



## CONFLICT OF INTEREST POLICY

SUMISAUJANA GROUP BERHAD  
COMPANY NO: 202101023259 (1423559-T)

12 FEBRUARY 2025

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## **1.0 INTRODUCTION**

SumiSaujana Group Berhad (the “Company”) and its subsidiaries (“SumiSaujana” or the “Group”) are committed to maintaining high ethical standards of professionalism and integrity at all times in respect of its business and operations.

This document outlines the policy and procedure to ensure that a conflict of interest is handled appropriately, promoting transparency, foster a culture of honesty and accountability, and good governance within the Company.

This policy shall be read together with the Company’s Code of Conduct and Business Ethics, Anti-Bribery and Corruption Policy and other related policies.

In formulating the policy, the requirements outlined in the Listing Requirements of Bursa Securities has been taken into account as well as other relevant regulatory frameworks, to ensure compliance with the obligations imposed.

## **2.0 SCOPE**

This Conflict of Interest (“COI”) Policy applies to all Board of Directors (“Board”), Key Senior Management (“KSM”) and employees of the Group.

This COI Policy addresses potential conflicts of interest that may arise between their personal interests and the interests of the Company. Personal interests shall include, but are not limited to, the interests of family members, such as a spouse, parent, siblings, children (including adopted or stepchildren), spouses of children or siblings. It also extends to any company or corporation that is owned or controlled by the individual in question, in which they hold a substantial personal interest.

## **3.0 PURPOSE**

The purpose of this COI Policy is to ensure that actual, potential and perceived COI are identified and managed effectively. Its function is to provide guidance on how to deal with conflict of interest or potential conflict of interest situations as they arise and protect the interest of the Group, while assisting the Board and KSM to perform with high integrity and ethical standards.

## **4.0 CIRCUMSTANCES WHICH CONSTITUTE OR MAY GIVE RISE TO CONFLICT OF INTEREST**

The Board and KSM of the Group should take note of the following situations to avoid any actual or potential COI (list is non-exhaustive):-

**a. Equity ownership in companies having a business relationship with SumiSaujana**

This situation arises when a Director or KSM holds shares or equity ownership in other entities or other organisations, and in particular where they are having a business relationship with the Group, either directly or indirectly (e.g., through a family member).

However, this does not apply to shares held in public listed or quoted companies that have a business relationship with the Group, unless such holding is considered material (5% or more) and the interest is likely to impair the objectivity of the Director or KSM involved.

**b. Directorships, partnership or other forms of interest in entities having a business relationship with the Group**

This applies to situations where a Director or KSM holds a position, partnership, or has an interest in entities that have a business relationship with the Group. This includes holding a financial interest in any of the Group's projects, contracts, sales, transactions, or other business dealings, or have family members, close relatives or associates with such interests.

**c. Other employment or undertakings**

A conflict of interest or potential conflict of interest may arise if a Director or KSM holds other part-time employment or engages in other business appointments, opportunities or undertakings that interfere with the proper discharge of their official duties within the Group. Such situations may negatively impact their performance or create a conflict of interest regarding their employment.

The Director or KSM is expected to dedicate sufficient time, attention, and commitment to their duties within the Group. A conflict of interest or potential conflict of interest may also arise if participation in outside business interests or non-business activities requires excessive time and attention from the Director or KSM, thereby preventing the Director or KSM from providing their best effort and performance in their official role.

**d. Personal use of the Group's assets**

Unauthorised personal use of the Group's assets, resources, or information, without prior approval from the Board.

**e. Contractual dealings with Directors or KSM**

This refers to situations where the Group purchases or leases property,

equipment, materials, or other assets from Directors or KSM, or enters into any contractual arrangements with them (other than employment contracts). These situations may give rise to a conflict of interest and should be fully disclosed.

**f. Dealings with competitors**

If a Director, KSM or family member of a Director or KSM has financial or other interests, or any involvement in the business of a competitor, or holds a directorship in a competitor, such situations 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 the holding is material (5% or more) and is likely to impair the objectivity of the Director or KSM involved.

Furthermore, if a Director or KSM accepts employment with a competitor, it could create a conflict of interest while they are still employed with the Group, especially if they have access to sensitive or confidential information. In such cases, the conflict of interest or potential conflict must be declared immediately upon accepting employment with the competitor, allowing the Group to take necessary steps to manage the conflict.

**g. Participation in matters where the individual is the subject**

A conflict of interest or potential conflict of interest arises if an employee participates in activities where they are the subject of the discussion or where the decision involves them personally. An example of this situation is when an allegation is made against a Director or KSM through the whistleblowing channel, and the Director or KSM is part of the investigating team tasked with investigating the allegation.

### **5.0 GUIDING PRINCIPLES**

- a. All employees shall act in the best interests of the Group. In the event of any conflict between their duty to act in the best interests of the Group and their personal interests, they must prioritise the Group's interests and not subordinate their duty to personal gain.
- b. All employees must refrain from placing themselves in positions where a conflict of interest may arise. If such a conflict is unavoidable, they should make the necessary declaration.
- c. All employees must protect the confidential business information of the Group. They must never use it for personal gain or the benefit of others, nor should they recommend or cause a third party to do so. Confidential business information includes, but is not limited to, business, financial, legal, personal data, intellectual

property, and contractual records. This information, whether in emails, reports, drawings, agreements, software, or any other form, is strictly private and confidential. Such information may not be utilised, discussed with, divulged or disclosed to third parties except for legitimate official business purposes by employees authorised to do so.

- d. All employees must not make use of their position within the Group to influence any business decision by the Group that may result in personal gain or benefit to themselves, their family member or any connected persons.
- e. Business decisions made by an employee must be based on integrity, sound judgement and ethical practices and must not be influenced by personal interests.

### 6.0 DISCLOSURE OF CONFLICT OF INTEREST

- a. All employees who become aware of a conflict of interest must promptly disclose the nature and extent of the conflict to the Group.
- b. Disclosure should be made as soon as practicable after the relevant facts have come to the individual's attention and should be provided on a **quarterly basis**, including at all Board meetings.
- c. The disclosure should include all relevant details, such as the nature and extent of interest (including interest in any competing business with the Group), the relationship or transaction involved, and the potential impact on the Group. This should be done using the prescribed standard form as set out in **Appendix I**.
- d. If the individual is in doubt whether they have a conflict of interest, they should seek advice from the Legal & Compliance department or the Company Secretary.
- e. All employees, Directors, and Key Senior Management are required to complete the Declaration Form (Appendix I) **annually**. This declaration is to confirm whether there are any new or previously undisclosed conflicts of interest at the start of each financial year, ensuring ongoing transparency. The completed forms should be submitted to the **Legal & Compliance department** to ensure ongoing transparency.

### 7.0 MANAGEMENT OF CONFLICT OF INTEREST

- a. The Audit and Risk Management Committee ("ARMC") shall review and report any COI situations to the Board, along with the measures taken to resolve, eliminate, or mitigate such conflicts. These disclosures should be included in the Audit and Risk Management Committee Report.

- b. The ARMC's review and disclosure must cover conflict of interest situations that arose or may arise during the financial year, as well as persisting conflict of interest from previous financial years.
- c. The Board may determine appropriate measures to address conflict of interest, including but not limited to the following:-
  - i. Requiring prompt and periodic declaration of COI by the Director, KSM, and any employees of the Group, including at Board meetings and on a regular basis.
  - ii. Restricting the participation of individuals with conflict of interest in relevant Board, Committees or General Meetings, requiring them to abstain or recuse themselves from deliberations and voting on matters related to the conflicts.
  - iii. Conducting an assessment of conflict of interest during annual performance appraisal and before new appointments.
  - iv. Executing non-disclosure or confidentiality agreements to protect confidential and proprietary information or trade secrets.
  - v. Restricting Directors, KSM, and any employees involved from participating in businesses that compete with Group.
  - vi. In cases where a conflict of interest significantly affects the performance of a Director, KSM or employees, they may be required to divest the conflicting interest or consider resigning from the Group. Given the significance of the COI and potential ramifications of failing to address it properly, Directors should consider informing the Board to exclude them from receiving board papers related to the matter.

### **8.0 RECORDS MAINTENANCE**

- a. The Company Secretary shall be responsible to record all conflict of interest disclosures by the interested Director and KSM in the minutes of Board meeting or in the Directors' Written Resolution, as applicable. The Company Secretary shall also maintain an updated record of all such COI disclosures received.
- b. COI declarations made by other employees shall be submitted to the Legal & Compliance department, and these declarations shall be reported and declared during the relevant Board meetings after being reviewed by Executive Directors and Key Senior Management for further consideration and action.

- c. These records shall be maintained for a period of seven (7) years and made available for inspection by auditors or other regulatory authorities upon request.

### **9.0 BREACH OF POLICY**

Failure to disclose a conflict of interest, provide complete and accurate information on the conflict or appropriately manage the conflict is a breach of amongst others, this COI Policy, Listing Requirements of Bursa Malaysia Securities Berhad, the Companies Act 2016, and could result in amongst others, disciplinary action being taken by the Group.

### **10.0 REVIEW**

The ARMC will review and/or update this Policy at least once every three (3) years or when there are amendments to the AMLR or any other applicable laws and regulations. This is to ensure the Policy remains relevant, appropriate and consistent with the Group's practices, AMLR, and other regulatory requirements. Any revisions recommended by the ARMC will be submitted to the Board for consideration and approval.

*This Policy was reviewed, approved and adopted by the Board on 12 February 2025.*



# CONFLICT OF INTEREST POLICY



## APPENDIX 1: CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST DECLARATION FORM

Name of Company:	
Name:	IC No.:

I, being \_\_\_\_\_ (position) do hereby declare my potential conflict of interest with the Group that has yet to arise but may arise as follows:

### A. CATEGORIES OF CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST

*(Please tick whichever is applicable)*

<input type="checkbox"/>	Equity ownership in companies having a business relationship with the Group
<input type="checkbox"/>	Directorships, partnership or other forms of interest in entities having a business relationship with the Group
<input type="checkbox"/>	Other employment or undertakings
<input type="checkbox"/>	Personal use of the Groups assets
<input type="checkbox"/>	Contractual dealings with Directors or Key Senior Management
<input type="checkbox"/>	Dealings with competitors
<input type="checkbox"/>	Participation in matters where the individual is the subject
<input type="checkbox"/>	Any other potential or perceived conflict of interest situation

### B. DETAILS OF CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST

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

\_\_\_\_\_  
Name:  
Position:  
Date of declaration:

### C. DECISION BY ARMC

The ARMC has reviewed the conflict of interest or potential conflict of interest disclosure and have decided as follows:-

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**Reviewed by:**

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Chairman of ARMC:

Date:

### D. DECISION BY THE BOARD OF DIRECTORS

The Board of Directors has reviewed the conflict of interest or potential conflict of interest disclosure and has decided as follows:

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**Approved by:**

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Chairman of the Board:

Date: