matters pertaining to the company they serve as directors;
  - 3.5.6. prepare adequately for meetings at their respective companies, contribute constructively to discussions and decision-making, and conduct due inquiry before making decisions;
  - 3.5.7. demonstrate the exercise of objective and independent judgement, be willing to openly oppose and express dissenting views if the vital interest of the company they serve as director is at stake, and ensure their decisions and basis for the decisions are made known and properly minuted;
  - 3.5.8. devote sufficient time and effort to attend meetings and to effectively discharge their individual and collective responsibilities, including at the Board- and Board Committee-levels as well as in their position as directors;
  - 3.5.9. limit his/her professional commitment external to the Group, including directorships in companies, to a level at which he/she can best devote his/her time and effort to discharge his/her duties and responsibilities;
  - 3.5.10. declare any personal, professional, or business interest or arrangement which poses an actual, potential, or perceived conflict of interest with their responsibilities as directors;
  - 3.5.11. not divert to his own advantage any business opportunity that the Group is pursuing, nor may a Director use confidential information obtained by reason of his/her office for his/her own advantage or that of others; and

**K. SENG SENG CORPORATION BERHAD**  
(Company No. 198501000983 (133427 W))  
(Incorporated in Malaysia)

**CODE OF ETHICS AND CONDUCT**  
**FOR DIRECTORS**

3.5.12. unless with approval from the Group Managing Director, not copy, transfer, transport, download, and make duplication of part or whole of company records, intellectual properties, copyrights, client details and information, in soft copy or in physical form, at any time during the employment/ service or after the resignation of the Director.

**4. REPORTING AND WHISTLEBLOWING**

- 4.1. Any Director who has any enquiries or requires any advice relating to this Code shall approach the Group Managing Director, the Company Secretary(ies), or the Senior Independent Director for guidance and clarification.
- 4.2. Breaches or violations of this Code by any directors must be reported to the Chairman of the Audit and Risk Management Committee or the Senior Independent Director.

**5. APPROVAL AND REVIEW**

- 5.1. This Code is approved by the Board of KSSC on 5 May 2021.
- 5.2. This Code shall be reviewed at least annually and as and when required.