GADANG GROUP OF COMPANIES

CONFLICT OF INTEREST POLICY

This Conflict of Interest Policy was approved and adopted by Board on 3rd September 2025

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1. DEFINITIONS

For the purpose of this Policy, the following definitions shall apply:

Actual Conflict	Refers to a situation where there is a real conflict of interest between the GHB Director, KSM or Employee and the performance of his/her duties in the best interests of the Group.
Audit Committee ("AC")	Audit Committee of the Company
Close Relatives / Significant Other	Refers to the definition as stipulated in the Malaysian Anti-Corruption Commission Act 2009 which includes spouse, brother or sister, brother or sister of the spouse, a lineal ascendant or descendant, a lineal ascendant or descendant of a spouse, a lineal descendant of a person referred to as brother and sister, the uncle, aunt or cousin or the son-in-law or daughter-in-law. Significant other includes spouse or partners cohabitating together.
Close Associates	Persons with whom a GHB Director, KSM or Employee has a close relationship, including but not limited to: - (i) Close Relatives; and (ii) Any corporate entity or partnership arrangement in which a GHB Director, KSM or Employee and/or his or her close relative(s) has/have control or joint control, significant influence (accustomed or under an obligation, whether formal or informal), to act in accordance with the directions, instructions or wishes of the GHB Director, KSM or Employee or close relative(s), or is part of the key management team of that other corporate entity or partnership arrangement.
Company / GHB	Gadang Holdings Berhad
Company Secretary ("COSEC")	Company Secretary of the Company ("COSEC")
Conflict of Interest ("COI")	Refers to a situation where: GHB Directors', KSM's or Employees' private interests, businesses, relationships or activities interfere or appear to interfere with the fairness or integrity of the Group's business dealings. Conflict of interest is not limited to direct financial interest but also include an indirect financial interest, non-financial interest (e.g., arising from relationships whether family, business or professional interests) or competing loyalties or interests. COI can be actual, potential or perceived.
Employees	All employees of the Group including probationary, contract, permanent, project, industrial trainee and temporary employees (other than GHB Directors and Key Senior Management).
Group	Gadang Holdings Berhad and its subsidiaries.
Subsidiary	Local and Foreign subsidiary

GHB Directors	Refers to GHB Executive Directors and GHB Independent Non-Executive Directors of the Company
GHB Executive Directors ("GHB EDs")	The Executive Directors of the Company
GHB Independent Non-Executive Directors ("GHB INEDs")	Independent Non-Executive Directors of the Company
GHC department	Refers to the Group Human Capital Department
Key Senior Management ("KSM")	All subsidiary executive directors and Heads of Divisions, including probationary, contract, permanent, project, temporary and former Key Senior Management of the Group who may have been appointed as consultant or advisor to the Group.
NRC	Nomination & Remuneration Committee
Perceived Conflict	Refers to a situation in which a reasonably well-informed person would believe that a GHB Director, KSM or Employee could be influenced in the performance of his/her duties by factors relating to the personal interest of the GHB Director, Key Senior Management or an Employee or by association with Close Relatives or Close Associates.
Potential Conflict	Refers to a situation where an actual conflict of interest may occur at some point in the future, either based on current circumstances or a change in circumstances.

2. INTRODUCTION AND OBJECTIVE

The Group is committed to maintaining the highest of ethical standards and recognises that it must be seen at all times to be acting in accordance with highest standards of governance. Accordingly, the Group expects all GHB Directors, KSM and Employees to conduct themselves with integrity, impartiality and professionalism at all times and to avoid any COI situations that may arise in the performance of their duties.

Proper identification and management of COI ensures that business decisions are made in the best interests of the Group and the Group is protected from any consequent damage to its activities and reputation.

This Policy is established to ensure that any actual, potential or perceived COI is identified promptly and managed effectively. It is intended to provide guidance on how to:

- Identify COI
- Evaluate COI
- Approve and Manage COI
- Report COI
- Review of COI by the Audit Committee
- Monitor action plans to resolve or mitigate the COI

3. POLICY & RESPONSIBILITIES

The policy applies to all GHB Directors, KSM and Employees of the Group. COIs that are not specifically addressed in this policy must be dealt with according to the principles and intent of this Policy.

3.1 ANNUAL COI DECLARATION

GHC department (for KSM and employees) and COSEC (for GHB Directors) will initiate a yearly COI declaration exercise at the end of financial year.

The respondents include GHB Directors, KSM and Employees. COSEC will issue and collect the COI forms from GHB Directors whilst GHC will issue and collect the COI forms from KSM and Employees.

Effective 20th February 2024, there shall be three different COI Disclosure Forms i.e.

a) COI Disclosure Form for Employees *(refer to Appendix 1)*
b) COI Disclosure Form for GHB Executive Directors and KSM *(refer to Appendix 2)*
c) COI Disclosure Form for GHB Independent Non-Executive Directors (*refer to Appendix 3*)

3.2 AD-HOC COI DECLARATION

As soon as a GHB Director, KSM or any Employee becomes aware of any actual, perceived or potential COI, he/she must complete the COI form and submits it to the COSEC (for GHB Directors) and GHC (for KSM and Employees).

3.3 RESPONSIBILITIES

GHB Directors, KSM and Employees are responsible for identifying, declaring and managing their COI on an ongoing basis and are required to:

a) Comply with this Policy;

b) Comply with relevant provisions of the Companies Act 2016, Main Market Listing Requirements 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 COI including relevant local laws and regulation of the host countries where the foreign subsidiaries operate;

c) Act with objectivity, integrity and independence, and exercise sound judgement and discretion;

d) Avoid, wherever possible, situations giving rise to COI as described in this Policy; and

e) Immediately disclose a COI in accordance with this Policy, remove themselves from the deliberation and decision-making process when the Group's interest is likely to be affected by the said person's COI.

4. IDENTIFYING COI

A COI would arise where a person's ability to perform his/her duties effectively or impartially is impaired, potentially impaired or may perceived to be impaired by personal interest, considerations or relationships with Close Relatives or Close Associates.

The following situations are some examples (non-exhaustive) of conflicts of interest: -

(a) Outside Employment / Other Role

GHB Executive Directors, KSM and Employees are prohibited from being employed by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, customer and potential customer regardless of the nature of the employment, while employed by the Group.

GHB Executive Directors, KSM and Employees should refrain from engaging in any outside employment or business that could reasonably result in a conflict of interest between their private interests and their official duties and responsibilities toward the Group.

Any form of business engagement including the sale of products, online business, insurance services or participation in multi-level marketing ("MLM") is strictly prohibited within the Group or at Gadang worksites.

Whereas for GHB INEDs, they are strongly discouraged from taking on multiple roles such as consultants, advisors, trustees or any other positions that could create conflicts of interest by virtue of their official duties in other organisations that may compete with the Group's businesses. Should they accept any of these roles, they must disclose it to the Board.

(b) Directorship

It is a conflict of interest to serve as a director of any company that competes with the Group.

GHB Directors must disclose their involvement to the Board, while KSM and Employees must obtain prior approval from any of the GHB Executive Directors before serving as a member of the board of directors of any competing business, industry or community organisation.

However, approval is not required to participate in a non-profit organisation if they do not act as a Director or Trustee in that organisation unless there is a potential conflict of interest between the organisation and the Group. GHB Directors, KSM and Employees must make it clear that his / her participation is not done on behalf of Gadang but in his / her own personal capacity. Participation shall not imply that the GHB Directors, KSM or Employees are serving at the direction or request of the Group.

(c) Business Interest, Financial Interest

GHB Directors, KSM and Employees are discouraged from, either directly or indirectly, holding shares or other forms of beneficial interest in privately owned entities which:

i) supply materials, equipment, services or derive other business arrangement with the Group; or

ii) offer similar products or services that are likely to replace or substitute the products or services offered by the Group; or

iii) have similar business in a geographical location which the Group is not currently operating in; or

iv) hold assets that may affect or influence the business decisions of the Group; or

v) prioritises his or her private venture by depriving the Group from an identified business opportunity.

Besides the above, GHB Directors, KSM and Employees should refrain from having personal business interests, financial interests or financial relationships (providing financial assistance to or receiving financial assistance from) with Gadang competitors, contractors, suppliers, customers and business partners (except for insignificant stock interests in Public Listed Companies), whether directly or indirectly.

(d) Family members and relatives

GHB Executive Directors, KSM and Employees should avoid conducting the Group's business with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role.

The definition of "relative" shall refer to the definition as stipulated in Malaysian Anti-Corruption Commission Act 2009 which includes spouse, brother or sister, brother or sister of the spouse, a lineal ascendant or descendant, a lineal ascendant or descendant of a spouse, a lineal descendant of a person referred to as brother and sister, the uncle, aunt or cousin or the son-in-law or daughter-in-law. Significant others include spouse or partners cohabitating together.

The Company advises against the employment of relatives and significant others of GHB Directors, KSM and Employees as vendors and/ or business associates. GHB Directors must disclose to the Board, while KSM and Employees must obtain prior approval from any of the GHB Executive Directors if they wish to engage in such employment.

GHB Directors, KSM and Employees must disclose business activities in the Group which involve relatives and significant others and refrain from any related decision-making process.

Any direct or indirect interest held by a GHB Director's, KSM's or Employee's family members, relatives or significant others in a competing company or other related companies must be disclosed immediately to COSEC (for GHB Directors) or GHC (for KSM and Employees), if they:

i) supply materials, equipment, services or derive other business arrangement with the Group; or

ii) offer similar products or services that are likely to replace or substitute the products or services offered by the Group; or

iii) have similar business in a geographical location which the Group is not currently operating in; or

iv) hold assets that may affect or influence the business decisions of the Group; or

v) prioritises his or her private venture by depriving the Group from an identified business opportunity.

(e) Close Personal Relationship

Gadang strongly discourages close personal relationships between GHB Executive Directors, KSM or Employees in the Group, because the relationship may result in one of the persons receiving or giving unfair advantage, or preferential treatment.

If there is such a relationship, the parties need to be aware that one or both may, at the discretion of the Group, be transferred or seconded to a different department, business unit, division or other subsidiaries within the Group and/or other actions may be taken (including but not limited to change of job scope and/or responsibilities).

(f) Improper Personal Benefits

GHB Directors, KSM and Employees are expected to not use their position or knowledge gained, whether directly or indirectly through their duties for his / her private or personal advantage. Any payment of money or gratuities to GHB Directors, KSM and Employees is strictly prohibited, regardless of any intent to influence the recipient's actions.

(g) Political Activities

The Group neither supports political parties, whether organisations or their representatives, nor contributes financially or otherwise to groups whose activities are intended to promote a particular political party's interest.

The Group recognises that GHB Executive Directors, KSM and Employees in their role of citizens have the right to participate in legitimate political activities. Should a GHB Executive Director, KSM or Employee wishes to participate in any political activity or campaign, this must be done in his / her own personal time and resources which does not conflict with any job duties or responsibilities and made clear that this is not done on behalf of the Group but in his or her own personal capacity.

GHB Directors who wish to hold key positions as office bearers in any political party must disclose to the Board, while KSM and Employees must obtain prior approval from any of the GHB Executive Directors. Those who wish to actively participate full time in politics or are nominated as candidates in any election or are elected as representatives in the Federal or State Legislative Body must first resign from the Group.

(h) Non-Governmental Organisations ("NGOs") / Non-Profit Organisations ("NPOs")

Except for GHB INEDs, GHB Executive Directors, KSM and Employees are prohibited from participating in the activities of NGOs and NPOs during work hours.

Personal involvement in such organisations must be done at one's own expense and time. Any contributions to be made on behalf of the Group to NGOs and NPOs must have prior written approval from the Group Managing Director, irrespective of the nature and amount.

(i) Other COI which warrants disclosure to COSEC (for GHB Directors) or GHC (for KSM and Employees)

- GHB Director, KSM or Employee uses property or resources of the Group for his or her personal purpose or business
- GHB Director, KSM or Employee channels benefits or resources meant for the Group to a company which he or she has an interest in.

5. PROCEDURES FOR DECLARATION OF COI

Existing GHB Directors, KSM and Employees

On annual basis at the end of financial year, the COSEC will issue the COI Disclosure Form to GHB Directors and GHC will issue the COI Disclosure Form to KSM and Employees.

Potential Recruits

Before any interview session, COSEC (for GHB Directors) and GHC (for KSM and Employees) will request the candidate to complete the COI Disclosure Form.

6. EVALUATING COI

When a COI is disclosed by any KSM or Employees, GHC will review and evaluate the COI.

When a COI is disclosed by any of the GHB Directors, the AC will review and evaluate the COI.

7. APPROVING AND MANAGING COI

Following the review and evaluation of KSM's or Employee's COI, the Head – GHC will propose an action plan to resolve or mitigate the conflict. This proposed action plan will be reviewed and approved by any of the GHB Executive Directors.

Following the review and evaluation of COI involving the GHB Directors, the AC will discuss and propose an action plan to resolve or mitigate the conflict. This proposed action plan will be reviewed and approved by the Board.

The COSEC (for GHB Directors) and GHC Department (for KSM and Employees) will prepare and submit all COI reports for review at quarterly AC meeting.

When the GHB Executive Directors (for KSM and employees) or AC (for GHB Directors) reviews and manages the COI(s), the following considerations may be applied: -

a) Ideally, the COI should be avoided altogether, e.g., by relinquishing the interest that gives rise to the conflict. However, there are circumstances where it may not be practical to totally avoid the conflict, in which case, appropriate actions must be taken, depending on the nature and severity of the conflict.

b) Where the conflict is not likely to arise frequently, and the impact of the conflict is minimal, the participation of the person in the decision-making process should be restricted. Restriction and/or action should include, but is not limited to the following: -

   i) Restricting the involvement of the affected GHB Director, KSM and Employee in the respective Board and/or board committee meetings or management meetings or general meetings;

   ii) Refraining from discussions about the matter;

   iii) Limiting access to information and denying access to sensitive documents or confidential information in the process;

   iv) Abstaining from voting on the decision;

   v) Providing training on COI to ensure GHB Directors, KSM and Employees understand the objective of the Policy and enables the Group to manage the COI situation effectively;

   vi) Executing a non-disclosure or confidentiality agreement to protect any type of confidential and proprietary information or trade secrets.

c) Where the conflict is ongoing and could have serious implications, the person with the conflict should be removed from the process, which includes the following: -

i) Abstaining from any involvement whatsoever in the matter; or

ii) Rearranging duties and responsibilities to a non-conflicting function; or

iii) Transferring the person with conflict to another project or another area of the Company; or

iv) In extreme circumstances where the COI is likely to affect the performance of the affected person, to require such person to either divest the interest causing the conflict or resign from the Company.

In the event that the conflict is still ongoing but the Board sanctioned it on grounds of immateriality, low risk or low impact to the Group, the person with conflict is expected to continue disclosing the conflict and submit the COI form annually.

8. RESPONSIBILITIES OF THE AUDIT COMMITTEE

The responsibilities of Audit Committee ("AC") include the following:

a) Ensure there are established policies and procedures in place for the purposes of identifying, evaluating, approving, reporting and monitoring all COI situations.

b) To review and report to the Board of Directors on a quarterly basis, any COI situations that arose, persist or may arise within the Group, together with the measures taken to resolve or mitigate such conflict.

c) In reviewing the COI, the AC should consider the following factors:

i) The nature of COI situations, and the impact on the Group;

ii) The implementation of controls / corrective actions to prevent any GHB Directors, KSM or Employees with conflicts from exploiting their positions for unfair advantages.

9. REPORTING COI

On a half yearly basis, the Head – GHC shall prepare a COI Report involving KSM and employees. Likewise, COSEC will prepare a COI report involving GHB Directors. COSEC will compile the reports for AC meeting.

The AC shall review the COI Reports. AC shall brief the Board on the COIs and decisions made.

10. MONITORING COI

The COSEC shall monitor the execution of action plan for COI that has been approved by the Board, for COI that involved a GHB Director.

GHC shall monitor the execution of action plan for COI that has been approved by the GHB Executive Director for KSM and employees.

For purposes of the quarterly AC meeting, the COSEC (for GHB directors) and GHC (for KSM and Employees) shall provide updates on the execution of agreed / approved action plan.

11. FLOWCHART FOR COI (EXISTING PERSONNEL)

Kindly refer to Appendix 4

12. FLOWCHART FOR COI (POTENTIAL RECRUITS)

Kindly refer to Appendix 5

13. RETENTION OF RECORDS

The COSEC shall file the GHB Directors' COI Declaration Forms. The GHC shall file the KSM's and Employees' COI Declaration Forms. These forms 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.

14. BREACH OF THIS POLICY

Failing to disclose a COI situation, providing incomplete and inaccurate information on the COI or failing to comply with approved action plan to resolve or mitigate the COI is a breach of this Policy and may result in the following actions being taken against the person with conflict:

i) For KSM and Employees – Disciplinary actions may be taken including summary dismissal in accordance to the local or foreign regulations and employment laws where the Company or Subsidiary operates.
ii) For GHB Directors – the Board will deliberate and recommend the next course of action.

15. COMMUNICATION OF THIS POLICY

COSEC (for GHB Directors) and GHC (for KSM and Employees) will ensure that this policy is communicated and individuals must acknowledge that they have read and understood this policy.

16. REVIEW OF THIS POLICY

This Policy shall be reviewed periodically to assess its effectiveness and amendments may be made as and when required.

-The remaining of this page is intentionally left blank –

For GHB Director,

ACKNOWLEDGEMENT

I, _____, NRIC number: _____ acknowledge that I have read and fully understood the contents of this Conflict of Interest Policy ("COI Policy"). **By signing this acknowledgement, I hereby accept and agree to full compliance with this Policy and its accompanying policies, rules and regulations.** I understand that a breach by me, of any provision of this Policy, will be subject to deliberation by the Board, which may recommend the next course of action.

…… ……

Signature Date

For KSM and Employee,

ACKNOWLEDGEMENT

I, _____, NRIC number: _____ acknowledge that I have read and fully understood the contents of this Conflict of Interest Policy ("COI Policy"). **By signing this acknowledgement, I hereby accept and agree to full compliance with this Policy and its accompanying policies, rules and regulations.** I understand that a breach by me, of any provision of this Policy, may result in disciplinary action being taken against me, including summary dismissal.

…… ……

Signature Date

GADANG HOLDINGS BERHAD
CONFLICT OF INTEREST DISCLOSURE FORM
(EMPLOYEES)

Definition & Company Expectation

A Conflict of Interest ("COI") is a situation where the Employees' private interests, relationships or activities interfere or appear to interfere with the fairness / integrity of the Group's business dealings.

The Employees must not engage, directly or indirectly, in any outside or private business interest, relationship or activities that might conflict detrimentally with the interests of the Group or that might impair, or appear to impair, the Employees' ability to make objective and fair decisions when performing their duties.

Responsibilities of Employees

1) **Mandatory Yearly Declaration**: Employees are required to submit this form annually as distributed by Group Human Capital (GHC) regardless of an actual or potential conflict of interest occurring.

2) **Ad-Hoc Declaration**: Employees are responsible to immediately disclose any situation that creates an actual or potential conflict of interest by completing this form and submit to GHC for review and evaluation. Subsequently, GHC will propose action plan to resolve or mitigate the conflict, which will be submitted to the GHB Executive Director for approval. If you are uncertain of any matter relating to the disclosure, you may seek advice from GHC.

3) You are required to comply with all requirements and where applicable, the agreed action plan to resolve or mitigate the conflict. Failure to do so may result in disciplinary action including summary dismissal.

1. Employee General Information

Name:	Date Joined:
Department/Project:	Position title:
Company:	Immediate Superior:

2. Conflict of Interest Checklist

(a) Outside Employment

Do you have outside employment which might reasonably result in a conflict of interest between your private interests and your official duties and responsibilities towards the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name: _____ Business Nature: _____

Position: _____ Commencement Date: _____

Other details: _____

(b) Directorship

Are you serving as a director of any business, industry or community organisation that competes with the Group's businesses? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name: _____ Business Nature: _____

Position: _____ Commencement Date: _____

Other details: _____

(c) Business Interest, Financial Interest

(i) Do you directly or indirectly, hold shares or other forms of beneficial interest in privately owned entities which supply materials, equipments, services or derive other business arrangement with the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name: _____ Business Nature: _____

Type of Business Interest: _____

Other details: _____

2. *Conflict of Interest Checklist (Continued)*

(ii) Do you directly or indirectly, have personal business interest or financial interest or a financial relationship (provide financial assistance to or receive financial assistance from) with the Group's competitors, contractors, customers, and business partners (except for insignificant stock interests in Public Listed Companies)? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name: _____ Business Nature: _____

Type of Business Interest: _____

Other details: _____

(d) Family members and relatives

(i) Do you have any contacts (family members including partners cohabiting together or relatives) who are associated in any significant role of any company that have business dealings with the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name: _____ Business Nature: _____

Position: _____ Relation: _____

Other details: _____

(ii) Do you have any contacts (family members including partners cohabiting together or relatives) who are working in the same Company / Department as you? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name: _____ Employee Name: _____

Department/
Position: _____ Relation: _____

Reporting Relationship: Yes / No If yes, _____

(iii) Do you have any contacts (family members including partners cohabiting together or relatives) who have any direct or indirect interest in a competing company? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name: _____ Business Nature: _____

Position: _____ Relation: _____

Other details: _____

Note: The definition of "relative" shall refer to the definition as stipulated in Malaysian Anti-Corruption Commission Act 2009 which includes spouse, brother or sister, brother or sister of the spouse, a lineal ascendant or descendant, a lineal ascendant or descendant of a spouse, a lineal descendant of a brother or sister, the uncle, aunt or cousin or the son-in-law or daughter-in-law. Significant others include spouse or partners cohabitating together.

(e) Close Personal Relationship

Do you have close personal relationship with GHB Directors, Key Senior Management or other employees in the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Name of Contact : _____ Department : _____

Company : _____ Position : _____

Relationship : _____

Other details : _____

(f) Improper Personal Benefits

Do you have private or personal advantage arising from your position or knowledge gained directly or indirectly in the course of your duties and responsibilities as an employee of the Group? If yes, please elaborate. ☐ Yes ☐ No

_____

_____

_____

2. *Conflict of Interest Checklist (Continued)*

(g) Political Activities

(i) Do you hold any key position as office bearer in any political party? If yes, please elaborate below. ☐ Yes ☐ No

Name of Party : _____ Commencement Date: _____

Position : _____

(ii) Do you actively participate in politics? ☐ Yes ☐ No

(iii) Are you nominated as candidates in any election or elected as representatives in the Federal or State Legislative Body? If yes, please provide the details: ☐ Yes ☐ No

_____

_____

(h) Non-Governmental Organisations / Non-Profit Organisations

Are you involved in such organisations' activities during work hours? ☐ Yes ☐ No

If yes, name of the NGO / NPO _____

Approval obtained from : _____

(i) Supply Chain ☐ Yes ☐ No

Are you currently serving as a director or holding any role in a business, industry or community organisation that directly or indirectly supplies products or services to, or has any other business arrangements with, the Group or any of its subsidiaries? If yes, please elaborate on the following:

Company Name : _____ Business Nature : _____

Product/ Service/ Other Business Arrangement :_____

Other Details :_____

_____

3. *Disclosure of Other Conflict of Interest (if any)*

☐ Employee uses property or resources of the Group for his or her personal purpose or business. If yes, please elaborate.

_____

_____

☐ Employee channels benefits or resources meant for the Group to a company which he or she has an interest in. If yes, please elaborate.

_____

_____

☐ Others

_____

_____

4. *Declaration*

I have used all reasonable diligence in preparing this disclosure and where applicable, I have disclosed the conflict of interest described above as soon as the conflict of interest became known to me.

Signature: _____ Date: _____

5. *Review & Approval of COI* (*This section is to be completed by GHC only*)

(a) Any Conflict of Interest disclosed? ☐ Yes ☐ No

(b) If yes, GHC to review and evaluate the COI.

(c) Action plan to be proposed by GHC to resolve or mitigate the conflict.

_____

_____

_____

_____

Proposed by: **Approved by:**

_____ _____

(Head, Group Human Capital) (GHB Executive Director) Date: _____

(d) GHC shall prepare COI Report (if any) and submit to COSEC for compilation for the quarterly Audit Committee Meeting.

Note

(1) This form will be issued by GHC on a yearly basis to all Employees.

(2) Upon completion, please submit to GHC.

(3) On ad-hoc basis, as soon as you become aware of any actual conflict / potential conflict / perceived conflict of interest, you must disclose immediately and submit the COI form to GHC.

GADANG HOLDINGS BERHAD

CONFLICT OF INTEREST DISCLOSURE FORM

(GHB EXECUTIVE DIRECTORS AND KEY SENIOR MANAGEMENT)

Definition & Company Expectation

A Conflict of Interest ("COI") is a situation where the GHB Executive Directors' or Key Senior Management's private interests, businesses, relationships or activities interfere or appear to interfere with the fairness / integrity of the Group's business dealings. The GHB Executive Directors and Key Senior Management must not engage, directly or indirectly, in any outside or private business interest, relationship or activities that might conflict detrimentally with the interests of the Group or that might impair, or appear to impair, their ability to make objective and fair decisions when performing their duties.

GHB Executive Directors and Key Senior Management are expected to be more vigilant in discharging their duties and obligations towards the Group, given the important fiduciary position that they hold. Bursa Malaysia's Listing Requirements has enhanced the definition of COI i.e Interest in COI is not limited to direct financial interest but also include an indirect financial interest, non-financial interest (e.g. arising from relationships whether family, business or professional interests), or competing loyalties or interest.

Responsibilities of GHB Executive Directors and Key Senior Management

1) **Mandatory Yearly Declaration**: GHB Executive Directors ("GHB EDs") and Key Senior Management ("KSM") are required to submit this form annually as distributed by the Company Secretary ("COSEC") or Group Human Capital ("GHC") regardless of an actual or potential conflict of interest occurring.

2) **Ad-Hoc Declaration**: GHB EDs and KSM are responsible for promptly disclosing any situation that creates an actual, perceived or potential conflict of interest. This is done by completing this form and submitting it to COSEC (for GHB EDs) or GHC (for KSM). GHC shall review and evaluate the COI for KSM. COSEC (for GHB EDs) shall present it to the AC for review and evaluation. In case of uncertainty regarding any matter related to the disclosure, GHB EDs and KSM may seek advice from COSEC and GHC respectively.

3) You are required to comply with all requirements and where applicable, the agreed action plan to resolve or mitigate the conflict. Failure to do so may result in disciplinary action including summary dismissal for KSM; whereas for GHB EDs, the Board will deliberate and recommend the next course of action.

1. GHB Executive Directors and Key Senior Management Particulars

Name:	Date Joined:
Department/Project:	Position title:
Company:	Immediate Superior:

2. Conflict of Interest Checklist

(a) Outside Employment

Do you have outside employment which might reasonably result in a conflict of interest between your private interests and your official duties and responsibilities towards the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature: : _____

Position : _____ Commencement Date : _____

Other details : _____

(b) Directorship

Are you serving as a director of any business, industry or community organisation that competes with the Group's businesses? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature: : _____

Position : _____ Commencement Date : _____

Other details : _____

(c) Business Interest, Financial Interest

(i) Do you directly or indirectly, hold shares or other forms of beneficial interest in privately owned entities which supply materials, equipments, services or derive other business arrangement with the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Type of Business Interest : _____

Other details : _____

2. *Conflict of Interest Checklist (Continued)*

(ii) Do you directly or indirectly, hold shares or other forms of beneficial interest in privately owned entities which offer similar products or services that are likely to replace or substitute products or services offered by the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Type of Business Interest : _____

Other details : _____

(iii) Do you directly or indirectly, hold shares or other forms of beneficial interest in privately owned entities which have similar business in a geographical location which the Group is not currently operating in? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Type of Business Interest : _____

Other details : _____

(iv) Do you directly or indirectly, hold shares or other forms of beneficial interest in privately owned entities which hold assets that may affect or influence the business decisions of the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Type of Business Interest : _____

Other details : _____

(v) Do you directly or indirectly, hold shares or other forms of beneficial interest in privately owned entities which prioritises its private venture by depriving the Group from an identified business opportunity? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Type of Business Interest : _____

Other details : _____

(vi) Do you directly or indirectly, have personal business interest or financial interest or a financial relationship (provide financial assistance to or receive financial assistance from) with the Group's competitors, contractors, customers, and business partners (except for insignificant stock interests in Public Listed Companies)? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature: : _____

Type of Business Interest : _____

Other details : _____

(d) Family members and relatives

(i) Do you have any contacts (family members including partners cohabiting together or relatives) who are associated in any significant role of any company that have business dealings with the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature: : _____

Position : _____ Relation : _____

Other details : _____

(ii) Do you have any contacts (familly members including partners cohabiting together or relatives) who are working in the same Company / Department as you? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Employee Name: : _____

Department/ Position : _____ Relation : _____

Reporting Relationship : Yes / No If yes, _____

(iii) Do you have any contacts (family members including partners cohabiting together or relatives) who have any direct or indirect interest in a competing company? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Position : _____ Relation : _____

Other details : _____

2. *Conflict of Interest Checklist (Continued)*

(iv) Do you have any contacts (family members including partners cohabiting together or relatives) who have any direct or indirect interest in a company which offers similar products or services that are likely to replace or substitute products or services offered by the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____
Position : _____ Relation : _____
Other details : _____

(v) Do you have any contacts (family members including partners cohabiting together or relatives) who have any direct or indirect interest in a company which have similar business in a geographical location which the Group is not currently operating in? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____
Position : _____ Relation : _____
Other details : _____

(vi) Do you have any contacts (family members including partners cohabiting together or relatives) who have any direct or indirect interest in a company which holds assets that may affect or influence the business decisions of the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____
Position : _____ Relation : _____
Other details : _____

(vii) Do you have any contacts (family members including partners cohabiting together or relatives) who have any direct or indirect interest in a company which prioritises its private venture by depriving the Group from an identified business opportunity? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____
Position : _____ Relation : _____
Other details : _____

Note: The definition of "relative" shall refer to the definition as stipulated in Malaysian Anti-Corruption Commission Act 2009 which includes spouse, brother or sister, brother or sister of the spouse, a lineal ascendant or descendant, a lineal ascendant or descendant of a spouse, a lineal descendant of a brother or sister, the uncle, aunt or cousin or the son-in-law or daughter-in-law. Significant others include spouse or partners cohabitating together.

(e) Close Personal Relationship

Do you have close personal relationship with GHB Directors, Key Senior Management or other employees in the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Name of Contact : _____ Department : _____
Company : _____ Position : _____
Relationship : _____
Other details : _____

(f) Improper Personal Benefits

Do you have private or personal advantage arising from your position or knowledge gained directly or indirectly in the course of your duties and responsibilities as a GHB Executive Director or Key Senior Management of the Group? If yes, please elaborate. ☐ Yes ☐ No

_____
_____
_____

(g) Political Activities

(i) Do you hold any key position as office bearer in any political party? If yes, please elaborate on the following:- ☐ Yes ☐ No

Name of Party : _____ Commencement Date : _____
Poition : _____

(ii) Do you actively participate in politics? ☐ Yes ☐ No

(iii) Are you nominated as candidates in any election or elected as representatives in the Federal or State Legislative Body? If yes, please provide the details: ☐ Yes ☐ No

_____
_____

2. *Conflict of Interest Checklist (Continued)*

(h) Non-Governmental Organisations / Non-Profit Organisations
Are you involved in such organisations' activities during work hours? ☐ Yes ☐ No
If yes, name of the NGO / NPO _____
Approval obtained from : _____

(i) Supply Chain ☐ Yes ☐ No
Are you currently serving as a director or holding any role in a business, industry or community organisation that directly or indirectly supplies products or services to, or has any other business arrangements with, the Group or any of its subsidiaries? If yes, please elaborate on the following:
Company Name : _____ Business Nature : _____
Product/ Service/ Other Business Arrangement :_____
Other Details :_____
_____

3. *Disclosure of Other Conflict of Interest (if any)*

☐ Uses property or resources of the Group for your personal purpose or business. If yes, please elaborate.

☐ Channels benefits or resources meant for the Group to a company which you have an interest in. If yes, please elaborate.

☐ Others

4. *Declaration*

I have used all reasonable diligence in preparing this disclosure and where applicable, I have disclosed the conflict of interest described above as soon as the conflict of interest became known to me.

Signature: _____ Date : _____

5. *Review & Approval of COI* *(This section is to be completed by COSEC and GHC only)*

(a) Any Conflict of Interest disclosed? ☐ Yes ☐ No

(b) If yes, GHC (for KSM) to review and evaluate the COI and COSEC (for GHB ED) to forward to AC to review and evaluate the COI.

(c) Action plan to be proposed by the AC (for GHB EDs) and GHC (for KSM) to resolve or mitigate the conflict.

Proposed by **Approved by**

_____ _____ Date: _____
{AC (for GHB EDs)/ GHC (for KSM)} (Board (for GHB EDs)/ GHB ED (for KSM)}

(d) COSEC (for GHB EDs) and GHC (for KSM) are to prepare the COI Report (if any) and COSEC will compile them for the quarterly Audit Committee meeting.

Note

(1) This form will be issued by COSEC or GHC on a yearly basis to GHB Executive Director and Key Senior Management respectively.
(2) Upon completion, please submit to COSEC (GHB Executive Director) or GHC (Key Senior Management).
(3) On ad-hoc basis, as soon as you become aware of any actual conflict / potential conflict / perceived conflict of interest, you must disclose immediately and submit the COI form to COSEC (GHB Executive Director) or GHC (Key Senior Management).

GADANG HOLDINGS BERHAD

CONFLICT OF INTEREST DISCLOSURE FORM

(GHB INDEPENDENT NON-EXECUTIVE DIRECTORS)

Definition & Company Expectation

A Conflict of Interest ("COI") arises when a GHB Indepedent Non-Executive Director ("INED") has private interests, businesses, relationships or activities that could interfere or appear to interfere with the fairness / integrity of the Group's business dealings. The GHB INEDs are strongly discouraged from taking on multiple roles such as consultants, advisors, trustees or any other positions that could create conflicts of interest with their official duties in organisations that may compete with the Group's businesses. These matters must be promptly disclosed to the Board of Directors (Board) should GHB INED accept any of these roles.

GHB INEDs are expected to be more vigilant in discharging their duties and obligations towards the Group, given the important fiduciary position that they hold. Bursa Malaysia's Listing Requirements has enhanced the definition of COI i.e Interest in COI is not limited to direct financial interest but also include an indirect financial interest, non-financial interest (e.g. arising from relationships whether family, business or professional interests), or competing loyalties or interest.

Responsibilities of GHB Independent Non-Executive Directors

1) **Mandatory Yearly Declaration**: GHB INEDs are required to submit this form annually as distributed by the Company Secretary ("COSEC") regardless of an actual or potential conflict of interest occurring.

2) **Ad-Hoc Declaration**: GHB INEDs are responsible to immediately disclose any situation that creates an actual, perceived or potential conflict of interest by completing this form and submitting it to the COSEC, who will then present it to the AC for review and evaluation of the COI. The AC will discuss and propose action plan to resolve or mitigate the conflict, which will be submitted to the Board for approval. In case of any uncertainty related to the disclosure, GHB INEDs may seek advice from COSEC.

3) You are required to comply with all requirements and where applicable, the agreed action plan to resolve or mitigate the conflict. Failure to do so may result in the Board deliberating and recommending the next course of action.

1. GHB Independent Non-Executive Directors' Particulars

Name:	Date Joined:
Department/Project:	Position title:
Company:	

2. Conflict of Interest Checklist

(a) Outside Employment /Other Role

Do you currently hold any role such as consultants, advisors, trustees or other positions that could create conflicts of interest by virtue of your official duties in other organisations that may compete with the Group's businesses? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature: : _____

Position : _____ Commencement Date : _____

Other details : _____

(b) Directorship

Are you serving as a director of any business, industry or community organisation that competes with the Group's businesses? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature: : _____

Position : _____ Commencement Date : _____

Other details : _____

(c) Business Interest, Financial Interest

(i) Do you directly or indirectly, hold shares or other forms of beneficial interest in privately owned entities which supply materials, equipments, services or derive other business arrangement with the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Type of Business Interest : _____

Other details : _____

2. *Conflict of Interest Checklist (Continued)*

(ii) Do you directly or indirectly, hold shares or other forms of beneficial interest in privately owned entities which offer similar products or services that are likely to replace or substitute products or services offered by the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Type of Business Interest : _____

Other details : _____

(iii) Do you directly or indirectly, hold shares or other forms of beneficial interest in privately owned entities which have similar business in a geographical location which the Group is not currently operating in? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Type of Business Interest : _____

Other details : _____

(iv) Do you directly or indirectly, hold shares or other forms of beneficial interest in privately owned entities which hold assets that may affect or influence the business decisions of the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Type of Business Interest : _____

Other details : _____

(v) Do you directly or indirectly, hold shares or other forms of beneficial interest in privately owned entities which prioritises its private venture by depriving the Group from an identified business opportunity? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Type of Business Interest : _____

Other details : _____

(vi) Do you directly or indirectly, have personal business interest or financial interest or a financial relationship (provide financial assistance to or receive financial assistance from) with the Group's competitors, contractors, customers, and business partners (except for insignificant stock interests in Public Listed Companies)? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature: : _____

Type of Business Interest : _____

Other details : _____

(d) Family members and relatives

(i) Do you have any contacts (family members including partners cohabiting together or relatives) who are associated in any significant role of any company that have business dealings with the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature: : _____

Position : _____ Relation : _____

Other details : _____

(ii) Do you have any contacts (familly members including partners cohabiting together or relatives) who are working in the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Employee Name: : _____

Department/ Position : _____ Relation : _____

Reporting Relationship : Yes / No if yes, _____

(iii) Do you have any contacts (family members including partners cohabiting together or relatives) who have any direct or indirect interest in a competing company? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Position : _____ Relation : _____

Other details : _____

2. *Conflict of Interest Checklist (Continued)*

(iv) Do you have any contacts (family members including partners cohabiting together or relatives) who have any direct or indirect interest in a company which offers similar products or services that are likely to replace or substitute products or services offered by the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Position : _____ Relation : _____

Other details : _____

(v) Do you have any contacts (family members including partners cohabiting together or relatives) who have any direct or indirect interest in a company which have similar business in a geographical location which the Group is not currently operating in? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Position : _____ Relation : _____

Other details : _____

(vi) Do you have any contacts (family members including partners cohabiting together or relatives) who have any direct or indirect interest in a company which holds assets that may affect or influence the business decisions of the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Position : _____ Relation : _____

Other details : _____

(vii) Do you have any contacts (family members including partners cohabiting together or relatives) who have any direct or indirect interest in a company which prioritises its private venture by depriving the Group from an identified business opportunity? If yes, please elaborate on the following:- ☐ Yes ☐ No

Company Name : _____ Business Nature : _____

Position : _____ Relation : _____

Other details : _____

Note: The definition of "relative" shall refer to the definition as stipulated in Malaysian Anti-Corruption Commission Act 2009 which includes spouse, brother or sister, brother or sister of the spouse, a lineal ascendant or descendant, a lineal ascendant or descendant of a spouse, a lineal descendant of a brother or sister, the uncle, aunt or cousin or the son-in-law or daughter-in-law. Significant others include spouse or partners cohabitating together.

(e) Close Personal Relationship

Do you have close personal relationship with GHB Directors, Key Senior Management or other employees in the Group? If yes, please elaborate on the following:- ☐ Yes ☐ No

Name of Contact : _____ Department : _____

Company : _____ Position : _____

Relationship : _____

Other details : _____

(f) Improper Personal Benefits

Do you have private or personal advantage arising from your position or knowledge gained directly or indirectly in the course of your duties and responsibilities as a GHB INED? If yes, please elaborate. ☐ Yes ☐ No

_____

_____

_____

(g) Political Activities

(i) Do you hold any key position as office bearer in any political party? If yes, please elaborate on the following:- ☐ Yes ☐ No

Name of Party : _____ Commencement Date : _____

Position : _____

(ii) Do you actively participate in politics? ☐ Yes ☐ No

(iii) Are you nominated as candidates in any election or elected as representatives in the Federal or State Legislative Body? If yes, please provide the details: ☐ Yes ☐ No

_____

_____

2. *Conflict of Interest Checklist (Continued)*

(h) Non-Governmental Organisations / Non-Profit Organisations
Are you involved in such organisations' activities? ☐ Yes ☐ No
If yes, name of the NGO / NPO _____

(i) Supply Chain
Are you currently serving as a director or holding any role in a business, industry or community organisation that directly or indirectly supplies products or services to, or has any other business arrangements with, the Group or any of its subsidiaries? If yes, please elaborate on the following: ☐ Yes ☐ No
Company Name : _____ Business Nature : _____
Product/ Service/ Other Business Arrangement :_____
Other Details :_____
_____

3. *Disclosure of Other Conflict of Interest (if any)*

☐ Uses property or resources of the Group for your personal purpose or business. If yes, please elaborate.
_____
_____

☐ Channels benefits or resources meant for the Group to a company which you have an interest in. If yes, please elaborate.
_____
_____

☐ Others
_____
_____

4. *Declaration*

I have used all reasonable diligence in preparing this disclosure and where applicable, I have disclosed the conflict of interest described above as soon as the conflict of interest became known to me.

Signature: _____ Date : _____

5. *Review & Approval of COI (For COSEC use only)*

(a) Any Conflict of Interest disclosed? ☐ Yes ☐ No

(b) If yes, forward to AC for review and evaluation.

(c) Action plan to be proposed by AC to resolve or mitigate the conflict.
_____
_____
_____

Proposed by **Approved by**

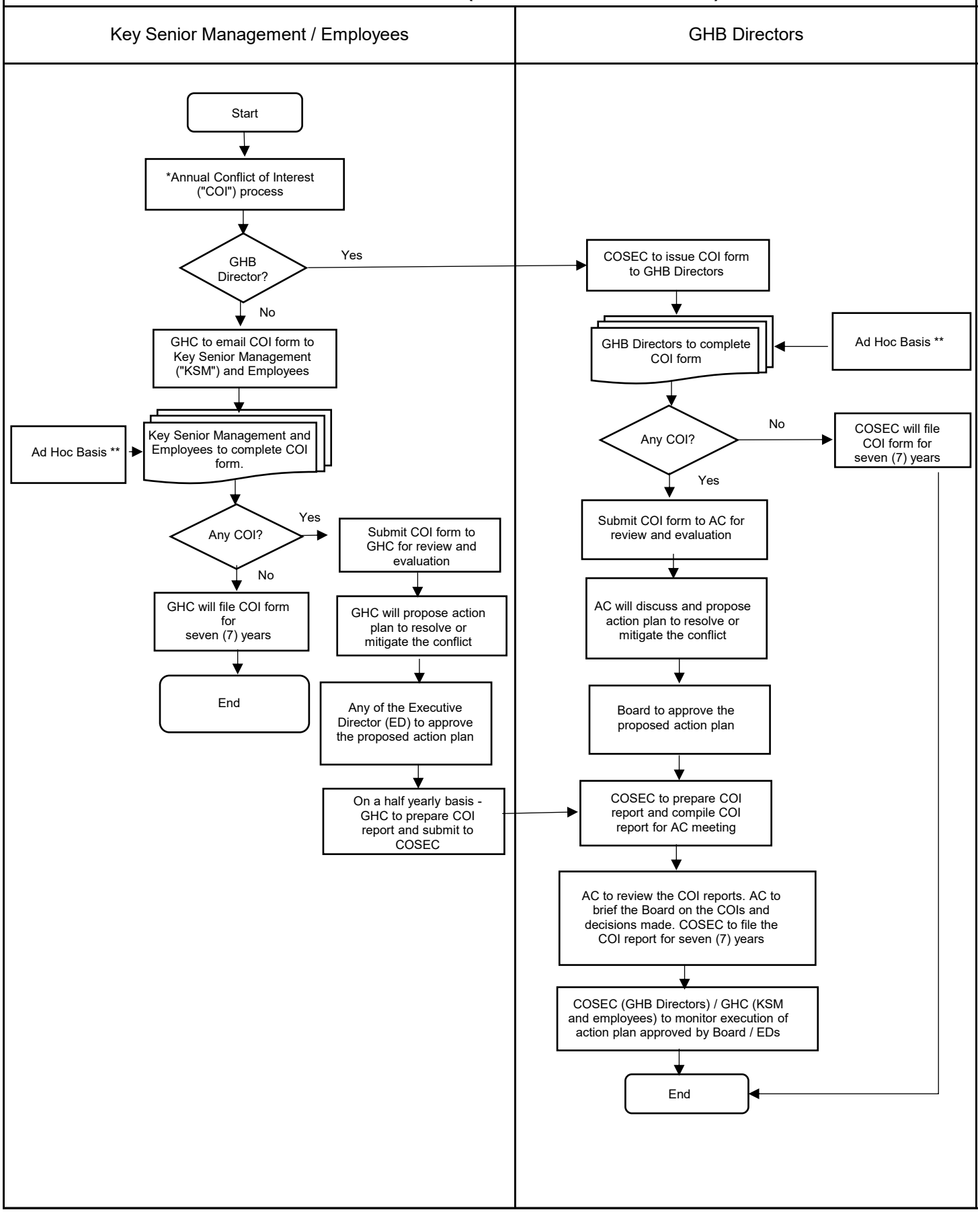
_____ _____ Date: _____
(AC Chairman) (GHB Board Chairman)

(d) COSEC to prepare and compile COI Report (if any) for quarterly Audit Committee Meeting.

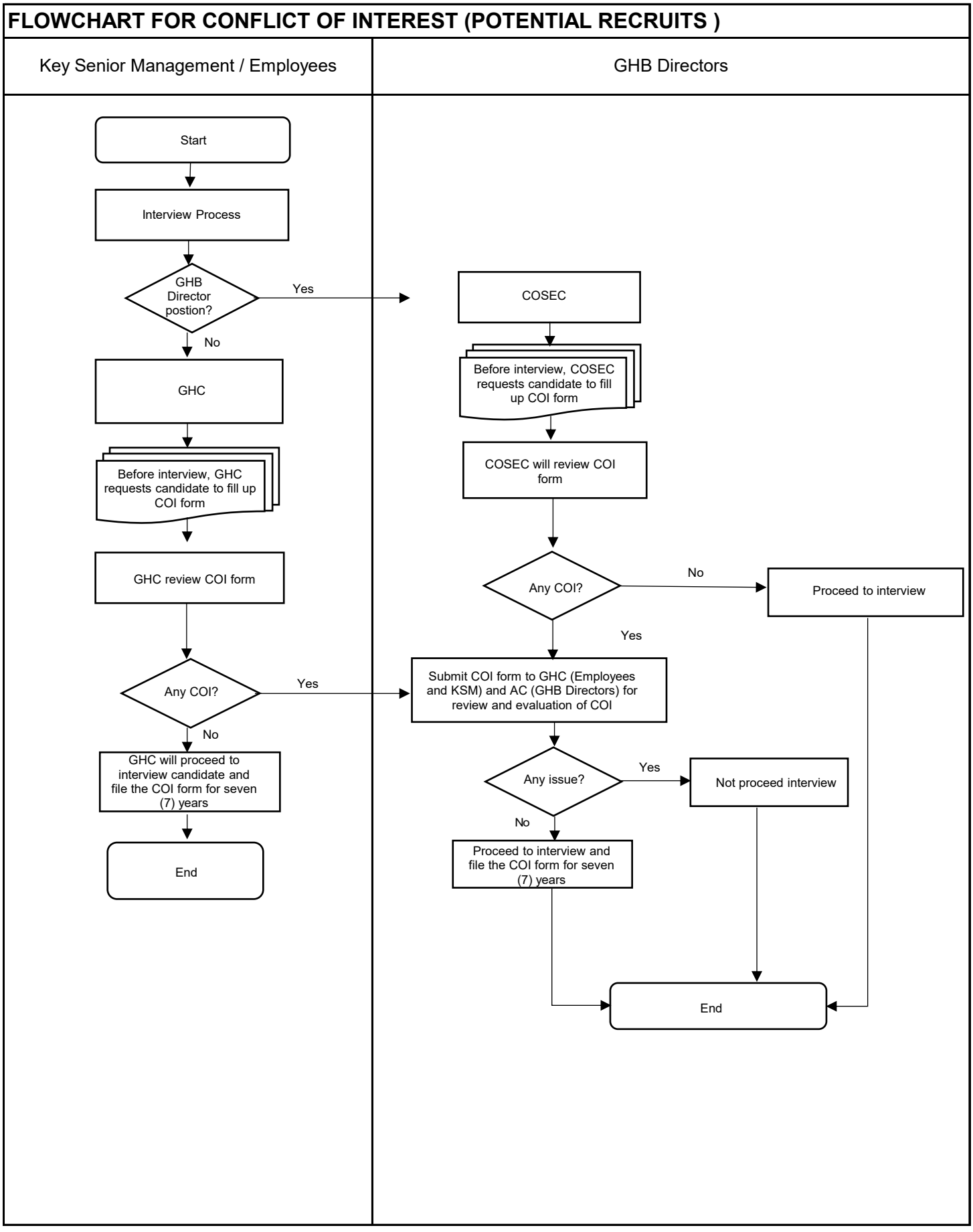
Note

(1) This form will be issued by COSEC on a yearly basis to GHB INEDs.
(2) Upon completion, please submit to COSEC.
(3) On ad-hoc basis, as soon as you become aware of any actual conflict / potential conflict / perceived conflict of interest, you must disclose immediately and submit the COI form to COSEC.

FLOWCHART FOR CONFLICT OF INTEREST (EXISTING PERSONNEL)



* For Annual Declaration, GHB Directors, Key Senior Management and Employees are still required to declare even when there is no conflict.

** On ad-hoc basis, as soon as GHB Directors, Key Senior Management, and Employees become aware of any actual conflict / potential conflict / perceived conflict, he / she must disclose immediately in the COI form and submit to COSEC (GHB Directors) or GHC (Key Senior Management and Employees).

FLOWCHART FOR CONFLICT OF INTEREST (POTENTIAL RECRUITS)