

SCG Integrated Management System (SIMS)



SUNWAY CONSTRUCTION GROUP BERHAD
Registration No. 201401032422 (1108506-W)

POLICY

CONFLICT OF INTEREST

REFERENCE NO.: SCG/Policy/08

EFFECTIVE DATE: 18 May 2026

**ISSUE: 03
REV: 02**

Approved by SCG BOD on 18 May 2026

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Amendment Record

Pages	Issue / Revision	Revision Details	Issue / Revision Date
ALL	01/00	First Issue.	January 2015
ALL	02/00	Updated the entire policy to be in compliance with the Bursa Requirements.	21 Aug 2024
Pages 6, 8, 10, 12, 16, 17,18	03/02	The following are the changes: <ol style="list-style-type: none"> 1. Changed reference to “Anti-Bribery and Anti-Corruption (“ABAC”)” Policy throughout the COI Policy. 2. Referenced Clause 3.0 to the COI & Transaction Involving Directors – Clause 10 of the Board Charter. 3. Clause 3.7 – Changed all donation and corporate social responsibility terms to “Sponsorship” according to the ABAC Policy. 4. Clause 5.2 – Updated the clause “COI Approval Matrix” 5. Clause 6.0 – Updated the clause “Managing Specific COI” 6. Clause 15.0 – Updated the “Whistleblowing” details. 7. Added Clause 17.0 – Policy Review. 	18 May 2026

0.0 INTRODUCTION & PURPOSE

Sunway Construction Group Berhad (“SCG” or the “Company”) and its subsidiaries (“Sunway Construction Group of Companies”) are committed to upholding the highest standards of our **core values of integrity, humility and excellence** in all our business dealings. We firmly believe in doing the right thing at all times.

The main objective of this policy is to establish and maintain a robust framework of clearly defined processes and procedures that effectively identify, assess and manage both actual and potential conflicts of interest that may arise in a fair and transparent manner. These not only conform with regulatory standards but also foster a culture of accountability and integrity among our staff.

1.0 SCOPE

This Policy applies to Non-Executive Directors (Independent and Non-Independent) and all employees including Executive Directors and Key Senior Management (as listed in Appendix A) of Sunway Construction Group Berhad (“SCG” or the “Company”) and its subsidiaries (“Sunway Construction Group of Companies”), both domestic and international.

2.0 DEFINITIONS

Bribery¹	The act of giving, agreeing to give, promises or offers to any person any gratification (including payment of cash, gifts, or excessive entertainment, or an inducement of any kind offered or given to any person) with the intent (a) to obtain or retain business for the company; or (b) to obtain or retain an advantage in the conduct of business for the company.
Business Associates	Partners, agents, vendors, suppliers, contractors, consultants and any other third-party service providers or persons who perform services for or on behalf of Sunway Construction Group of Companies.
Corruption²	Abuse of entrusted power for private gain.
Chief Executive	Principal executive officer of SCG, who is called the Group Managing Director at Sunway Construction Group of Companies.
Chief Financial Officer	The person primarily responsible for the management of the financial affairs of SCG (such as record-keeping, financial planning and financial reporting) as per Main Market Listing Requirements of Bursa Malaysia.

Insider Trading³	The purchase or sale of SCG’s securities effected by or on behalf of a person with knowledge of relevant but non-public material information regarding the company that may affect the price of the company’s securities (price sensitive information) if made public.
Key Senior Management⁴	A person who is primarily responsible for the business operations of SCG’s core business and principal subsidiaries (<i>Refer to Appendix A: Key Senior Management</i>).
Personal Relationships	Persons connected to an employee: (a) family members and/or relatives includes spouse(s), children (including step-children and adopted children), parents, step-parents, siblings, step-siblings, grandparents, grandchildren, in-laws, uncles, aunts, nieces, nephews, and first cousins, as well as other persons who are members of your household; and (b) person(s) with whom the employee has an intimate relationship.
Related Party Transaction⁵	A transaction entered between SunCon or its subsidiaries and a related party, other than a transaction of a revenue nature in the ordinary course of business; “related party” means a director or major shareholder or a person connected with such director or major shareholder.

¹ As defined under Malaysian Anti-Corruption Commission (Amendment) Act 2018

² As defined by Transparency International

³ As defined under S188 of the Capital Markets and Services Act 2007

⁴ As defined by Bursa Malaysia under the Main Market Listing Requirements 2023

⁵ As defined by Bursa Malaysia under the Leap Market Chapter 7 Transactions

3.0 GUIDANCE ON DEFINITIONS AND RULES ON AVOIDING CONFLICT OF INTEREST

A conflict of interest (COI) arises when:

- the interests of an employee or director, interfere, or appear to interfere, with the interests of the Sunway Construction Group Companies; or
- the employee or director has interests that may make it difficult to perform his or her role objectively and effectively.

A COI situation is defined broadly at SCG as follows:

- An Actual COI can be identified as existing or having created a conflict to the legitimate interests of SCG; or
- A Potential COI means a situation that has yet to materialize or happen, but may arise subsequently due to, among others, prevailing relationships or interests of the said employee or director.

For the purposes of this policy, a COI shall include actual, and potential conflicts of interest.

A COI involving the said employee or director is not limited to direct financial interest but also include an indirect financial interest and/or non-financial interest (e.g. arising from relationships whether family, business or professional interests), or competing loyalties or interests.

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(Reference: Clause 10 of Board Charter – Conflict of Interest & Transaction Involving Directors (SCG/GS01))

3.1 Financial Interests

- a) Financial interests include investment, ownership, proprietary interests, partnership as well as any other financial arrangement that provides a share of profits or revenues, wages, fees, benefits-in-kind and any other forms of income / asset.
- b) Employees must disclose any financial interest held by themselves, their family members or relatives or intimate partner in SCG's business associates, competitors or other businesses if they are in a position to influence decisions at SCG related to that business.

3.2 Personal Relationships

- a) Whilst SCG respects the privacy of its employees and generally refrains from inquiring about an employee's personal relationships, certain connections such as family ties within SCG, relationships with SCG's business associates or competitors, or intimate relationships, could potentially create conflicts of interest or perceptions thereof.
- b) Therefore, employees are required to disclose any personal relationships that may create a conflict of interest or could reasonably be perceived as influencing their professional duties or decisions. This includes family members or relatives or intimate partners who are employed within Sunway Group or SCG or by competing companies or business associates.
- c) Employees must not engage in direct manager-subordinate relationships with family members or relatives or intimate partners at SCG. They must also avoid participating in employment-related decisions such as hiring, work assignments, compensation, performance reviews, disciplinary

actions, and promotions for these individuals; even if there is no direct supervisory relationship.

3.3 Outside Employment or Activities

- a) SCG does not prohibit all outside employment. Outside employment includes freelancing, part-time job, consulting or advisory roles while other activities include outside businesses or services.
- b) However, it is the employee's responsibility to ensure that the outside employment and/or other activities do not negatively impact their work at SCG, involve any misuse of SCG's information, property or assets, create a conflict for SCG, or otherwise adversely affect SCG's interests. Employee's may engage in outside employment or other activities only if these does not interfere with their ability to perform their duties and responsibilities at SCG.
- c) Employees are not permitted to engage in any outside employment or activities that improperly influence or may be perceived as improperly influencing their judgment, decisions, or actions in their roles at SCG. This applies to any external activities, regardless of their title or compensation, and whether they involve positions in another company/organisation or any other entity that could interfere with the employee's duties and responsibilities at SCG.
- d) Employees are required to disclose any outside employment and/or other activities in writing and obtain approval from the BUHR prior to engaging in such employment or outside business or services.
- e) Employees are prohibited from engaging in outside employment and/or other activities with competitors and business associates.

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3.4 Service at another organization

- a) Prior written approval is required for any external service at another organization involving Key Senior Management and BU/Corporate leadership levels. This includes roles such as director, office bearer, council member, committee member, or consultant for a trade or professional association as well as positions on advisory board of other companies or organizations, government/statutory bodies and non-

governmental organizations (NGOs). Such activities whether undertaken at SCG's request or independently must be disclosed due to potential COI.

- b) Serving as director or office bearer or member of an advisory board of a SCG's competitor or business associate is strictly prohibited.

3.5 Personal Benefits

- a) An employee must not divert to his advantage any business opportunities that SCG is pursuing for personal gain or to benefit others.

3.6 Business Gifts, Entertainment and Hospitality

- a) Gifts, Entertainment and Hospitality are usually assessed as high-risk areas for bribery. SCG has adopted a "No Gift" Policy which prohibits employees from directly or indirectly, receiving or providing gifts, with a view to improperly cause undue influence on any other party in exchange for some future benefit or result, as this will be construed as an act of bribery and contrary to the core values of SCG.
- b) Employees must not give, request, offer or accept gifts, favours or any personal benefits that could influence their own or others' judgement in business dealings for SCG or any other party. This includes situations where such gifts or benefits could lead to improper conduct, misuse of authority or unfair advantage in securing contracts and concessions.

3.7 Sponsorships

- a) Sponsorships are usually assessed as high-risk areas for various forms of bribery, money-laundering and any other corruption related activities.
- b) Employees are prohibited to make sponsorships for business related activities that fall outside of the strategy outlined in the Sponsorship Procedures.

Appendix C is a non-exhaustive list of examples where COI may occur.

4.0 DISCLOSURE

4.1 All employees are expected to avoid conflicts of interest and are required to disclose any such conflicts, whether direct or indirect, actual or potential to their respective Head of Department or BUHR. The disclosure process is as follows:

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- a) during the onboarding process
 - upon new employment or when transferred to a new role or another business unit.
- b) on an annual basis
 - initiated by BUHR.
 - all employees are required to submit their declaration form to the BUHR whether or not there is a conflict of interest.
- c) on ad-hoc basis
 - that is, immediately or as soon as they become aware of any changes to their personal situation; whether a conflict of interest has arisen or an existing conflict of interest has ceased.

4.2 Notwithstanding that if an employee is uncertain about the existence of a conflict of interest in any of the situations mentioned in Clause 3 above, the employee is to disclose it to his/her Head of Department or BUHR.

4.3 Directors who serve as Board Members to SCG and/or any of its subsidiaries should refer to Section 10.4 of SCG's Board Charter on the requirement of annual self-declaration on any conflict of interest.

Please refer Appendix D1, D2 & D3 for the respective COI disclosure forms.

5.0 MANAGING CONFLICT OF INTEREST

5.1 Dealing with Conflict of Interest Declaration

- a) Establish a COI Management System ("System") which serves as central registry and repository hub for all COI submissions within Sunway Construction Group of Companies. This system ensures that all personal information and supporting documents related to COI disclosures are collected, stored or

used in accordance with the PDPA Policy. Group Human Resources (GHR) is the administrator of the COI Management System.

- b) The System adopts a standardised approach to COI disclosure, management and reporting across the entire Group. It functions as the centralised record of COI disclosures for all COI information, consolidating disclosures from various BUs. This System facilitates the effective management of conflict including the development and implementation of resolution, elimination and mitigation action plans.
- c) c) The respective BUHR shall be responsible for ensuring timely and accurate COI disclosures & submission of relevant documents by employees, excluding those of Executive & Non-Executive Directors (which are the responsibility of the Company Secretary). This includes uploading mitigating actions by the corresponding approver. These records will be readily accessible for regulatory scrutiny and review by the Board and the Audit Committee.

Please refer to Appendix E1 and Appendix E2 for the process flow regarding the COI Management for employees and the process description. Appendix F is the process flow regarding the COI Management for directors.

5.2 Conflict of Interest Approval Matrix

- a) Table A below is the Conflict of Interest Approval Matrix which outlines various categories of employees and corresponding authorities tasked with identifying, evaluating, and recommending actions to resolve, eliminate, or mitigate conflicts. It also specifies the appropriate authority responsible for approving the recommended actions.

TABLE A

EMPLOYEE CATEGORY	COLLATE & VERIFY	IDENTIFY, EVALUATE & RECOMMEND	APPROVER
Employees	BUHR	BU Leadership Team	Senior Executive Director
BU Leadership Team (exclude Key Senior Management)	BUHR	Senior Executive Director	L1
Key Senior Management	BUHR	Audit Committee	Board of Directors
Executive & Non-Executive Directors	Company Secretary	Audit Committee	Board of Directors

- b) The respective BU leader & BUHR are responsible to implement the approved corrective action plan as well as monitor and review its effectiveness involving employees.
- c) The Company Secretary is responsible to ensure that disclosures submitted by the Executive and Non-Executives Directors and Key Senior Management, are presented for deliberation and consideration by the Audit Committee, with its recommendation forwarded to the Board of Director for approval.

5.3 Action Plans to Resolve, Eliminate or Mitigate Conflicts of Interest

The appropriate action plans for managing a conflict of interest will vary depending on the specific situation and circumstances involved. Hence, these plans should be determined on a case-by-case basis by the approving authority. Below are some examples of action plans:

- a) **Continuation with Restrictions**
Participation may continue with specific limitations imposed.
- b) **Abstention**
The employee shall recuse himself/herself from participation in any deliberations or decisions related to the conflict.
- c) **Limiting / Denying Access**
Access to sensitive / confidential information or documents relevant to the conflict may be restricted or denied.
- d) **Reassignment / Transfer**
Employees may be reassigned to alternative roles or departments within the BU/Group, thus removing them from the positions of influence or decision-making authority.
- e) **Non-Disclosure / Confidentiality Agreement**
Requiring the said persons to execute a non-disclosure or confidentiality agreement to protect any type of confidential and proprietary information or trade secrets.
- f) **Remove / Withdraw Entirely**
In circumstances where the conflict is determined to be significant and the employee has no alternative but to withdraw entirely from the source of conflict or divest the interest causing the conflict or resign from SCG, he/she will be granted a reasonable period to do so.

Failure to address the conflict within the specified timeframe may result in the initiation of disciplinary procedures against the employee, including termination of employment. Typically, this timeframe should not exceed six months.

6.0 MANAGING SPECIFIC CONFLICT OF INTEREST

To uphold transparency and fairness in the bidding process and to prevent corrupt practices, SCG requires all parties involved in the eBidding process, including members of the Tendering Committee, to complete a "Declaration of No Conflict of Interest" for each bidding and award conducted via the eBidding System.

In addition, all parties involved in the procurement process are required to make the same declaration through OM28 - Price Tabulation. By approving Esker Purchase Order (PO), the approvers also declare that they do not have any form of conflict of interest with the listed suppliers.

These requirements are to be fulfilled in addition to the annual conflict of interest declaration.

7.0 MANAGING INTERCOMPANY CONFLICT OF INTEREST

7.1 Conflicts may also arise when a Director on the Board of a listed corporation is also serving as a director on one or more boards of the listed corporation's subsidiaries. Such director would have access or possess information that other directors on the board may not have.

7.2 At all times, material information that is disclosed from subsidiaries to SCG, particularly reports of performance, price sensitive information and other key information that is not yet made public, is restricted in accordance with compliance to Sunway's group governance requirements.

7.3 A Director who by virtue of him/her serving as a Board member of SCG and also on one or more Boards of Sunway's subsidiaries shall be given access to information that is accurate, relevant, timely and in confidence thereby:

- enabling the Director to discharge his/her fiduciary duties as well as Board responsibilities; and
- limiting the risks of insider trading, related-party transactions and other forms of misuse of information that could lead to intercompany COI situations.

- 7.4 Therefore, a Director shall exercise due care in handling, disclosing, deliberating and acting on the information disclosed, for the best interest of the Board that he/she serves as a Board member.

8.0 OVERSIGHT RESPONSIBILITIES

8.1 BOARD OF DIRECTORS:

- a) Ensures compliance with regulatory requirements and approves COI Governance Framework.
- b) Deliberates and approves disclosures of conflicts of interest by the Executive & Non-Executive Directors and Key Senior Management, as well as reports / findings presented by Audit Committee.

8.2 AUDIT COMMITTEE:

- a) Monitors compliance with COI Governance Framework and COI Policies and Regulations, ensuring that internal controls related to COI management are in place and functioning effectively to identify, mitigate and manage COI risks.
- b) Conducts reviews and approves mitigating action plans for conflict of interest disclosures involving Executive & Non-Executive Directors and Key Senior Management. Where necessary, it escalates these matters to the Board of Directors for further deliberation and action aimed at resolving, eliminating and mitigating such conflicts.
- c) Monitors and follow up on approved action plans designed to resolve, eliminate or mitigate the conflict.
- d) Reports findings and recommendations to the Board of Directors regarding COI governance and compliance, including summary of reviewed major COI situations and measures taken to resolve, eliminate, or mitigate such conflicts as well as report them in the Audit Committee Report.

8.3 MANAGEMENT:

- a) Reports to the Board of Directors, Audit Committee and relevant stakeholders on the COI Governance Framework and COI Reporting Requirements.

- b) Develops and updates COI Policies and Procedures, ensures compliance with legal and regulatory requirements and integrates the COI Governance Framework into business processes.
- c) Identifies and evaluate any actual COI or potential COI arising from employees' disclosures.
- d) Proposes appropriate action plans to resolve, eliminate, or mitigate the conflicts identified.
- e) Monitors compliance with COI Policies and Procedures, conducting regular assessments and audits to identify areas for improvement and ensure adherence to established standards.
- f) Engages with internal and external stakeholders, including employees, customers, suppliers, regulators, and shareholders, to communicate COI policy, address concerns, and foster transparency and trust.
- g) Conducts training and awareness programs to educate employees about COI policies and procedures, ensuring that they understand their obligations and how to identify and manage potential COI.
- h) The BU Head is responsible to ensure the implementation of the corrective action plan, to monitor its effectiveness and to propose a review where necessary.

8.4 COMPANY SECRETARY:

- a) Ensures that disclosures submitted by the Executive & Non-Executive Directors and Key Senior Management are presented for deliberations and consideration by the Audit Committee, with its recommendation forwarded to the Board of Directors' approval.
- b) Ensures full compliance with all legal obligations concerning reporting, disclosures, record keeping and other requirements relating to COI, particularly those involving the Executive & Non-Executive Directors and Key Senior Management.
- c) Provides guidance to the Board on matters of corporate governance including conflict of interest resolution.

8.5 GROUP RISK & COMPLIANCE:

- a) Secretariat to the Conflict of Interest Review Committee. The COI Review Committee reviews proposed corrective action plans from the Company from time to time to ensure its effectiveness.
- b) With the assistance of GHR and BUHR, ensures Sunway's business units comply with the regulatory requirements and internal controls to mitigate risks and uphold Sunway's core values of integrity, humility and excellence.
- c) Continuously evaluate and enhance COI management processes and policies incorporating feedback, addressing emerging risks, and implementing best practices to effectively manage COI.

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8.6 EMPLOYEES:

- a) All employees including Executive & Non-Executive Directors and the Key Senior Management have a fiduciary duty to act in the best interests of SCG including avoiding conflicts of interest whilst undertaking their work at SCG.
- b) All employees must disclose any actual COI or potential COI they may have with Sunway Construction Group of Companies and Sunway Group of Companies as soon as the conflict arises. Since the situations that will or will not give rise to a conflict of interest may be subjective and will depend on the specific facts and circumstances, it is best for the employees to disclose the matter to Head of Department, GHR / BUHR when in doubt.
- c) All employees must adhere to this policy and other relevant policies and guidelines as outlined herein. Any breach of the COI Policy shall be a subject matter of investigation and disciplinary actions.

9.0 RECORD MAINTENANCE

The respective BUHR shall be responsible for ensuring timely annual COI disclosures & submission of relevant documents by employees, excluding those of Executive & Non-Executive Directors (which are the responsibility of the Company Secretary). This includes safekeeping the COID forms and ensuring mitigating actions are taken by the relevant parties. These records will be readily accessible for regulatory scrutiny and review by the Board and the Audit Committee.

10.0 DISCIPLINARY MEASURES

- 10.1 Sunway Construction Group of Companies expects the employees to fully disclose any actual COI or potential COI. In the event a conflict is identified, the Management or the Audit Committee (where relevant) are required to implement the approved action plans aimed at resolving, eliminating, or mitigating conflicts.
- 10.2 Failure to accurately or fully disclose or non-disclosure of conflicts, as well as failure to implement the approved corrective action plans, constitutes a serious breach of conduct. Such actions may result in disciplinary measures, including termination of employment. Appropriate lawful action may also be taken against employees who fail to disclose conflicts, potentially harming the company or its stakeholders.

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11.0 OTHER RELEVANT DOCUMENTS

All employees including all Executive & Non-Executive Directors and Key Senior Management must read this Policy in conjunction with our Code of Conduct and Business Ethics Policy, Anti-Bribery and Anti-Corruption Policy, Gifts, Entertainment and Hospitality Policy, Sponsorship Procedures, and other related policies.

12.0 REVIEW OF COMPLIANCE

In developing this policy, we have considered the guidelines set forth in the Main Market Listing Requirements of Bursa Malaysia, Capital Market and Services Act 2007, the Companies Act 2016 and other relevant regulatory frameworks to ensure compliance with the mandated obligations.

Compliance with SCG's policies including the Insider Trading Policy, Related Party Transaction Policy and other policies as described in Section 12 is essential.

The Company shall regularly assess and update this policy as and when necessary to ensure its relevance.

Additionally, the Internal Audit Department is responsible for performing an annual assessment of the COI policy; including its processes and controls, to ensure they remain effective and aligned with current regulatory standards and best practices.

13.0 CONTACT

Employees may reach out to their respective Head of Department or BUHR for further guidance to this policy.

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14.0 POLICY OWNER

The Company is responsible to develop and update the policy while the BU Leadership Team is responsible to ensure its implementation and compliance within their respective BU / Department.

15.0 WHISTLEBLOWING

SCG employees who encounter actual or potential violations of this policy are required to report their concerns immediately to their BU Head, HOD, Project Director or Project PIC, whichever relevant, or reach out directly to the Head of Internal Audit Department (IAD) via our Whistleblowing platform as follows:

- a) **Whistleblowing Hotline:** +603 5639 8033
- b) **Email:** whistleblowing.SCG@sunway.com.my
- c) **Direct Contact:** Head of Internal Audit – SCG or
The Chairman of Audit Committee – SCG
+603 5639 8301
- d) **Mail** : Internal Audit Department
Level 4.2, Menara Sunway,
Jalan Lagoon Timur, Bandar Sunway,
47500 Selangor Darul Ehsan, Malaysia

For more information, kindly refer to SCG's Whistleblowing Policy & Procedures.

16.0 EFFECTIVE DATE

The effective implementation date of this policy is from **18 May 2026**.

17.0 POLICY REVIEW

This policy shall be reviewed regularly, once in every three (3) years, or earlier if required, by changes in laws, regulations, standards, or circumstances to ensure its continued relevance. Any amendments must be approved by the Board and communicated to employees and stakeholders.

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NOTE: In the event of any discrepancies in interpretation between the English and Malay versions of the policy, the English version shall take precedence and be applied.

- END OF DOCUMENT -

Appendix A: Key Senior Management in Sunway Construction Group of Companies

Key Senior Management

1. Group Managing Director – Liew Kok Wing
2. Senior Executive Director – Lim Vin Tze
3. Deputy Group Managing Director – Richard Wong Kwan Song
4. Deputy Group Managing Director – Eric Tan Chee Hin
5. Chief Financial Officer – Elaine Lai Ee-Ling

Appendix B: Glossary

Terms	Description
Sunway Construction Group of Companies	All companies within Sunway Construction Group of Companies which cover Sunway Construction Group Berhad and its subsidiaries, both domestic and international.
Executive & Non-Executive Directors	Executive and Non-Executive Directors of Sunway Construction Group Berhad, including all Directors of its subsidiaries.
Key Senior Management	As defined by Bursa Malaysia, Key Senior Management members are persons who are primarily responsible for the business operations of Sunway Construction Group Berhad's core business and principal subsidiaries. They are subject to certain disclosure requirements under Bursa Malaysia Main Market Listing Requirements.
L1	Key Senior Management who reports to the Chairman and/or President of Sunway Construction Group of Companies.
Employees	Anyone engaged under a contract of employment; including permanent, temporary, contract, and part-time basis and Executive Directors.
BU Leadership Team	A management team that is determined by the BU Head or Functional Head after consulting with the relevant L1.
Management	Executive Directors, BU Leaders, Key Senior Management & BU Leadership Team.
COI Review Committee	Members comprising from the Group Human Resources, Group Legal, Group Risk & Compliance, Group Finance, Group Internal Audit and Group Company Secretarial Departments.

Appendix C: List of COI Examples

Further to Clause 3 of COI Policy, employees may be guided by this non-exhaustive list of COI examples. The COI Review Committee updates the list; whether by editing or reclassifying the Types of Conflicts to the Actions. If a particular COI situation is not expressly mentioned, employees should consult their respective Head of Department or BUHR for guidance.

Types of COI	Red (Must / Unable / Not possible to avoid)	Action
Relationships with competitors, business associates	Having material interest in a company that competes or does business with SCG or that is likely to influence employee's decision-making.	Declare
	Serving as a director, office bearer or member to the advisory board of a company that competes or does business with SCG.	
	Having developed at the workplace: <ul style="list-style-type: none"> • manager/subordinate relationships – between employees and family members or someone with whom they have an intimate relationship who is also employed at SCG; • non-supervisory relationships – between employees and family members or someone with whom they have an intimate relationship who is also employed at SCG / Sunway Group of Companies; • business relationships - between employees and family members or someone with whom they have intimate relationships who is employed in a company that competes or does business with SCG. 	
Self-dealing	In the event their position in SCG appears to give them advantage / personal benefits when securing an opportunity that is meant for SCG.	
	In the event an employee encounters a situation to solicit or receive a fee, commission, service, or other favour for personal benefit from any business associate or competitor or a Government Official.	
	In the event an employee encounters a situation to trade confidential information with outside parties for personal benefits.	
Personal relationships	Where one employee directly or indirectly supervises another, or both report to the same Manager.	
	Making the final decision on hiring / compensation / work assignments / recommendations for promotion / performance evaluation or reviews, or disciplinary actions of a person connected to the employee.	
Engagement with regulators/ government/ political parties	Acting as an advisor or consultant to any government agency that has regulatory power over SCG.	
	Making political contributions in the name of SCG.	
Outside employment	Working for another company and diverting focus from responsibilities at SCG.	
	Employment at a competitor or a business associate's company.	

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Types Of COI	Amber (If in Doubt)	Action
Other affiliations	Carrying the role of director, office bearer, council member, committee member, or consultant for a trade or professional association, as well as positions on advisory boards of other companies or organizations, government / statutory bodies and non-governmental organizations.	<div style="text-align: right;">Page 21</div> Declare, Obtain Approval
Outside employment / engagement	Freelancing, part-time work, consulting, advisory roles, subject matter expert speaker / guest and outside businesses or services.	
Business hospitality	Giving or receiving a gift, meal, entertainment or hospitality including travel and lodging.	
	Receiving sponsorships from trade or professional associations to attend industrial conferences.	
Types of COI	Green (Avoided)	Action
Financial investments	Personal financial investments in securities, equities or real estate properties that have no connection whatsoever to position(s) held in the past or at present at SCG.	Nothing to Declare

Guiding Note:

An employee may evaluate their decision by asking these questions:

- *“Is it consistent with our Code of Conduct & Business Ethics and Conflict of Interest Policy?”*
- *“Could my personal interest or relationship influence or appear to influence my decision-making?”*
- *“Am I confident enough to defend my decisions and actions?”*

Appendix D1: Conflict of Interest Declaration Form (Nothing to Disclose)

CONFLICT OF INTEREST DECLARATION FORM [*Nothing to Disclose*]

Employee's Name: _____	Job Grade: _____
Job Title: _____	Department: _____

Please read and tick () if you agree with the statements below:

- I have read and understood SCG's Conflict of Interest Policy, including the List of COI Examples illustrated in *Appendix C* of the Policy.

- I have NOTHING to disclose / I DO NOT HAVE any conflict of interest in accordance with the COI Policy and the declaration is true and accurate to the best of my knowledge.

- I undertake to disclose any actual, potential, direct, or indirect conflicts of interest with SCG as soon as they arise.

- I understand that failure to accurately or fully disclose or non-disclosure of conflicts, to the company may lead to disciplinary action including dismissal and other legal actions being taken against me.

Signature of Employee: _____ Date: _____

Appendix D2: Conflict of Interest Declaration Form (Disclosing Interest)

CONFLICT OF INTEREST DECLARATION FORM *[Disclosing Interest]*

Employee's Name: _____	Job Grade: _____
Job Title: _____	Department: _____

1. FINANCIAL INTEREST

I have financial interests that could create a potential conflict of interest. These include financial interests held by myself, my family members, relatives or persons with whom I have intimate relationships with SCG's business associates, competitors, or other businesses which could potentially influence my professional duties or decisions in SCG. These interests encompass investments, ownership, proprietary interests, partnerships, or other financial arrangements providing a share of profits or revenues such as wages, fees, benefits in kind, and other forms of income. The details are as follows:

Name of family member / relative / intimate person:	
Nature of relationship (spouse, parent, sibling etc.):	
Name of Company / Business Proprietorship:	
Nature of Business / Industry:	
Position Held:	
Percentage of Shareholding (%):	
Annual Income / Benefits-In-Kind (RM):	
Commencement Date:	
Supporting Documents (Attachments):	

2. PERSONAL RELATIONSHIP

I disclose potential conflicts that may arise due to my personal relationship(s) with family members, relatives or intimate person(s) who are employed by or hold positions in Sunway Group of Companies, SCG's business associates or competitors. These relationship(s) could potentially influence my professional duties and decisions in SCG. Details are as follows:

Name of the family member / relatives / intimate person:	
Nature of Relationship (spouse, sibling, parent etc.):	
Company Name:	
Job Title / Department:	

3. OUTSIDE EMPLOYMENT / ACTIVITIES & SERVICE AT ANOTHER ORGANISATION

I engage in outside employment / activities including freelancing, part-time jobs, and consulting / advisory roles with external companies or organisations such as trade or professional associations, government, statutory bodies and non-governmental organisations (NGOs).

These activities could potentially impact my duties and responsibilities at SCG. The details are as follows:

Name of Company / Organisation:	
Nature of Work / Activities (Part Time, Freelancing etc.):	
Position Held / Roles:	
Annual Income / Benefits-In-Kind (RM):	
Commencement Date:	
Supporting Documents (Attachment):	

4. ANY OTHER CONFLICTS OF INTEREST NOT COVERED ABOVE

Please describe and specify details in this section.

Impact of Personal Interest

To provide a description of how your personal interest has influenced or may have influenced your official duties in the decision matter.

Declaration

- I have read and understood SCG's COI Policy, including the List of COI Examples illustrated in Appendix C of the Policy.
- I hereby declare that the declaration is correct, true and accurate to the best of my knowledge.
- I understand that failure to accurately or fully disclose or non-disclosure of conflicts, to the company may lead to disciplinary action including dismissal and other legal actions being taken against me.
- I hereby undertake to update this declaration should there be a change in status as soon as it arises.

Signature of Employee: _____ **Date:** _____

OFFICE USE

A. Human Resource Department

- Have provided relevant supporting documents? Yes No
- Evaluation on whether there is a conflict of interest? Yes No
- Nature of conflict of interest? Actual Potential
- Has the conflict of interest occurred before to the employee? Yes No
- Has the same conflict of interest occurred in the BU? Yes No

Summary of Evaluation:

Has the COI occurred due to oversight failure (by whom) or deliberate participation or persist despite implementing a specific action plan? How serious is it, given the persons involved? Has it occurred again and why has it not been eliminated?

Name: _____

Signature: _____

Designation: _____

Date: _____

B. Recommend Action Plan

Conflict of Interest established? Yes No

If yes, please briefly describe the situation that may present an actual / potential COI.

Please describe the recommended action plan to mitigate, eliminate or resolve the COI.

<p>Action Plan:</p> <p>Expected date of completion: _____</p> <p>Next review date of action plan: _____</p>

Name: _____ **Signature:** _____

Designation: _____ **Date:** _____

C. COI Review Committee

Conflict of Interest established? Yes No

Agree with the recommended action plan? Yes No

Name: _____ **Signature:** _____

Designation: _____ **Date:** _____

D. Approver

In consideration of the actual / potential conflict of interest, its severity and the proposed action plan, I hereby approve this plan to safeguard the company's best interest.

Name: _____ **Signature:** _____

Designation: _____ **Date:** _____

Appendix D3: Self-Declaration Form of Conflict of Interest by a Director

Self-Declaration Form of Conflict of Interest by a Director

This Form is required to be completed by all Directors of Sunway Construction Group Berhad and its subsidiaries (“Sunway Construction Group of Companies”). Kindly indicate (✓) on the checkboxes.

No	Conflict of Interest Situations	Yes	No
1	Do you or a person/entity connected to you, have a substantial direct or indirect ownership interest or other relationship with a company, firm or organisation that is currently having business dealings or potentially having business dealings in the future with Sunway Construction Group of Companies or that serves as a competitor or customer to Sunway Construction Group of Companies?		
2	Do you hold a position as a director, advisory member, limited partner, trustee, or any other authoritative role that could exert influence or potentially exert influence, whether directly or indirectly, over any organization, firm, or company that might, in turn, engage in a direct or indirect competition with any of the businesses of Sunway Construction Group of Companies?		
3	Do you or a person connected to you utilise Sunway Construction Group of Companies’ assets, resources or information for personal use without obtaining prior approval from the Chairman of the Board or the Board or not as part of the approved Board reimbursement?		
4	Do you or a person connected to you exploit personal opportunities linked to the businesses of Sunway Construction Group of Companies, by utilising property, information, or your position for personal gain, or engaged in competing Sunway Construction Group of Companies for business opportunities?		
5	Are there any additional interests, activities, investments, or involvements that you believe should be disclosed to ensure a comprehensive account of any actual, apparent or potential conflicts of interest?		

* In cases where you have indicated 'YES', please provide comprehensive details regarding your interests such as the company name, number of shares, percentage of shareholding, the

nature of the relationship, or any other pertinent information. Additionally, kindly furnish the corresponding supporting documents as needed.

No	* Explanation for items indicated 'YES'

Definition:

Person connected under Paragraph 1.01 of the Main Marketing Listing Requirements of Bursa Malaysia Securities Berhad means such person (referred to as **“said Person”**) who falls under any one of the following categories:

- a) a family member of the said Person includes (i) spouse (ii) parent (iii) child including adopted child and step-child (iv) brother or sister and (v) spouse of child, brother or sister;
- b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;
- c) a partner of the said Person;
- d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
- e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
- f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
- g) a body corporate which is a related corporation of the said Person.

Name: **NRIC/Passport No.**.....

do hereby solemnly affirm and declare the following:

- i) I agree to comply with the Conflict of Interest Policy of Sunway Construction Group.
- ii) I agree to promptly notify the Chairman/Board and/or Company Secretary of Sunway Construction Group regarding any modifications in my responses to the aforementioned questions that may arise due to alterations in circumstances.
- iii) I agree to report any additional financial interests, situations, activities, interests, or conduct that may arise before the completion of the next annual disclosure.
- iv) The information contained in this Annual Self-Declaration Form of Conflict of Interest by Directors is true and accurate to the best of my knowledge and belief.

Director’s Signature:	_____
Director’s Name:	_____
Position:	_____
Date of Declaration:	_____

Assessment of Declaration

Review of declaration information:

- Have relevant supporting documents? Yes No
- Is there a conflict of interest established? Yes No
- Nature of conflict of interest? Actual Potential
- Has the conflict of interest occurred before with the Director? Yes No
- Has the same conflict of interest occurred before in SCG? Yes No

Proposed action plan(s) for managing this Conflict of Interest Declaration:

The Director shall be advised to:

- Relinquish the business interest or non-business interest that causes the conflict of interest.
- Resign from the position that causes the conflict of interest.
- Abstain from participating in meetings and voting in relation to the contract or proposed contract that causes the conflict of interest.
- Continue to participate in the matter reviewed and observe the restrictions as discussed and agreed with the Audit Committee and the Board.
- Execute a non-disclosure or confidentiality agreement for the purposes of protecting the insider or proprietary information.

1. Reviewed and Proposed by the Audit Committee

Director's Signature: _____

Director's Name: _____

Position: _____

Date: _____

Director's Signature: _____

Director's Name: _____

Position: _____

Date: _____

Director's Signature: _____
Director's Name: _____
Position: _____
Date: _____

2. Board's Approval on Action Plan

Director's Signature: _____
Director's Name: _____
Position: _____
Date: _____

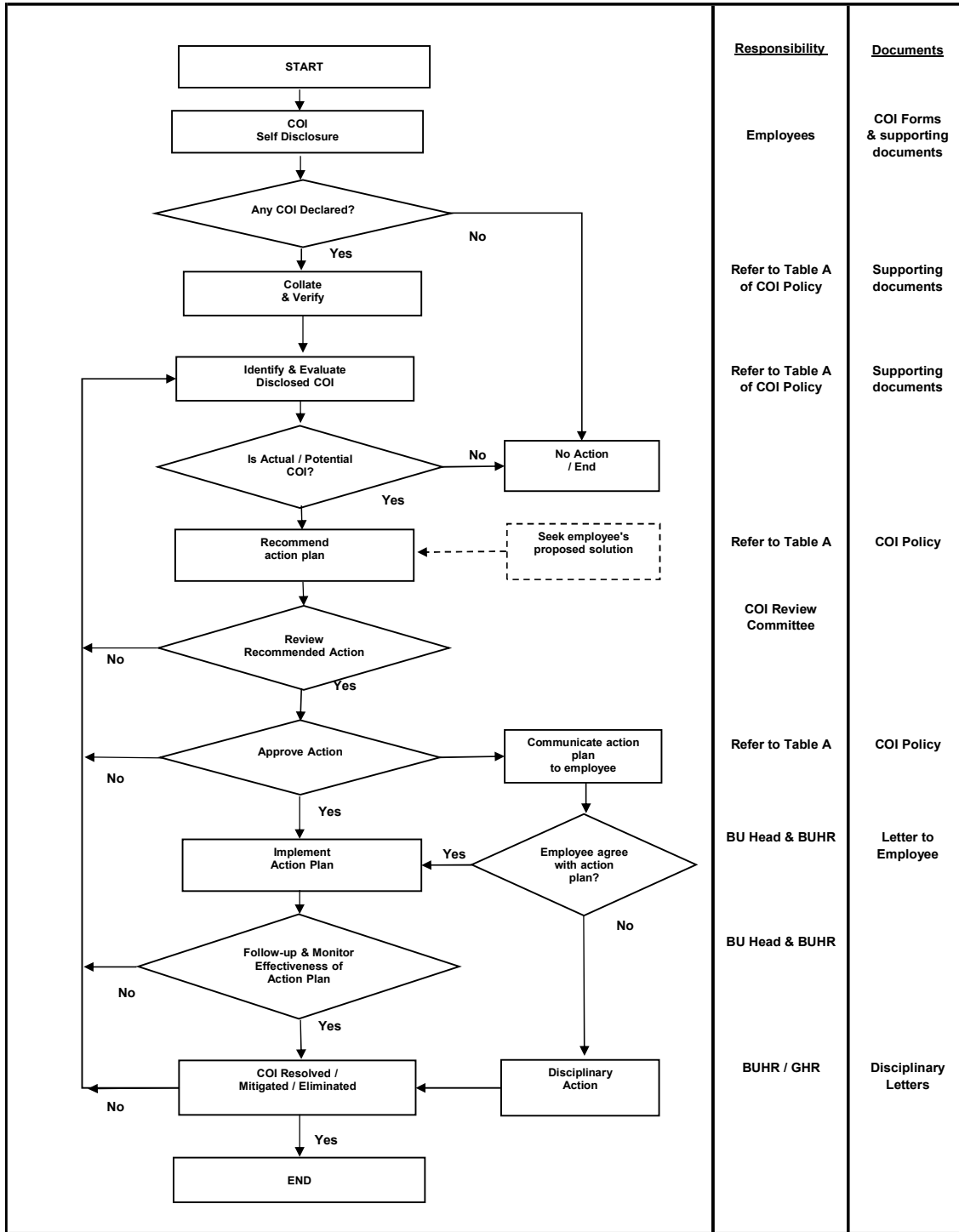
3. Agreement to Action Plan(s) by the Director of this Conflict of Interest Declaration

Director's Signature: _____
Director's Name: _____
Position: _____
Date: _____

Appendix E1: Employees COI Management Process Flow Chart

Employees COI Management Process Flow Chart

Appendix E1



Responsibility	Documents
Employees	COI Forms & supporting documents
Refer to Table A of COI Policy	Supporting documents
Refer to Table A of COI Policy	Supporting documents
Refer to Table A	COI Policy
COI Review Committee	
Refer to Table A	COI Policy
BU Head & BUHR	Letter to Employee
BU Head & BUHR	
BUHR / GHR	Disciplinary Letters

Notes

- In all the above COI Declaration Process, from start to the end, the relevant documents must be maintained under the COI management system.

Appendix E2: COI Process Description

COI Process Description

Process	Description
<p>Declaration</p>	<p>An employee is required to declare any conflict of interest via the relevant declaration form on the following occasions:</p> <ul style="list-style-type: none"> a) Upon commencement of employment; b) On an annual basis; c) As soon as the employee becomes aware of a COI situation; d) Immediately when there are changes in the status of the declared COI. <p>The declaration should include:</p> <ul style="list-style-type: none"> • a description of the nature of the COI situation; and • relevant supporting documents together referred to as “information”.
<p>Collate & Verify COI Information Disclosed</p>	<p>The BUHR shall collate all relevant information declared by the employee concerned. This includes but is not limited to financial statements, company profiles and any other documentation pertinent to the COI.</p> <p>The BUHR shall verify the information to ensure the accuracy and authenticity of the information. The BUHR may consult with other departments or individuals (e.g., IT, Finance, Legal, Company Secretary) to verify specific aspects of the information provided. This helps in obtaining a comprehensive view and ensures all relevant data is accurate.</p> <p>All steps taken during the verification process should be documented. This includes noting any discrepancies found, actions taken to resolve them, and the final verification outcome.</p>
<p>Identification, Evaluation & Recommendation</p>	<p>The assigned authority under Table A Conflict of Interest Approval Matrix shall promptly review the information provided and consider the particular BU’s operations to assess the facts and circumstances in the determination of a COI. COI situations can exist in the forms of Actual COI or Potential COI.</p> <p>If a COI is identified, the assigned authority shall recommend an appropriate action plan to resolve, eliminate or mitigate the COI. The action plan should:</p> <ul style="list-style-type: none"> • outline the timeline to implement the recommended measures; and • monitor and follow up on the effectiveness of the proposed action plan. <p>The Company may seek the employee’s input when working on the proposed solution to the conflict.</p> <p>All declaration forms, relevant documents, as well as the evaluation and the justification by the assigned authorities, must be recorded in the COI management system, including cases of COI not identified.</p>

COI Process Description (Cont'd)

Process	Description
Review Action Plan	BUHR reviews proposed corrective action plans from the Business Leaders to ensure they adequately address identified conflicts of interest.
Approval	The designated approving authority shall evaluate the nature, likelihood and impact of the COI to SCG's interests when approving the recommended action plan or accepting an alternative recommended action plan.
Implementation/ Communication	The BU Head and BUHR are responsible for communicating and implementing the approved action plan to relevant stakeholders including the employee involved, his/ her line manager, and other affected parties. If the employee does not accept the approved action plan without reasonable explanation, then the BUHR shall initiate the relevant disciplinary action against the employee.
Monitoring & Following up	The BU Head and BUHR are responsible to continuously monitor the compliance and effectiveness of the action plan. If the initial plan proves ineffective, the BU Head and the BUHR should assess the situation and propose additional corrective measures as necessary. This may include taking other actions deemed appropriate by the Company.
Documentation	In all the above COI Declaration Process, from start to the end, the relevant documents must be maintained under the COI management system.

Appendix F: Director's COI Management Process Flow Chart

Appendix F

Director's COI Management Process Flow Chart

