

# Policy & Procedural Manual



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Policy Title : Conflict of Interest Policy

Policy Number : 119-01

Effective Date : 22 March 2024

Approved by : Board of Directors

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## CONFLICT OF INTEREST POLICY

### 1. OVERVIEW

- 1.1** TMK Chemical Bhd (the “**Company**”) and its subsidiaries (the “**Group**”) are committed to maintaining the highest standards of integrity, ethical conduct and governance in respect of its business and operations. Accordingly, the Group has implemented this Conflict of Interest Policy (“**Policy**”) to ensure that the Key Persons and Employees conduct themselves with integrity, impartiality and professionalism at all times and avoid any conflict of interest that may arise in the performance of their duties.
- 1.2** It is essential that all potential conflicts of interest are handled diligently, transparently, and in line with applicable laws and regulations to safeguard the Group's reputation and ensure the fair and ethical conduct of its operation.
- 1.3** This Policy must be read together with the Business Ethics Code and Conduct of the Group, Related Party Transactions Policy, Anti-Bribery and Anti-Corruption Policy and other related policies.

### 2. PURPOSE

The purpose of this policy is to ensure the effective identification and management of any actual, potential and perceived conflicts of interest. This Policy is designed to ensure compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”) and provisions under the Companies Act 2016, as well as to uphold the highest standards of corporate governance and transparency.

### 3. SCOPE

- 3.1** This Policy applies to Key Persons and Employees of the Group.
- 3.2** The scope of the Policy is relatively wide in its coverage of activities that might give rise to conflicts of interest but the Policy cannot possibly account for every conceivable situation. As such, Key Persons and Employees must exercise reasonable judgement and comply with the spirit and intent of the Policy.

### 4. DEFINITIONS

“**ARC**” means the Audit and Risk Committee of the Group.

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“**Beneficial interest**” refers to the right to receive economic benefits from an asset without being the legal owner of the asset e.g. entitlement to income from shares held through a nominee.

“**Board**” means the Board of Directors of the Company.

“**Close associates**” includes, but is not limited to, close friends or any person working closely with the TMK Personnel.

“**Conflict of Interest**” or “**COI**” means any situation in which a Key Person’s or Employee’s personal, financial, non-financial or other interests may influence or appear to influence his or her objectivity, integrity, or decision-making in the performance of his or her duties and responsibilities. A conflict of interest may be actual or potential.

“**Connected Person**” includes family members, other relatives, close associates, or persons from any business of which the TMK Personnel may hold any direct or indirect interest;

“**Directors**” includes all independent and non-independent directors, executive and non-executive directors of the Group, and shall also include alternate or substitute directors.

“**Employees**” include employees on contract terms, temporary staff and those on internship or secondment.

“**Family member**”, in relation to a person means:

- (i) A spouse of the person;
- (ii) Parent of the person;
- (iii) Child of the person including an adopted child and step-child;
- (iv) Brother or sister of the person;
- (v) Spouse of the child, brother or sister of the person.

For the purpose of this Policy, family member also includes persons with whom an intimate relationship exists whereby significant influence over the person is reasonably expected.

“**Key Persons**” means all Directors, Key Senior Management and Legal Representative(s) appointed by the Group.

“**Key Senior Management**” means individuals holding executive positions with significant decision-making authority in the Group and/or holding substantial influence over the Group’s operations and strategic direction as may be determined by the Board from time to time.

“**Legal Representative(s)**” means person(s) with sole powers to represent, exercise rights or enter into binding obligations, on behalf of the Company or its foreign principal subsidiary (if any) (refer to FAQ 9.16 issued by Bursa Malaysia Securities Berhad).

“**Other relatives**” include stepparents, grandparents, grandchildren, in-laws, uncles, aunts, nieces, nephews, and first cousins, as well as other persons who are members of your household.

“TMK Personnel” means the Key Persons and Employees or any one of them.

## 5. DUTIES OF TMK PERSONNEL

5.1 All TMK Personnel shall act honestly, in good faith, and in the best interests of the Group. They shall exercise their powers and perform their duties with due care, skill, and diligence.

5.2 TMK Personnel shall avoid any situation that may result in a COI or the perception of a conflict of interest. This would undermine the duties of good faith, fidelity, diligence, and integrity as expected by the Group from its personnel in the performance of their duties and obligations. In addition, it may also attract legal liabilities.

5.3 All TMK Personnel shall act independently and impartially, without allowing personal or third-party interests to compromise the Group's interests.

## 6. IDENTIFYING CONFLICTS OF INTEREST

6.1 Generally, conflict of interest refers to situations where:

6.1.1 The interests of a TMK Personnel, interfere, or appear to interfere, with the interests of the Group. This includes situations in which the individual is able to take advantage of his or her role in the Group for his or her personal benefit, including the benefit of his or her Connected Persons; or

6.1.2 The TMK Personnel has interests that may make it difficult to perform his or her role objectively and effectively.

6.2 A conflict of interest may relate to a TMK Personnel's own interests or to a Connected Person.

6.3 Conflict of interest may be described under the following broad categories:

6.3.1 **Actual** conflict of interest i.e. the person faces a real, existing conflict.

6.3.2 **Potential** conflict of interest i.e. the person is in or could be in a situation that may result in a conflict, but this has not fully materialised; and

6.3.3 **Perceived** conflict of interest i.e. the person is in or could be in a situation that may appear to be a conflict, even if this is not the case.

All three types of conflict of interest above are a potential risk to the Group. Therefore, all actual, potential or perceived conflicts that may arise, as a result of a business or personal relationship, must be declared.

6.4 A TMK Personnel can be regarded as having a conflict of interest which includes, but shall not be limited to the following, where he or she:

6.4.1 has (directly or indirectly through family members) equity ownership or beneficial interest in entities having a business relationship with any of the Group companies. This does not apply to the holding of shares of less than 5% in public listed companies

which have business relationships with the Group unless such holding is considered material given the circumstances and the interest is likely to impair the objectivity of the TMK Personnel concerned;

- 6.4.2 holds positions or director roles in entities having business relationship with the Group or companies that are competitors of the Group;
  - 6.4.3 has other employment e.g. part time employment. An Employee of TMK is expected to devote his/her time, attention and commitment during working hours to his duties;
  - 6.4.4 has participation in any business activity outside working hours which demands excessive time and attention from the Employee thereby depriving the Group of the Employee's best effort in the performance of his/her duties as a full time employee of the Group;
  - 6.4.5 has (directly or indirectly through family members) other business appointments or undertakings (regardless of the scale of such undertaking), or engages in business, which are similar or competitive in nature to the Group's business;
  - 6.4.6 has an interest in a proposed or existing contract with the Group;
  - 6.4.7 uses property, information, or resources of the Group for his or her personal gain;
  - 6.4.8 channels benefits or resources meant for the Group to a company in which he or she has an interest in;
  - 6.4.9 prioritises his or her private venture by depriving the Group of an identified business opportunity;
  - 6.4.10 takes advantage of any opportunity which may be given to the Group;
  - 6.4.11 holds any office or possesses any property where his or her duties or interests may create a conflict with his or her duties or interests as Key Persons or Employees of the Group.
- 6.5** Further examples of conflicts of interest situations include the following:
- 6.5.1 Personal relationships**
    - (i) Personal relationships may give rise to a conflict of interest as they have the possibility to influence decisions made or may be seen to give rise to biased decisions.
    - (ii) A conflict of interest would exist if a family member of an Employee has a supervisory or subordinate relationship with the Employee. An Employee should not be in the same department / division as the family member, and should not be in the position to influence the work assignment or assessments of the family member.
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- (iii) A conflict of interest is also deemed to exist if an Employee has a family member with an interest (equity, position, employment) in entities which have business relationships or contractual arrangements with the Group.

#### **6.5.2 Contractual dealings**

- (i) This refers to situations where the Group purchases or leases property from the TMK Personnel, or enters into contractual arrangements with the TMK Personnel (other than employment contracts).
- (ii) Such situations should not occur except in exceptional circumstances whereby the transaction is deemed to be in the best interest of the Group.

#### **6.5.3 Involvement in activities where the TMK Personnel or his family member concerned is the subject matter**

- (i) A conflict of interest or potential conflict of interest arises if a Key Person or Employee participates in activities where he or she or family member is the subject of the discussion or where the decision involves him or her or family member.
- (ii) Examples of this situation include (a) where an allegation is made against the TMK Personnel or his family member through the whistleblowing channel and (b) where the TMK Personnel is involved in decisions relating to the recruitment or assessment, allocation of duties or promotion of another TMK Personnel who is a family member.

#### **6.5.4 Acceptance of meals, gifts or entertainment**

- (i) The acceptance of meals or entertainment offered by business partners may affect an Employee's objectivity and judgement, and must be in accordance with the Group's Anti-Bribery and Anti-Corruption Policy.
- (ii) It is the Employee's responsibility to comply with the Group's Anti-Bribery and Anti-Corruption Policy and ensure nothing is received which might create a conflict of interest or bring their integrity into question.

## **7. GENERAL RESPONSIBILITIES**

**7.1** All TMK Personnel are responsible for identifying and managing conflicts of interest on an ongoing basis and are required to:

- 7.1.1** comply with this Policy and other applicable policies and guidelines (that may be issued from time to time) relating to the identification, documentation and management of conflicts of interest;
- 7.1.2** act with objectivity, integrity and independence and exercise sound judgement and discretion;

7.1.3 avoid, wherever possible, situations giving rise to conflicts of interest as described in this Policy; and

7.1.4 immediately declare the nature and extent of any conflict of interest or potential conflict of interest including interest in competing business in accordance with this Policy and remove themselves from the position of conflict where possible.

## 8. DISCLOSURE OF CONFLICT OF INTEREST FOR KEY PERSONS

8.1 The Key Persons shall promptly disclose any actual, potential, or perceived conflicts of interest to the Board and the Company Secretary whether direct or indirect or whether actual or potential, with the Group by completing and submitting the **Conflict of Interest Questionnaire for Key Persons** (“**Key Persons COI Questionnaire**”) attached in this Policy as **Appendix A**. The Company Secretary will compile and process the COI Questionnaire. The Company Secretary will table the COI matter to the ARC and the Board for their discussion and consideration and thereafter the Company Secretary will record such declaration accordingly.

8.2 The Key Person is required to disclose and complete the **Key Persons COI Questionnaire** before his/her appointment as a Key Person of the Group.

8.3 All Key Persons are required to annually complete and submit the **Annual Conflict of Interest Disclosure Form** attached in this Policy as **Appendix B**.

8.4 The disclosure shall include all relevant facts and circumstances that may reasonably be expected to give rise to a COI such as the name of the company, number of shares, percentage of shareholding, and relationship in which the Key Persons has.

8.5 The Key Persons shall update their disclosures on an ongoing basis, notifying the Board and the Company Secretary of any changes or developments regarding the disclosed COI.

## 9. EVALUATION AND MANAGEMENT OF COI FOR KEY PERSONS

9.1 Where a Key Person has disclosed a COI as required, the affected Key Person:

9.1.1 shall not receive Board papers or other information which relates in any way to the matter or issue which is the subject of the COI,

9.1.2 shall abstain from participating and/or deliberating in any part of a Board or Board Committee meeting during the discussion or consideration of the subject of the COI; and

9.1.3 shall refrain from voting on the subject of the COI.

9.2 Once disclosure of COI is made, regardless of the requirement for approval or ratification, the ARC shall evaluate all disclosed conflicts to assess their nature, significance, and potential impact on the Group. The ARC shall then report its findings to the Board.

9.3 The Board upon reviewing the recommendation by the ARC, shall engage in deliberation, review the matter and decide on the next course of action.

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**9.4** In the process of assessing and managing conflicts of interest, the Board or the ARC are authorised to seek independent advice or opinions to aid in their evaluation.

**9.5** When a potential COI is disclosed, the ARC and the Board shall carefully evaluate the situation and may consider various feedback and actions to address the matter. The options considered shall not be limited to the following:

**9.5.1 Request for Additional Information**

If the initial disclosure lacks of sufficient detail, the ARC and Board may request further information or clarification from the individual to better understand the situation.

**9.5.2 Evaluate the Nature of the Conflict**

The ARC and Board will assess the disclosed conflict of interest to understand its nature and potential implications for the individual's ability to act impartially and in the best interest of the Group.

**9.5.3 Determine the Impact**

Assess the potential impact of the disclosed COI on the individual's ability to fulfil their duties objectively and act in the best interest of the Group.

**9.5.4 Seek Independent Expertise**

If necessary, the ARC and the Board may seek advice from external experts or consultants with expertise in conflict management to ensure impartiality in their evaluation.

**9.5.5 Mitigation Measures**

Propose and implement mitigation measures to minimize or eliminate the impact of the conflict of interest of the Group. For example:

- (i) Establishing protocols for recusal from relevant decision-making processes.
- (ii) Assigning an independent third party to oversee transactions related to the conflict.
- (iii) Reallocating responsibilities to avoid potential conflicts.
- (iv) Implementing a monitoring system to ensure compliance with disclosure and conflict management.

**9.5.6 Disciplinary Actions**

If the disclosed conflict poses a significant risk to the Group, the ARC and Board may take necessary disciplinary actions, such as reassignment, termination, or other appropriate measures, as outlined in the Group's policies.

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**9.6** The ARC shall report to the Board, and annually to shareholders in its Audit Committee Report, a summary of any COI or potential COI situation reviewed by the ARC (excluding related party transactions), and the measures taken to resolve, eliminate or mitigate such conflicts.

## **10. MONITORING AND MANAGING CONFLICTS OF INTEREST FOR EMPLOYEES**

**10.1** Any conflict of interest must be declared by the Employees by filling up the **Conflict of Interest Declaration Form ("COIDF")** as attached in this Policy as **Appendix C**. The declaration shall be made as and when the conflict arises and shall be made at the earliest opportunity i.e. as soon as the Employee becomes aware of the conflict. The COIDF must be submitted to the Employee's Head of Department for review and to propose mitigation action. No Employee is allowed to approve their own conflict of interest declaration.

**10.2** In the event of a dispute between the conflicted Employee with his or her Head of Department or where the reviewer / approver is the Employee concerned, the matter shall be escalated to the Managing Director for decision to be made. The Head of Department may consult the ARC, on any area of concern pertaining to the conflict of interest declaration.

**10.3** The completed COIDF shall be forwarded to the Managing Director who shall review the conflict of interest and the appropriateness of the steps to manage the conflict and mitigate the impact. Ideally, the conflict should be avoided altogether. Mitigation action should include, but not limited to the following measures:

**10.3.1** not participating in any discussions, critical criteria setting or decision-making role in the process;

**10.3.2** limiting access of information and denying access to sensitive or confidential documents in the process; and

**10.3.3** abstaining from voting on the decision.

**10.4** Where the conflict is ongoing and could have serious implication, the Employee should be removed from the process which includes redesignation of duties and responsibilities to a non-conflicting function or department / division.

**10.5** Please refer to **Appendix D** for the **declaration process flowchart for employees**.

## **11. RECORD KEEPING AND REPORTING**

**11.1** Conflicts of interest situations must be disclosed in the relevant documents as prescribed in the Listing Requirements.

**11.2** For conflicts of interest involving Employee other than Key Persons, the HR Manager shall maintain records of the declarations as well as other related documents addressing the mitigations actions taken.

**11.3** For conflicts of interest involving Directors, the Company Secretary shall be responsible to record all COI disclosures by the affected Key Persons in the minutes of ARC and Board meetings or by way of a written resolution of the ARC or Board as the case may be, at which



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the declaration was made and maintain an updated record of such COI disclosures received as well as other related documents addressing the mitigations actions taken.

- 11.4** These records shall be made available for inspection by auditors or other regulatory authorities upon request.

**12. REVIEW OF POLICY**

- 12.1** The Board will review this Policy from time to time and make any necessary amendments to ensure they remain consistent with the Board's objectives, current law, and practices.

**13. BREACH OF POLICY**

- 13.1** The Group must ensure that all requirements under the law or guidelines relating to conflict of interest are complied with.
- 13.2** Failure to disclose a conflict of interest, provide complete and accurate information on the conflict or appropriately manage the conflict is a breach of this Policy, may constitute misconduct or a breach of terms and conditions of employment (for employees) and may result in disciplinary action being taken by TMK. For Directors, it may result in termination of their appointment.
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**Appendix A**  
**Key Persons COI Questionnaire**

**CONFLICT OF INTEREST QUESTIONNAIRE**  
**FOR DIRECTORS, KEY SENIOR MANAGEMENT AND LEGAL REPRESENTATIVE(S)**

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**INSTRUCTIONS**

- a. For each question, indicate your response by marking a "√" next to "Yes" or "No".
- b. If you answer "Yes" to any question, it does not necessarily mean a COI exists. However, it is crucial to disclose any potential conflicts in their entirety. A fair and reasonable assessment of your situation can only be made with complete and accurate disclosure. If you are uncertain whether a situation might create a possible conflict, we strongly encourage you to disclose it to the Company.
- c. Once you have completed all the questions, please proceed to the final page, complete the certification section.
- d. If you answer "**Yes**" to any of the questions, please provide an explanation in the designated field.

Please ensure that your responses are honest and comprehensive, as this information is vital in ensuring a transparent and ethical working environment for all employees of the Company and its subsidiary(ies) ("**Group**").

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**QUESTIONNAIRE**

1. Are you or any of your close family members (spouse, parent, children or their spouses, siblings or their spouses) affiliated with a competitor or a supplier of the Group?

Yes       No

If yes, please provide details.

2. Do you or any of your close family members (spouse, parent, children or their spouses, siblings or their spouses) have a financial interest (e.g., a director, partner, major shareholder, or consultant) in any business, sole proprietorship, partnership, or company that competes with the Group?

Yes       No

If yes, please provide details.

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3. Are you involved in any business, sole relationship, partnership, or company that may influence or be influenced by decisions made on behalf of the Group?

Yes       No

If yes, please provide details.

4. Have you accepted any benefits, commissions, fees, services, or favours from individuals, or sole proprietorship, partnership, or company that have a business relationship with the Group?

Yes       No

If yes, please provide details.

5. Have you recently acquired or currently hold a position in any sole proprietorship, partnership, or company or sit on the board of directors of any other company that you have not disclosed to the Company?

Yes       No

If yes, please provide details.

6. Are you currently engaged in any outside employment, other business activities or consulting work which does or might conflict with the performance of your duties at the Group?

Yes       No

If yes, please provide details.

7. Do you have any additional potential, actual, or perceived conflict of interest related to your position within the Group that you wish to disclose?

Yes       No

If yes, please "√" the following and provide details.

Actual       Potential       Perceived conflict of interest

**DECLARATION**

I hereby confirm that the information provided in this questionnaire are truthful, comprehensive, and accurate to the best of my knowledge. I understand the significance of transparency and my obligation to disclose any possible conflicts of interest. If any additional potential conflicts of interest arise during the year, I will promptly disclose them to the Company.

Signature: \_\_\_\_\_  
Name:  
Position:  
Date:

**[APPLICABLE ONLY IF THERE IS A COI EXISTS]**

**FOR THE ARC AND BOARD'S USE ONLY – THE EVALUATION OUTCOME**

The information provided will be used by the ARC and the Board to assess and manage potential conflicts.

Please indicate your response by marking a "✓" next to "Yes" or "No" below to provide feedback on the disclosed COI.

1. Is the disclosed COI considered significant and likely to impact the individual's ability to perform their duties objectively and in the best interest of the Company?

Yes       No

2. Has the individual provided adequate explanation and context for the disclosed COI?

Yes       No

3. Does the disclosed COI require any further action or mitigation measures?

Yes       No

4. If yes to question 3, please specify the required actions or mitigation measures and provide the details in the "Additional Comments" section below:

Request for additional information

- Request further information or clarification from the individual to better understand the situation.

Mitigation Measures

- Establish protocols for recusal from relevant decision-making processes.
- Assign an independent third party to oversee transactions related to the conflict.
- Reallocate responsibilities to avoid potential conflicts.
- Implement a monitoring system to ensure compliance with disclosure and conflict management.
- If necessary, seek independent expertise

Enforcement and/or Disciplinary Actions

- Enforce disciplinary measures in case of intentional non-disclosure or violation of the Conflict of Interest Policy.
- Take necessary disciplinary actions, such as reassignment, termination, or other appropriate measures.

**ENDORSEMENT BY THE ARC AND THE BOARD**

The ARC and the Board have thoroughly reviewed the disclosed COI and the related feedback and actions. Based on our assessment, we hereby confirm that appropriate measures have been taken to address any COI and or potential COI disclosed by directors, key senior management and legal representative(s).

The ARC and the Board remain committed to upholding the highest standards of corporate governance and ensuring transparency and integrity in all aspects of our Group.

.....  
For and on behalf of the ARC  
ARC Chairperson  
Name:  
Date:

.....  
For and on behalf of the Board  
Board Chairman  
Name:  
Date:

**Appendix B**  
**Annual Conflict of Interest Disclosure Form**

**TMK CHEMICAL BHD**  
**ANNUAL CONFLICT OF INTEREST DISCLOSURE FORM**

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**INTRODUCTION**

This form allows Key Persons of TMK Chemical Bhd (“**TMK**” or the “**Company**”) and its subsidiaries (the “**Group**”) who may have encountered an actual, potential or perceived conflict of interest to disclose the necessary information.

**DEFINITIONS**

“**ARC**” means the Audit and Risk Committee of the Group.

“**Board**” means the Board of Directors of the Company.

“**Conflict of Interest**” or “**COI**” means any situation in which a Key Person’s personal, financial, non-financial or other interests may influence or appear to influence his or her objectivity, integrity, or decision-making in the performance of his or her duties and responsibilities. A conflict of interest may be actual or potential.

“**Directors**” includes all independent and non-independent directors, executive and non-executive directors of the Group, and shall also include alternate or substitute directors.

“**Key Persons**” means all Directors, Key Senior Management and Legal Representative(s) appointed by the Group.

“**Key Senior Management**” means individuals holding executive positions with significant decision-making authority in the Group and/or holding substantial influence over the Group's operations and strategic direction as may be determined by the Board from time to time.

“**Legal Representative(s)**” means person(s) with sole powers to represent, exercise rights or enter into binding obligations, on behalf of the Company or its foreign principal subsidiary (if any) (refer to FAQ 9.16 issued by Bursa Malaysia Securities Berhad).

**DISCLOSURE OF CONFLICTS OF INTEREST**

1. The Key Persons shall promptly disclose any actual, potential, or perceived conflicts of interest to the Board and the Company Secretary whether direct or indirect or whether actual or potential, with the Group.
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2. The disclosure shall include all relevant facts and circumstances that may reasonably be expected to give rise to a COI such as the name of the company, number of shares, percentage of shareholding, and relationship in which the Key Persons have.
3. The Key Persons shall update their disclosures on an ongoing basis, notifying the Board and the Company Secretary of any changes or developments regarding the disclosed COI.
4. All Key Persons are required to annually complete and submit this **Annual Conflict of Interest Disclosure Form**.

## **INSTRUCTIONS**

You are required to carefully review the Conflict of Interest Policy and any additional guidance provided by the Group before proceeding with this questionnaire. Definitions of the terms used in this form can be found in the Conflict of Interest Policy.

### **2. Familiarize Yourself**

Please read the entire questionnaire thoroughly before proceeding to answer the questions.

### **3. Answering the Questions**

- a. For each question, indicate your response by marking a "✓" next to "Yes" or "No".
- b. If you answer "Yes" to any of the questions, please provide an explanation in the designated field.
- c. Once you have completed all the questions, proceed to the final page, complete the certification section, and please submit the disclosure form to the Company Secretary.

### **4. Importance of Complete Disclosure**

If you answer "Yes" to any question, it does not necessarily mean a COI exists. However, it is crucial to disclose any potential conflicts in their entirety. A fair and reasonable assessment of your situation can only be made with complete and accurate disclosure. If you are uncertain whether a situation might create a possible conflict, we strongly encourage you to disclose it to the Company.

Please ensure that your responses are truthful, comprehensive, and accurate, as this information is vital in ensuring a transparent and ethical working environment for all employees.

Thank you for your cooperation and commitment to upholding our Conflict of Interest Policy. If you have any questions or require further clarification, please do not hesitate to contact the Company Secretary.

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**ANNUAL CONFLICT OF INTEREST DISCLOSURE FORM : FINANCIAL YEAR [ ]**

**PART 1:**

**PERSONAL INFORMATION**

Full Name as the MyCard or Passport :

Job Title/Position :

Email Address :

Mobile Number :

**PART 2:**

**QUESTIONNAIRE**

1. Are you or any of your close family members (spouse, parent, children or their spouses, siblings or their spouses) affiliated with a competitor or a supplier of the Group?

Yes                       No

If yes, please provide details.

2. Do you or any of your close family members (spouse, parent, children or their spouses, siblings or their spouses) have a financial interest (e.g., a director, partner, major shareholder, or consultant) in any business, sole proprietorship, partnership, or company that competes with the Group?

Yes                       No

If yes, please provide details.

**QUESTIONNAIRE**

3. Are you involved in any business, sole proprietorship, partnership, or company that may influence or be influenced by decisions made on behalf of the Group?

Yes       No

If yes, please provide details.

4. Have you accepted any benefits, commissions, fees, services, or favors from individuals, or sole proprietorship, partnership, or company that have a business relationship with the Group?

Yes       No

If yes, please provide details.

5. Have you recently acquired or currently hold a position in any sole proprietorship, partnership, or company or sit on the board of directors of any other company that you have not previously disclosed to the Company?

Yes       No

If yes, please provide details.

6. Are you currently engaged in any outside employment, other business activities or consulting work which does or might conflict with the performance of your duties at the Group?

Yes       No

If yes, please provide details.

**QUESTIONNAIRE**

7. Do you have any additional potential, actual, or perceived conflict of interest related to your position within the Group that you wish to disclose?

Yes       No

If yes, please "√" the following and provide details.

Actual       Potential       Perceived conflict of interest

**PART 3:**

**DECLARATION**

I hereby confirm that the information provided in this COI Form are truthful, comprehensive, and accurate to the best of my knowledge. I understand the significance of transparency and my obligation to reveal any possible conflicts of interest. If any additional potential conflicts of interest arise during the year, I will promptly disclose them to the Company.

Signature: \_\_\_\_\_

Name:

Position:

Date:

**PART 4**

**FOR THE ARC AND BOARD'S USE ONLY – THE EVALUATION OUTCOME**

The information provided will be used by the ARC and the Board to assess and manage potential conflicts.

Please indicate your response by marking a "√" next to "Yes" or "No" below to provide feedback on the disclosed conflicts of interest.

1. Is the disclosed conflict of interest considered significant and likely to impact the individual's ability to perform their duties objectively and in the best interest of the Company?  
 Yes       No
2. Has the individual provided adequate explanation and context for the disclosed conflict of interest?  
 Yes       No
3. Does the disclosed conflict of interest require any further action or mitigation measures?  
 Yes       No
4. If yes to question 3, please specify the required actions or mitigation measures and provide the details in the "Additional Comments" section below:

Request for additional information

- Request further information or clarification from the individual to better understand the situation.

Mitigation Measures

- Establish protocols for recusal from relevant decision-making processes.
- Assign an independent third party to oversee transactions related to the conflict.
- Reallocate responsibilities to avoid potential conflicts.
- Implement a monitoring system to ensure compliance with disclosure and conflict management.
- If necessary, seek independent expertise

Enforcement and/or Disciplinary Actions

- Enforce disciplinary measures in case of intentional non-disclosure or violation of the Conflict of Interest Policy.
  - Take necessary disciplinary actions, such as reassignment, termination, or other appropriate measures.
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**PART 5**

**ENDORSEMENT BY THE ARC AND THE BOARD**

The ARC and the Board have thoroughly reviewed the disclosed conflicts of interest and the related feedback and actions. Based on our assessment, we hereby confirm that appropriate measures have been taken to address any potential conflicts of interest disclosed by Key Persons.

The ARC and the Board remain committed to upholding the highest standards of corporate governance and ensuring transparency and integrity in all aspects of our Group.

.....  
For and on behalf of the ARC  
ARC Chairperson  
Name:  
Date:

.....  
For and on behalf of the Board  
Board Chairman  
Name:  
Date:

**Appendix C**  
**Conflict of Interest Declaration Form for Employees**

**PART 1:**

**PERSONAL INFORMATION**

Full Name as the MyCard or Passport :

Job Title/Position :

Email Address :

Mobile Number :

**PART 2:**

**DECLARATION**

I hereby declare a potential, actual, or perceived conflict of interest as follows:

Dealings with suppliers, customers, agents and competitors

Board membership

Personal dealings with suppliers and customers

Family members, other relatives and close associates

Outside employment and activities outside the Group

Investment Activities

Others

Please "√" the above and provide details.

I hereby confirm that the information provided in this questionnaire are truthful, comprehensive, and accurate to the best of my knowledge. I understand the significance of transparency and my obligation to disclose any possible conflicts of interest. I will promptly disclose any additional potential conflicts of interest that may arise to the Company.

Signature: \_\_\_\_\_

Name:

Date:

**[APPLICABLE ONLY IF THERE IS A COI EXISTS]**

**PART 3:**

**FOR THE HOD AND MANAGING DIRECTOR USE ONLY – THE EVALUATION OUTCOME**

The information provided will be used by the HOD and the Managing Director to assess and manage potential conflicts.

Please indicate your response by marking a "✓" next to "Yes" or "No" below to provide feedback on the disclosed COI.

1. Is the disclosed COI considered significant and likely to impact the individual's ability to perform their duties objectively and in the best interest of the Company?  
 Yes             No
  
2. Has the individual provided adequate explanation and context for the disclosed COI?  
 Yes             No
  
3. Does the disclosed COI require any further action or mitigation measures?  
 Yes             No
  
4. If yes to question 3, please specify the required actions or mitigation measures and provide the details in the "Additional Comments" section below:

Request for additional information

- Request further information or clarification from the individual to better understand the situation.

Mitigation Measures

- Establish protocols for recusal from relevant decision-making processes.
- Assign an independent third party to oversee transactions related to the conflict.
- Reallocate responsibilities to avoid potential conflicts.
- Implement a monitoring system to ensure compliance with disclosure and conflict management.
- If necessary, seek independent expertise

Enforcement and/or Disciplinary Actions

- Enforce disciplinary measures in case of intentional non-disclosure or violation of the Conflict of Interest policy.
- Take necessary disciplinary actions, such as reassignment, termination, or other appropriate measures.

**PART 4:  
ENDORSEMENT BY HEAD OF DEPARTMENT**

I thoroughly reviewed the disclosed conflicts of interest and the related feedback and actions. Based on my assessment, I hereby confirm that appropriate measures have been taken to address any potential conflicts of interest disclosed by the employee.

.....  
Head of Department  
Name:  
Date:

**REVIEWED BY:**

.....  
Managing Director  
Name:  
Date:

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**Appendix D**  
**Declaration Process Flowchart for Employees**

