



# CODE OF ETHICS

## 1. Introduction

At Kucingko Berhad (formerly known as Kucingo Sdn Bhd) (“**Company**”), we expect every Director (“**Director**”) to uphold ethical professional standards. As a Director of our company and its subsidiaries (“**Group**”), you play a pivotal role in ensuring ethical conduct within the organisation. This Code of Ethics (“**Code**”) is a collection of personal responsibilities that outline our commitment to ethical practices.

We understand that certain words and phrases within this Code may have different interpretations, and ethical principles can sometimes clash in specific situations. When faced with ethical dilemmas, we encourage thoughtful reflection on fundamental principles rather than relying solely on strict regulations.

## 2. Commitment

- 2.1. At the heart of our Group's philosophy is an unwavering dedication to excellence. This commitment to excellence binds every Director together, as they pursue common objectives and collectively reap the benefit of their achievements.
- 2.2. Each Director is committed to the Group's core values, which include Commitment, Respect, Teamwork, Integrity, and Contribution. These values serve as our compass, guiding us in our pursuit of business goals through open, honest, ethical, and principled means.

## 3. Principle

This Code is based on the principles of sincerity, integrity, responsibility, and corporate social responsibility. It serves as a complement to, and should be considered in conjunction with, our Code of Conduct and Anti-Bribery and Corruption Policy.

## 4. Purpose

The primary goal of this Code is to direct the focus of the Board of Directors (“**Board**”) and individual Directors towards areas of ethical risk. It aims to provide guidance to Directors, helping them identify and address ethical issues, offering channels to report unethical conduct, and nurturing a culture of honesty and accountability.

This Code is crafted with the intent to elevate the standards of corporate governance and corporate behaviour, with the following objectives in mind:

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- Establishing a benchmark for ethical conduct among Directors based on acceptable beliefs and values.
- Upholding the principles of professionalism, objectivity, transparency, and accountability, in alignment with the legislation, regulations, and environmental and social responsibility guidelines that govern our company.

We acknowledge that no code or policy can foresee every possible situation or replace the thoughtful actions of an ethical Director. Therefore, we encourage Directors to raise questions about specific circumstances that may touch upon the provisions of this Code with the Chairman of the Board, who may seek legal counsel as necessary.

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## 5. Definition

Within the scope of this Code, a “Company Director” refers to any individual who serves as a Director within the Group. This definition encompasses individuals, regardless of their official title, who follow the guidance of a corporate Director, regularly make decisions, and include employees or acting Directors. It includes both executive and non-executive Directors, as well as executive and non-executive chairpersons.

## 6. Code of Ethics

In the performing their roles, each Director is expected to comply with the letter and spirit of the following codes:

- 6.1. Gain a comprehensive understanding of the Group's objectives, capabilities, and capacities.
- 6.2. Dedicate time and effort to actively participate in meetings, understand the Board's requirements, and fulfil their responsibilities.
- 6.3. Ensure effective management and control of the Group at all times.
- 6.4. Stay informed about the Group's affairs and ensure compliance with relevant laws and contractual obligations.
- 6.5. Require being kept informed about all matters of significance to the Group for effective corporate management.
- 6.6. Exercise self-awareness in determining the number of directorships to best manage their time and effectiveness within the Company.
- 6.7. Have access to the advice and services of the Company Secretary, responsible for ensuring compliance with proper procedures, rules, and regulations.



- 6.8. Utilise their powers at all times for the Group's benefit and best interests.
- 6.9. Promptly disclose any direct or indirect contractual interests with the Group.
- 6.10. Neither exploit for personal gain any business opportunities pursued by the Group nor use confidential information for personal benefit or the benefit of others.
- 6.11. Act with the utmost good faith in all transactions and exercise their powers with honesty and responsibility in fulfilling their duties.
- 6.12. Be willing to employ independent judgement and openly dissent, if necessary, when the vital interests of the Group are at risk.
- 6.13. Relationship with shareholders, employees, creditors and customers and other stakeholders:
  - Be mindful of the interests of shareholders, employees, creditors, and customers of the Group.
  - Promote professionalism and enhance the competency of both management and employees.
  - Ensure the provision of adequate safety measures and proper protection for workers and employees in the workplace.

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## **7. Conflict of Interests**

- 7.1. Conflict of interests can occur whenever a Director is involved in an activity that hinders their complete, loyal, and punctual service to the Group or has a financial interest that could impact the Director's judgement on behalf of the Group.
- 7.2. Actively steer clear of such conflicts, and it is the responsibility of Directors to promptly inform the Board about any actual, potential, or apparent conflicts.

## **8. Social Responsibilities and the Environment**

- 8.1. A proactive approach to community needs and support societal programs that align with the vision of our Group.
- 8.2. Ensure that the Group's activities and operations do not harm the interests and well-being of society at large and aim to contribute to the effort to combat inflation.



## 9. Periodic Review

- 9.1. To promptly report any suspected violations of this Code to the Chairman of the Audit and Risk Management Committee and comply with the Whistleblower Policy.
- 9.2. Any breaches of the Code will be thoroughly investigated by the Board or individuals appointed by the Board, and suitable actions will be taken in response to violations.

This Code was adopted by the Board on 22 November 2023.

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