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***SUNWAY***<sup>®</sup>

**CONSTRUCTION**

**Sunway Construction Group Companies**

**CONFLICT OF INTEREST POLICY**

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## 1. PURPOSE

Sunway Construction Group Berhad and its subsidiaries (“SunCon” or the “Company”) 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.

## 2. 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 and its subsidiaries (“**Sunway Construction Group Companies**”), both domestic and international.

## 3. DEFINITIONS

**Bribery**<sup>1</sup> means 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** means the 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 Companies.

**Corruption**<sup>2</sup> means the abuse of entrusted power for private gain.

**Chief Executive** means the principal executive officer of SunCon, who is called the Group Managing Director at Sunway Construction Group Companies.

**Chief Financial Officer** means the person primarily responsible for the management of the financial affairs of SunCon (such as record keeping, financial planning and financial reporting) as per Main Market Listing Requirements of Bursa Malaysia

**Insider Trading**<sup>3</sup> means the purchase or sale of SunCon’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.

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<sup>1</sup> As defined under Malaysian Anti-Corruption Commission (Amendment) Act 2018

<sup>2</sup> As defined by Transparency International

<sup>3</sup> As defined under S188 of the Capital Markets and Services Act 2007

**Key senior management**<sup>4</sup> refers to a person who is primarily responsible for the business operations of SunCon's core business and principal subsidiaries. (*Refer to Appendix A: Key Senior Management*).

**Personal Relationships** means the 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.
- b. person(s) with whom the employee has an intimate relationship.

**Related Party Transaction**<sup>5</sup> means 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.

#### 4. GUIDANCE ON DEFINITIONS AND RULES ON AVOIDING CONFLICT OF INTEREST

A conflict of interest (COI)<sup>6</sup> 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<sup>7</sup> is defined broadly at SunCon as follows:

- An Actual COI can be identified as existing or having created a conflict to the legitimate interests of SunCon; 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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<sup>4</sup> As defined by Bursa Malaysia under the Main Market Listing Requirements 2023

<sup>5</sup> As defined by Bursa Malaysia under the Leap Market Chapter 7 Transactions

<sup>6</sup> As defined by Bursa Malaysia under the Main Market Listing Requirements 2023

<sup>7</sup>As defined by Bursa Malaysia under the Main Market Listing Requirements 2023

#### **4.1 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 SunCon's business associates, competitors or other businesses if they are in a position to influence decisions at SunCon related to that business.

#### **4.2 Personal Relationships**

- a. Whilst SunCon respects the privacy of its employees and generally refrains from inquiring about an employee's personal relationships, certain connections such as family ties within SunCon, relationships with SunCon'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 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 SunCon. 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.

#### **4.3 Outside Employment or Activities**

- a. SunCon 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 SunCon, involve any misuse of SunCon's information, property or assets, create a conflict for SunCon, or otherwise adversely affect SunCon'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 SunCon.
- 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 SunCon. 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 SunCon.
- 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.

#### **4.4 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 SunCon'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 SunCon's competitor or business associate is strictly prohibited.

#### **4.5 Personal Benefits**

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

#### **4.6 Business Gifts, Entertainment and Hospitality**

- a. Gifts, Entertainment and Hospitality are usually assessed as high risk areas for bribery. SunCon 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 SunCon.
- 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 SunCon or any other party. This include situations where such gifts or benefits could lead to improper conduct, misuse of authority or unfair advantage in securing contracts and concessions.

#### **4.7 Donations, Sponsorships and Corporate Responsibilities**

- a. Charitable donations and/or contributions and/or 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 donations, contributions and sponsorships for business related activities that fall outside the strategy outlined in the Donations, Sponsorships and Corporate Responsibility Policy.

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

## **5. DISCLOSURE**

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:

- **during the onboarding process**
  - upon new employment or when transferred to a new role or another business unit.
- **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.
- **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 arose or an existing conflict of interest has ceased.

Notwithstanding that if an employee is uncertain about the existence of a conflict of interest in any of the situations mentioned in Section 4 above, the employee is to disclose it to his/her Head of Department or BUHR.

Directors who serve as Board Members to Sunway Construction Group Berhad and/or any of its subsidiaries should refer to Section 10.3 of Sunway Construction Group Berhad'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.*

## **6. MANAGING CONFLICT OF INTEREST**

### **6.1 Dealing with Conflict of Interest Declaration**

- a. Establish a COI Management System which serve as central registry and repository hub for all COI submissions within Sunway Construction Group 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 standardized 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. 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.*

## 6.2 Conflict of Interest Approval Matrix

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	L1
BU Leadership Team	BUHR	L1	President
Key Senior Management	Group HR	Audit Committee	Board of Directors
Executive & Non-Executive Directors	Company Secretary	Audit Committee	Board of Directors

The respective BU leader & BUHR are responsible to implement the approved corrective action plan as well as monitor and review its effectiveness involving employees.

The Company Secretary is responsible to ensure that disclosures submitted by the Executive and Non-Executives Directors, Chief Executive Officer, Chief Financial Officer, Key Senior Management are presented for deliberation and consideration by the Audit Committee, with its recommendation forwarded to the Board of Director for approval.

## 6.3 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 SunCon, 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.

## 7. MANAGING SPECIFIC CONFLICT OF INTEREST

Sunway's Group Procurement has implemented the Integrity Pact to uphold transparency and fairness in procurement processes and prevent bribery and corrupt practices. In addition to the annual conflict of interest declaration, employees involved in the procurement cycle are required to complete the 'Declaration By Employees / Members of Tender Committees Involved In Sunway Procurement' of the Integrity Pact and submit it to their respective BUHR. For more information on the Integrity Pact, please refer to the Group Governance & Integrity portal on the Sunway Group website.

## 8. MANAGING INTERCOMPANY CONFLICT OF INTEREST

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<sup>8</sup>.

At all times, material information that is disclosed from subsidiaries to SunCon, 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.

A Director who by virtue of him/her serving as a Board member of SunCon 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.

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<sup>7</sup>.

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<sup>8</sup> The Securities Commission's Guidelines on Conflict of Directors of Listed Corporations and their Subsidiaries highlights for a Listed Corporation's group governance framework to include policies and processes on disclosure of information internally within the group [Source: Guidelines on Conduct of Directors of Listed Corporations and Their Subsidiaries (sc.com.my)].

## 9. OVERSIGHT RESPONSIBILITIES

### 9.1 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 and Non-Executive Directors, Chief Executive Officer, Chief Financial Officer and any other Key Senior Management as well as reports / findings presented by Audit Committee.

### 9.2 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.

### 9.3 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.

#### **9.4 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.

#### **9.5 RISK & COMPLIANCE**

- a. Secretariat to the Conflict of Interest Review Committee. The Committee reviews proposed corrective action plans from the Business Leaders to ensure they adequately address identified conflicts of interest. If the review identifies inadequacies or ineffectiveness, the Committee requires revisions before approval.
- 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.

#### **9.6 EMPLOYEES**

- a. All employees including Executive Directors and Key Senior Management have a fiduciary duty to act in the best interests of SunCon including avoiding conflicts of interest whilst undertaking their work at SunCon.
- b. All employees must disclose any actual COI or potential COI they may have with Sunway Construction Group 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.

## 10. 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.

## 11. DISCIPLINARY MEASURES

Sunway Construction Group 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.

Failure to accurately or fully disclose or non-disclosure of conflicts, as well as 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.

## 12. OTHER RELEVANT DOCUMENTS

All employees including all Directors and Key Senior Management must read this Policy in conjunction with our Code of Conduct and Business Ethics Policy, Anti-Bribery and Corruption Policy, Gifts, Entertainment and Hospitality Policy, Donations, Sponsorships and Corporate Responsibility Policy, and other related policies.

## 13. 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 Sunway's policies including the Insider Trading Policy, Related Party Transaction Policy and other policies as described in Section 12 is essential.

The Conflict of Interest Review Committee shall regularly assess this policy to ensure its relevance and recommend necessary updates to the Management for consideration.

Additionally, the Group 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.

## 14. CONTACT

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

**15. POLICY OWNER**

The Conflict of Interest Review Committee 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.

**16. WHISTLEBLOWING**

SunCon's employees who encounter actual or potential violations of this policy are required to report their concerns immediately to their BU Leadership Team or reach out directly to the Head of Group Internal Audit via our Whistleblowing platform as follows:

**Email to:** [whistleblowing@sunway.com.my](mailto:whistleblowing@sunway.com.my)

**Direct line:** +603 5639 8025

**Letter to:**

Head of Internal Audit Department  
Level 4, Menara Sunway  
Jalan Lagoon Timur  
Bandar Sunway 47500  
Selangor Darul Ehsan  
Malaysia

**17. EFFECTIVE DATE**

The effective implementation date of this policy is from **01 September 2024**.

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

## Appendix A

## Key Senior Management in Sunway Construction Group Companies

## Executive Directors

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

## Appendix B

## Glossary

Terms	Description
<b>Sunway Construction Group Companies</b>	All companies within Sunway Construction Group Companies which cover Sunway Construction Group Berhad and its subsidiaries, both domestic and international.
<b>Executive &amp; Non-Executive Directors</b>	Executive & Non-Executive Directors of Sunway Construction Group Berhad.
<b>Key Senior Management</b>	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.
<b>L1</b>	Key Senior Management who reports to the Chairman and/or President of Sunway Construction Group Companies.
<b>Employees</b>	Anyone engaged under a contract of employment; including permanent, temporary, contract, and part-time basis and Executive Directors.
<b>BU Leadership Team</b>	A management team that is determined by the BU Head or Functional Head after consulting with the relevant L1.
<b>Management</b>	Executive Directors, BU Leaders, Key Senior Management & BU Leadership Team.
<b>COI Review Committee</b>	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 Section 4 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 SunCon 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 SunCon	
	Having developed at the workplace: <ul style="list-style-type: none"> <li>• Manager/subordinate relationships – between employees and family members or someone with whom they have an intimate relationship who is also employed at SunCon;</li> <li>• non-supervisory relationships – between employees and family members or someone with whom they have an intimate relationship who is also employed at SunCon;</li> <li>• 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 SunCon</li> </ul>	
Self-dealing	In the event their position in SunCon appears to give them advantage / personal benefits when securing an opportunity that is meant for SunCon	
	In the event an employee encounters a situation to solicit or receive a fee, commission, service, or other favor 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, performance 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 SunCon	
	Making political contributions in the name of SunCon	
Outside employment	Working for another company and diverting focus from responsibilities at SunCon	
	Employment at a competitor or a business associate's company	

## List of COI Examples (Con't)

Types Of COI	Amber (If In Doubt)	Action
<b>Other affiliations</b>	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	<b>Declare, Obtain Approval</b>
<b>Outside employment / engagement</b>	Freelancing, part-time work, consulting, advisory roles, subject matter expert speaker / guest and outside businesses or services	
<b>Business hospitality</b>	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
<b>Financial investments</b>	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 SunCon	<b>Nothing to Declare</b>

*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 relations influence or appear to influence my decision-making?”
- “Am I confident enough to defend my decisions and actions?”



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

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

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

- I have read and understood SunCon'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 SunCon 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]**

Employee 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 SunCon's business associates, competitors, or other businesses which could potentially influence my professional duties or decisions in SunCon. 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 relations with family members, relatives or intimate person(s) who are employed by or hold positions in Sunway Construction Group Companies, SunCon's business associates or competitors. These relationships could potentially influence my professional duties and decisions in SunCon. 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 SunCon. 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 SunCon's Conflict of Interest Declaration 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><b>Expected date of completion</b> : _____</p> <p><b>Next Review Date of action plan</b> : _____</p>
---

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

Designation : \_\_\_\_\_ Date : \_\_\_\_\_

**C. COI Review Committee**

Conflict of Interest established?  Yes  No

Agree with the recommended action plan to mitigate, eliminate or resolve the COI?  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**

This Form is required to be completed by all Directors of Sunway Construction Group and its subsidiaries ("**Sunway Construction Group 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 and/or Sunway Construction Group Berhad Group or that serves as a competitor or customer to Sunway Construction Group and/or Sunway Construction Group Berhad?		
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 and/or Sunway Construction Group Berhad?		
3	Do you or a person connected to you utilise Sunway Construction Group and/or Sunway Construction Group Berhad's 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 and/or Sunway Construction Group Berhad, by utilising property, information, or your position for personal gain, or engaged in competing with Sunway Construction Group and/or Sunway Construction Group Berhad 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 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.

<b>Director's Signature :</b>	_____
<b>Director's Name :</b>	_____
<b>Position :</b>	_____
<b>Date of Declaration :</b>	_____

**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 SunCon?  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
- 

**Reviewed and Proposed by the Audit Committee**

<b>Signature</b>	:	
<b>Director's Name</b>	:	
<b>Designation</b>	:	
<b>Date</b>	:	
<b>Signature</b>	:	
<b>Director's Name</b>	:	
<b>Designation</b>	:	
<b>Date</b>	:	
<b>Signature</b>	:	
<b>Director's Name</b>	:	
<b>Designation</b>	:	
<b>Date</b>	:	



**2. Board's Approval on Action Plan**

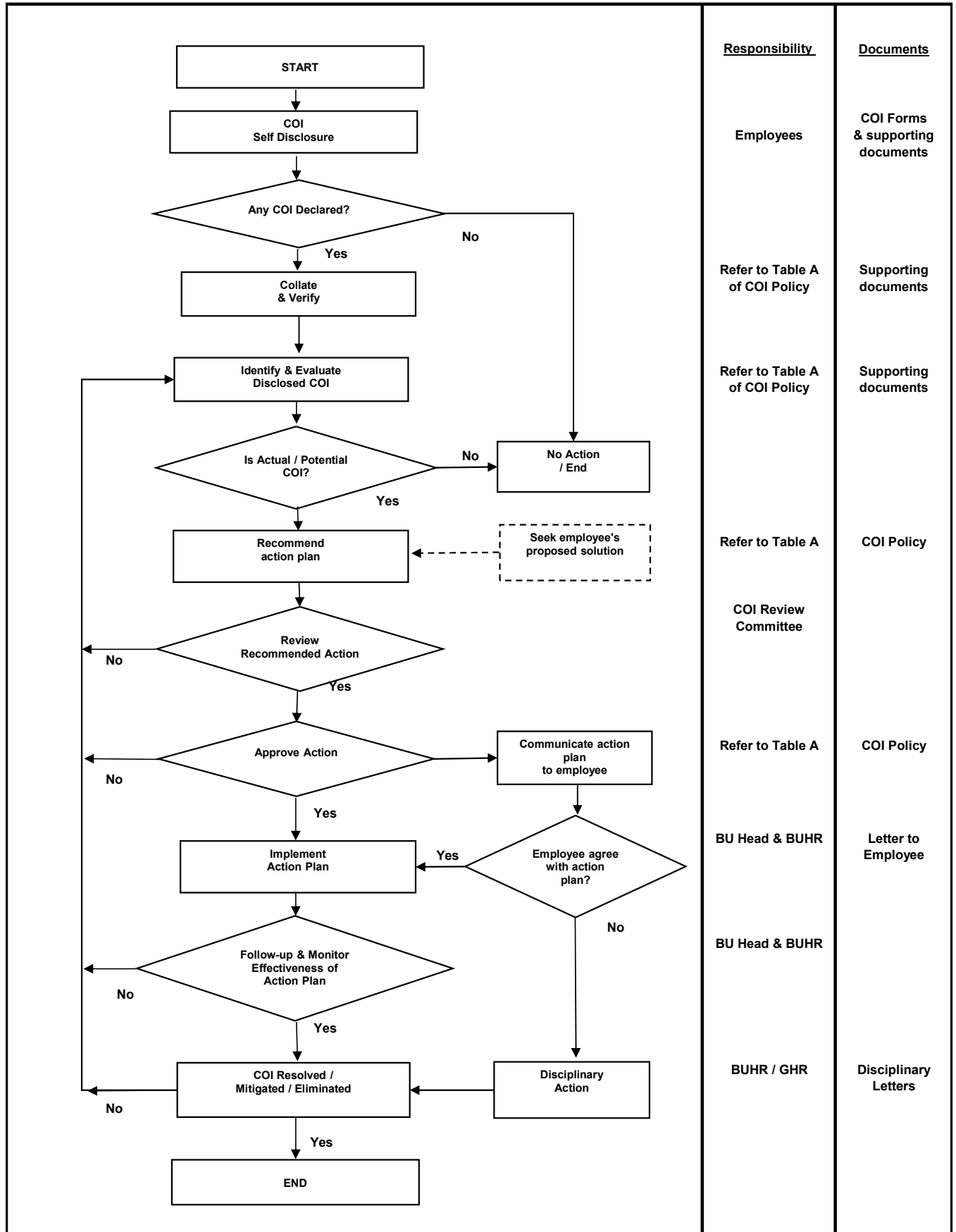
<b>Signature</b>	:	_____
<b>Director's Name</b>	:	_____
<b>Designation</b>	:	_____
<b>Date</b>	:	_____

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

<b>Signature</b>	:	_____
<b>Director's Name</b>	:	_____
<b>Designation</b>	:	_____
<b>Date</b>	:	_____

Employees COI Management Process Flow Chart

Appendix E1



<u>Responsibility</u>	<u>Documents</u>
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

Process	Description
<b>Declaration</b>	<p>An employee is required to declare any conflict of interest via the relevant declaration form on the following occasions:</p> <ol style="list-style-type: none"> <li>a) Upon commencement of employment;</li> <li>b) On an annual basis;</li> <li>c) As soon as the employee becomes aware of a COI situation;</li> <li>d) Immediately when there are changes in the status of the declared COI.</li> </ol> <p>The declaration should include:</p> <ul style="list-style-type: none"> <li>• a description of the nature of the COI situation; and</li> <li>• relevant supporting documents;</li> </ul> <p>together referred to as "information".</p>
<b>Collate &amp; Verify COI Information Disclosed</b>	<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>
<b>Identification, Evaluation &amp; Recommendation</b>	<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"> <li>• outline the timeline to implement the recommended measures; and</li> <li>• monitor and follow up on the effectiveness of the proposed action plan.</li> </ul> <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 (Con't)

Process	Description
<b>Review Action Plan</b>	The COI Review Committee reviews proposed corrective action plans from the Business Leaders to ensure they adequately address identified conflicts of interest.
<b>Approval</b>	The designated approving authority shall evaluate the nature, likelihood and impact of the COI to SunCon's interests when approving the recommended action plan or accepting an alternative recommended action plan.
<b>Implementation/ Communication</b>	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.
<b>Monitoring &amp; Following up</b>	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.
<b>Documentation</b>	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

