



Feytech Holdings Berhad

Registration No. 202301013791 (1507713-V)

Conflict of Interest

Policy & Guidelines

Adopted by Board: 13th September 2023

POLICY and PROCEDURE		
Ref No:	EXT/BLP	
Applicable To:	All directors and employees of Feytech Holdings Berhad and its subsidiaries	
Revision No:	Version 1.0	Effective Date: 13 th September 2023

1.0 INTRODUCTION

- 1.1 The objective of this Conflict of Interest Policy (“**Policy**”) is to maintain and enhance public confidence and trust in the integrity, objectivity and impartiality of Feytech Holdings Berhad (“**the Company**”) and its subsidiaries (“**Group**”), its directors and employees.
- 1.2 This Policy seeks to prevent or mitigate the possibility of conflicts of interest arising in the performance of a director’s and employee’s duties owed to the Company and ensure that if any conflict does arise, such conflict shall be identified, managed and addressed accordingly.
- 1.3 Conflict of Interest is not limited to direct financial interest but also includes an indirect financial interest, non-financial interest (e.g. arising from relationships whether through Connected Person), or competing loyalties or interests or any transaction, procedure or course of conduct that raises questions about management integrity. Conflict of Interest can be actual, potential or perceived.
- 1.4 Conforming to this policy does not absolve a director and an employee from the responsibility to take such additional actions as may be necessary to avoid or, if need be, resolve any conflict of interest or, from any requirement to comply with a statutory, common law or contractual obligation or prohibition.
- 1.5 This Policy shall be reviewed periodically to assess its effectiveness and update any changes as and when required.

2.0 DEFINITIONS

2.1 In this Policy, the following words and expressions have the following meaning:

Words	Definitions
Board	Board of Directors of the Company
Connected Person	a director/ employee’s spouse, children, including adopted and step children, siblings and their spouses, parents or any person over whom a director exercises or is able to exercise significant influence in relation to that person’s financial affairs, for any reason whatsoever
Designated Person	in the case of: (a) the Chairman of the Board, the Chairman of the Audit & Risk Management Committee; and (b) all other Directors, the Chairman of the Board

Words	Definitions
Employee	a person employed by the Group
hospitality	includes invitations to attend an event (including sporting and cultural events), meals or other similar occasion with someone who works for or represents a member institution, or an actual or potential supplier or service provider of the Company, where it can be reasonably perceived that a director/ employee who attends such an event is representing the Company
interest in a share	beneficial ownership, direct or indirect, of a share or any part thereof, provided that a director will be considered to have an interest in a share beneficially owned, directly or indirectly, by a Connected Person if: <ul style="list-style-type: none"> i. that Person acquired that ownership using money or moneys worth directly or indirectly supplied by the Director/ employee and the Director/ employee is aware of the Connected Person’s ownership of the share; or ii. the Director/ employee exercises or is able to exercise significant influence over that Connected Person’s affairs, for any reason whatsoever and the Director/ employee is aware of the Connected Person’s ownership of the share;
key senior management	any position having authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly (C suite level)
person	includes a body of persons, corporate or unincorporated
share	includes an accepted subscription for a share, a warrant for a share, a right to acquire or require the issuance of a share or a warrant by the conversion of or in exchange for other property and an option right to acquire or require the issuance of any of the foregoing.

2.2 A “**conflict of interest**” involves a conflict between: -

- (a) the official duties of a Director/ employee to the Company and his/her interest, in which the Director/ employee has interest which could improperly influence the performance of his or her official duties and responsibilities. When a private interest has in fact compromised the proper performance of a director/employee’s official duties, this could constitute misconduct or even amount to an offence depending on the circumstances; or
- (b) the official duties of a Director/ employee to the Company and his/her duties to another organization, whether public or private, due to the Director/employee’s role with the other organization.

Such a conflict could arise, for example, as a result of a director's membership on multiple boards. Conflict of interest that this policy seeks to organization and address may be real, apparent or potential.

A real conflict refers to a situation where there is a real or material conflict of interest between the Director/ employee and the performance of his/her duties in the best interests of the Group

An apparent conflict may be said to exist where it appears that a director/employee's interest or his or her duties by factors relating to the interests of the Director/ employee or by association with Connected Person to another organization could improperly influence the performance of his or her official duties to the Company but this is not in fact the case.

A potential conflict arises where a director/ an employee has interests or duties to another organization which are such that a conflict of interest would arise if the Director/ employee were to become involved in conflicting official responsibilities in the future.

2.3 “**Conflict of interest**” includes but is not limited to a situation where a director / an employee: -

- a) uses property or resources of the Group for his or her personal purpose or business;
- b) channels benefits or resources meant for the Group to a company which he or she has an interest in;
- c) discloses trade secrets to a competitor where he or she has an interest in;
- d) influences decision of the Group to develop an area where the said person owns property so that he or she will also enjoy the benefit either financially (e.g. capital appreciation of the property) or non-financially (e.g. convenience from the infrastructure developed) from such development;
- e) prioritises his or her private venture by depriving the Group from an identified business opportunity;
- f) leverages on the Group's business or developmental plan by acquiring adjacent lands using the said person's private company;
- g) is involved in a business which offers similar products or services that are likely to replace or substitute the products or services offered by the Group;
- h) holds offices or directorships in competitors of the Group;
- i) provides financial assistance to, or receives financial assistance from, the Group on terms and conditions which are more favourable to the said person than normal commercial terms;
- j) has similar business with that of the Group in a geographical location which the Group is not currently operating in, but which the Group may expand its venture in subsequently;
- k) purchases substantial building materials for construction of his or her own property at a massive discount from a contractor which has been shortlisted as one of the contractors for the Group's project;
- l) purchases/disposes or leases property, equipment, materials, etc. from or to the Group, or enters into contractual arrangement with the Group; or
- m) has a personal relationship or family member where such person can influence the hiring, work assignments or assessments of another person in the Group.

3.0 PRINCIPLES

3.1 Directors/ employees are required to observe the following principles in the performance of their duties and responsibilities to the Company:

Principle 1: Promoting individual responsibility and personal example	
a)	A Director/ employee must uphold the highest ethical standards so that public confidence and trust in the integrity, objectivity and impartiality of the Company are maintained and enhanced. In this connection a director/employee is expected to demonstrate his or her commitment to integrity and professionalism through his or her application of conflict of interest policies and practices.
b)	A Director/ employee is responsible for, and must manage his or her private affairs or any other duties he or she may have in a manner designed to prevent real, potential or apparent conflicts of interest from arising, but if a conflict does arise it must be resolved in a manner satisfactory to the Board.
Principle 2: Serving the public interest	
a)	A Director/ employee should dispose of or restrict the operation of his or her interests or any other duties he or she may have that could compromise official decisions in which he or she participates. Where this is not feasible, a Director/ employee should abstain from involvement in official decisions which could be compromised by his or her private interests and affiliations, or duties to another organisation.
b)	A Director/ employee must not knowingly take advantage of, or benefit from, any information obtained by reason of his or her position as a Director/ employee and which is not generally available to the public.
c)	A Director/ employee must not use his or her position or the Company’s resources for private gain.
d)	A Director/ employee must not directly or indirectly use, or allow the use of, the Company’s property or facilities for anything other than officially approved activities.
e)	A Director/ employee must not, directly or indirectly, solicit or accept economic benefits, other than incidental gifts, customary hospitality or other benefits of nominal value, except pursuant to enforceable contractual or property rights of the Director/employee.
f)	A Director/ employee must not, after resigning from the Group, act in such manner as to take improper advantage of his or her former position as a Director/ employee.

Principle 3: Supporting Transparency and Scrutiny	
a)	A Director/ an employee has an obligation to carry out his or her duties to the Company and exercise his or her powers, and to manage his or her private affairs or any other duties he or she may have in a manner that will withstand the closest public scrutiny, an obligation that is not fully discharged simply by acting within the law.
b)	A Director's/ an employee's interests and affiliations or duties to another organisation that could compromise the objective performance of his or her official duties to the Company should be disclosed appropriately, to ensure transparency and enable adequate control and management of a resolution.
Principle 4: Confidentiality	
a)	Except as permitted by law, a director/ employee must, both while serving as and after ceasing to be a member of the Board or the employee of the Group, treat as confidential all information regarding the business or affairs of the Group, or any person dealing therewith which is obtained by reason of his or her serving as a member of the Board or employee of the Group and which are not generally available to the public.

3.2 The other provisions of this policy are not to be interpreted to derogate from, or to be exhaustive of the actions which may be necessary to observe the principles in paragraph 3.1.

4.0 GENERAL RESPONSIBILITIES

All Directors and employees are responsible for identifying and managing conflict of interest on an ongoing basis and are required to:

- a) comply with this Policy and other applicable policies and guidelines relating to the identification, documentation, escalation and management of conflict of interest;
- b) comply with relevant provisions of the Companies Act 2016 (“CA 2016”), Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad, Guidelines on Conduct of Directors of Listed Corporations and their Subsidiaries issued by Securities Commission Malaysia and other laws and regulations relating to conflict of interest, where applicable;
- c) act with objectivity, integrity and independence, and exercise sound judgement and discretion;
- d) avoid, wherever possible, situations giving rise to conflict of interest as described in this Policy; and
- e) immediately declare the conflict of interest in accordance with this Policy, remove themselves from the decision-making process and refrain from further influencing such decisions.

5.0 MEASURES IN DEALING WITH CONFLICT OF INTEREST SITUATIONS

5.1 CONTRACTS WITH THE GROUP

Directors and employees are permitted to deal with the Group on the condition that full disclosure is made to the Group and shareholder approval is obtained where required under CA 2016 and MMLR and/or any relevant regulatory requirements. The CA 2016 and MMLR also provide specific criteria and thresholds which, when triggered, will require the consent of shareholders of the Company at general meeting.

5.2 DISCLOSURE OF DIRECTOR/ EMPLOYEE'S INTERESTS AND CONFLICT OF INTEREST

The measures to address conflict of interest situations are as follows:

- a) **Declaring Conflict of Interest** as soon as practicable after the relevant facts have come to the knowledge of the Directors or employees as well as on a periodic and regular basis including at all board meetings.

The declaration shall be made by the Director/ employee at the earliest opportunity i.e. as soon as the Conflict of Interest arises, or the Director/ employee becomes aware of the conflict, by completing a **Conflict of Interest Declaration Form**.

For employee, the Conflict of Interest Declaration Form must be escalated to the Directors and the Human Resource Department ("HR") for further action.

In the case of a Director, the Conflict of Interest Declaration Form must be escalated to the HR for further action.

The Conflict of Interest Declaration Forms received from the Directors and employees shall be compiled and escalated to:

- (i) the board of directors of the subsidiary, where the Conflict of Interest involves an employee or director of that subsidiary, for attention before reporting to the Audit Committee and Board of Directors; and
- (ii) where the Conflict of Interest involves an employee or a director of the Company, the Audit Committee and Board of Directors at their respective meetings for review and consideration.

The Company Secretary shall record the conflict of interest declarations and deliberations in the minutes of the Audit Committee and Board of Directors' meetings accordingly.

- b) **Restricting the participation** of the conflicted Director/ employee at the relevant Board and/or board committee meetings or management meetings or general meetings and requiring him or her to abstain himself or herself from discussion, deliberation and/or voting on matters relating to the Conflict of Interest;
- c) **Undertaking an assessment on Conflict of Interest** of the Directors and employees during the performance appraisal on an annual basis and for new appointments of Directors and employee, before the appointment;
- d) **Executing a non-disclosure or confidentiality agreement** to protect any type of confidential and proprietary information or trade secrets;
- e) **Restricting the Directors and employees from participating** in businesses which compete with the Group;
- f) **Limiting access to information** and denying access to sensitive documents or confidential information in the process;
- g) Requiring the conflicted Director or employee to either **divest the interest causing the conflict or resign from the Group** (in extreme circumstances) if the Conflict of Interest is likely to continuously affect his or her performance;
- h) **Rearranging duties and responsibilities to a non-conflicting function or transferring the conflicted employee** to another project or another division of the Group; and/or
- i) **Providing training on Conflict of Interest** to ensure the Directors and employees understand the objective of the Policy and enable the Group to manage the conflict of interest situations effectively.

6.0 DIRECTORSHIPS, KEY MANAGEMENT POSITIONS OR INTERESTS IN COMPANY'S CONTRACTORS

- 6.1 Every Director/ employee will be advised by Management about the types of entities with which the Company conducts business, has contractual relationships, or with which the Company is likely to conduct business or have contractual relationships ("Company's Contractor(s)").
- 6.2 Every Director/ employee must, on a confidential basis, upon being appointed as a member of the Board or as soon as practicable and annually thereafter, advise the Company Secretary in writing if he or she holds any directorship, key management position or interest in any of Company's Contractors or any entity undertaking a similar business as Company's Contractors. If there are none, the Director/employee shall confirm with the Corporate Secretary in writing, on a confidential basis, that he or she holds no such position or interest.
- 6.3 A Director/ key senior management, on assuming any directorship or key management position or acquiring any interest in any of Company's Contractor, must additionally and on a confidential basis disclose this information in writing to the Corporate Secretary within thirty (30) days from the date of appointment or acquisition (whichever the case may be).

7.0 CERTIFICATION

Every Director must, upon taking up office as such and annually thereafter (or at such other times as required under the Act or by the Company), sign and provide to the Designated Person a document, substantially in the form set out in the *Appendix I*, certifying that he or she has read and understands and is abiding by the applicable provisions of this Policy.

8.0 NON-COMPLIANCE WITH THIS POLICY

- 8.1 If a director/ an employee has reasonable cause to believe that an interested Director/ employee has failed to disclose real, apparent or potential conflict of interest, he/she should inform the Chairman of the Board to enable the Audit & Risk Management Committee to review the said conflict of interest situation.
- 8.2 If the interested Director is the Chairman of the Board, the Director should inform the Chairman of the Audit & Risk Management Committee.
- 8.3 The Chairman of the Board or the Audit & Risk Management Committee (as the case may be) shall bring the matter to the Board and the Board shall afford such interested Director/employee an opportunity to explain the alleged failure to disclose. If, after hearing the response and making such further investigation as may be warranted by the circumstances, the Board determines that such interested Director/employee has in fact failed to disclose a real, apparent or potential conflict of interest, it shall take appropriate action which may include to request the director or employee to relinquish his/her position from the Group (subject to relevant regulatory authorities' approval), as appropriate, as well as to consider whether the material transaction or

material arrangement was made in the best interests of the Group, fair, reasonable and on normal commercial terms to the Group at the time it was undertaken, and decide whether such transaction / contract is voidable or / and should be discontinued / terminated.

9.0 RECORDS MAINTENANCE

- 9.1 The conflict of interest documents as mentioned in *Appendix I* must be kept by the Group for at least seven (7) years from the date of resolution, meeting or decision, as the case may be.
- 9.2 These records shall be made available for inspection by auditors or other regulatory authorities upon request.

This Policy was adopted by the Board of Directors on 13th September 2023.

Appendix I: Certification To the Designated Person*

I hereby certify that: -

- (1) I have reviewed and understand the Conflict of Interest Policy for Feytech Holdings Berhad;
- (2) I understand that I am required to comply with the principles and other provisions of the policy applicable to me;
- (3) I have considered my personal and family affairs in sufficient detail to be able to be satisfied in this regard; and
- (4) I am and will remain in compliance.

Signature

Name :

Date :

**The Chairman of the Board, for all Directors except the Chairman. In the latter's case, the Designated Person is the Audit & Risk Management Committee Chairman*

