



MATANG BERHAD
(201501017043) (1142377-X)
(Incorporated in Malaysia)

CONFLICT OF INTEREST POLICY

1.0 Introduction

The Board of Directors ("**Board**") of Matang Berhad ("**Matang**" or "**Company**") is committed to observing and practicing high level of ethical standard of professionalism and integrity as well as ethical conduct in all its business operations and affairs.

Expanding from the Code of Conduct and Ethics for Directors and Employees, the Company has put in place this Conflict of Interest Policy as a guide to the Directors and Key Management members the manner to act in the best interests of the Company or its subsidiaries (collectively herein referred to as "Matang Group" or "Group") and free from any personal, financial and non-financial or other conflicts that may compromise their judgement or impartiality.

This Conflict of Interest Policy ("**COI Policy**" or "**Policy**") sets out the framework and appropriate controls and measures to facilitate identification and management of any conflict of interest or potential conflict of interest situations. It allows for such situations to be properly reported and managed. An actual COI exists at the present time and a potential COI is one that could be reasonably expected in the future, both situations of which are to be covered and managed pursuant to this Policy.

While, a perceived COI situation may occur even when there are robust internal controls in place, e.g., a third party may not have the knowledge of controls in place to prevent conflict of interest even if these controls totally eliminate the possibility of conflicts. Hence, a perceived COI may actually pose or give rise to no actual or potential COI but is a situation where someone (usually the public) may reasonably suspect there is one.

2.0 Objectives

The objective of this Policy is to ensure that actual, potential and perceived conflicts of interest are identified and managed effectively. The Policy provides guidance on manners of which to deal with conflicts of interest or potential conflicts of interest situations with a view to protect the interest of the Company and the Group.

3.0 Scope and References

The Conflict of Interest Policy applies to all Directors and members of Key Management Team of Matang Group including all the Estate Managers. The members of Key Management Team of Matang Group including the Estate Managers in the Group shall be herein collectively referred to as “**Key Management**”. It is applicable under all circumstances where an individual recognises or should reasonably recognise that a conflict of interest or potential conflict of interest may arise from their existing roles, responsibilities as well as current and future activities.

This Policy shall be read in conjunction with the Anti-Bribery Anti-Corruption Policy, the Whistle-Blowing Policy and the Code of Conduct and Ethics for Directors and Employees of the Group.

4.0 Identification of Conflict of Interest or Potential Conflict of Interest Situations (Collectively, as “COI Situation(s)”)

A COI Situation arises when the ability of a Director or a member of Key Management Team to carry out his/her duties and responsibilities is compromised or is potentially compromised by personal interests, concerns and relationships.

Generally, the COI Situations may arise under the following circumstances:

4.1 Equity ownership or participation in other companies having business relationships with the Group

This is where a Director or Key Management member has ownership in shares in other privately-owned entities which has business relationships with the Group, either directly or indirectly (e.g., via a family member of the Director or the Key Management member).

This does not apply to shares held in public listed companies which have business relationships with the Group unless such shareholding is substantial, i.e., 5% or more and such interest is likely or may compromise and or impair the objectivity of the Director or member of Key Management concerned.

4.2 Interest in person(s), entity(ies) or contracts that have dealings with the Group

This is a situation any direct or indirect financial or other interest in an entity or through contract(s) (such as under one or multiple project or transactions) that has dealings with the Group where such interest may or could potentially influence or affect the decisions in respect of the dealings of the Group with such person, entity or contract.

A COI Situation may arise if a Director or member of Key Management has a family member with interest in entities or organisation which have contractual arrangement with the Group.

4.3 Other employment or business undertakings

This is a situation where COI arises due to the Director or member of Key Management holds other employment or have other business undertakings including real and perceived opportunities, such employment or business undertakings of which may interfere with proper discharge of official duties in the Group resulting in negative impact of the performance of the Director or member of Key Management concerned or may give rise to other form of COI Situations in the Group.

4.4 Personal gain through business related opportunities within the Group or through personal use of Group's assets

This refers to a situation where Directors or Key Management member pursues personal gain through his or her access to information, use of Company's assets or properties or simply based on his or her positions within the Group. Unauthorized use of Company or Group's assets, information and or resources for personal reasons fall under conflict of interest situation arising from personal use of Group's resources.

4.5 Competition and or dealings with competitors

The COI Situation also occurs when a Director or member of Key Management engages in any activities which are in competition with the Group especially for business or other financial opportunities. The situation also arises when a Director or Key Management member has financial or other interests or any involvement in the business of a competitor, or holds a directorships in a competitor.

If a Director or a Key Management member has accepted employment with a competitor, this could also result in COI Situation during the period which he or she is still employed with the Group especially if there is access or dealing with sensitive or confidential information such as pricing, details of proprietary inventions or designs, terms and conditions of business contracts etc.

4.6 Involvements in activities and or matters where the Director or member of Key Management is the subject matter

The COI Situation occurs when a Director or Key Management member participates in deliberations and decisions where he or she is the subject of the discussions and subject where decisions involve him or her. For example, a Director takes part in the deliberation and in deciding his own bonus payment and or salary increment.

5.0 The Guiding Principles

- 5.1 All Directors and or members of Key Management must act in the best interests of the Company and or Group and in event of any COI Situation, he or she shall not subordinate the best interest against his or her personal interests.

- 5.2 All Directors and or members of Key Management shall refrain and avoid placing themselves in a position of conflict of interest and where this is unavoidable, the Directors and or Key Management members must make relevant declaration.
- 5.3 In respect of employment of a Director and or member of Key Management in other entities or organisations, exceptional considerations shall be taken into account whether such employment or directorships relates to family businesses or social or community related associations and or clubs or other non-profit oriented organisations with charity or charitable causes.
- 5.4 All Directors and or members of Key Management must protect the confidential information of the Group and never use it for their own benefits or the benefits of other persons or third parties from whom the Directors and or members of Key Management is able to derive gains and or benefits from.
- 5.5 All Directors and or members of Key Management shall not use or make sure his or her positions in the Group to influence a business decision by the Group and shall not also influence or make a decision of the Group or the Company which will directly or indirectly benefits him or her or his or her family members or persons connected to them separately through another organisation or another person.

6.0 Disclosure and declarations

All Directors and or members of Key Management shall have to make declarations by completing the Conflict of Interest/Potential Conflict of Interest Declaration Form ("**COI Declaration Form**") (Appendix I) at the earliest opportunity as and when a COI Situation arises. The COI Declaration Form must be signed by the Director or member of Key Management concerned.

The completed COI Declaration Form shall be escalated to the Audit and Risk Management Committee ("**ARMC**") for deliberation by the same as to the existence and severity of that particular COI Situation, after which the ARMC shall seek decision of the same by the Board. The deliberation of the ARMC and the Board including the decision of the Board in relation to any COI Situation of a particular Director and or members of Key Management shall be recorded by the Company Secretary.

Any concerned Directors or members of Key Management shall have to abide by the decision of the Board and comply with the determination of the Board on the steps and measures required to be taken to manage and resolve or eliminate the COI Situation and mitigate the impact of such conflict or potential conflict.

Any information disclosed in relation to the Director or member of Key Management concerned in a COI Situation, shall be treated confidential unless required to be disclosed by or under laws or any requirements of a or any statutory authority(ies).

The Company Secretary and or Company Secretary and the Management of the Company shall be entitled to obtain annual confirmation of the Directors

and members of the Key Management to ensure nothing in the past twelve months have occurred which resulted in a or any COI Situation.

7.0 Provisions for policy review and or amendments

This Policy will be subject to review and revision(s) from time to time if necessary. This version of the Policy has been adopted by the Board of the Company on 28 February 2024.

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Appendix I: COI Declaration Form

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**CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST DECLARATION
FORM (“COI DECLARATION FORM”)**

Date of COI: _____
(if applicable)

Ref: _____
(to be recorded by Company Secretary)

I, _____ *[name]*, bearer of NRIC with
number _____ *[number]* hereby declare an *actual / potential
conflict of interest as follows *[to tick]*:

<input type="checkbox"/>	Equity ownership or participation in other companies having business relationships with the Group
<input type="checkbox"/>	Interest in person(s), entity(ies) or contracts that have dealings with the Group
<input type="checkbox"/>	Other employment or business undertakings
<input type="checkbox"/>	Personal gain through business related opportunities within the Group or through personal use of Group's assets
<input type="checkbox"/>	Competition and or dealings with competitors
<input type="checkbox"/>	Involvements in activities and or matters where the Director or member of Key Management is the subject matter

* to strike out accordingly

Details of the Conflict of Interest or Potential Conflict of Interest /
if There Is Other Form of Conflict of Interest or Potential Conflict of Interest.

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

Name:
Position:
Department *(if applicable)*:
Date of declaration:

**CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST DECLARATION
FORM ("COI DECLARATION FORM")**

Ref: _____
(as recorded by Company Secretary)

Outcome of Deliberation by the Audit and Risk Management Committee

Signature of Chairperson of ARMC: _____

Date: _____

Decision of the Board of Directors

Signature of Chairman of the Board: _____

Date: _____

Confirmed by Company Secretary: _____

Name: _____