



PROPEL GLOBAL BERHAD

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CONFLICT OF INTEREST POLICY

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DOCUMENT CHANGE HISTORY

Version	Date	Summary of Changes	Approved By
1.0	27.5.2024	New	Board of PGB

APPLICABILITY

This document is applicable to all Directors and employees and stakeholders of Propel Global Berhad Group (PGB Group).

REFERENCES

Whenever applicable, this Policy should be read together with:

- Board Charter of PGB
- Anti-Bribery and Corruption Policy
- Whistleblower Policy
- Corporate Code of Conduct and Ethics
- Fit and Proper Policy
- Employee Handbook
- Related Party Transaction Policy
- Records Management Policy
- Anti-Money Laundering & Counter Financing of Terrorism Policy
- Other related documents issued by PGB, Business/Department Units of the Group from time to time

Others References:

- Companies Act, 2016
- Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad
- Capital Market and Services Act, 2007
- Guidelines on Conduct of Directors of Listed Corporations and Their Subsidiaries issued by Securities Commission Malaysia issued on 30 July 2020 and revised on 12 April 2021
- Issuers Communication – Guidance on Conflict of Interest (ICN 1/2023) issued by Bursa Malaysia Securities Berhad
- Malaysian Code on Corporate Governance

CAUTION

The details described in this document are not exhaustive to the extent of excluding the personnel from exercising good judgement and discretion.

However, all personnel must always bear in mind that the underlying principle is to always safeguard the company's interest and to avoid occurrence of any financial loss and/or incidences which could adversely impact the Company's good name and image.

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GLOSSARY

No.	Terms	Description
1	AC	Audit Committee
2	BUL	Business Unit Lead
3	CIDF	Conflict of Interest Declaration Form
4	COI	Conflict of Interest
5	HOD	Head of Department
6	GCEO	Group Chief Executive Officer
7	KSM	Key Senior Management
8	PGB or the Company	Propel Global Berhad
9	PGB Group	PGB and its group of companies
10	Head of HCA	Head of Human Capital & Administration of PGB

End of Section

1. INTRODUCTION

1.1. Background

1.1.1 Propel Global Berhad (“PGB” or “the Company”) and its subsidiaries (“PGB Group”) aim to maintain the highest ethical standards in carrying out the business activities. Accordingly, PGB Group expects all its Directors and Employees to conduct themselves with integrity, impartiality and professionalism at all times, and to avoid any COI that may arise in the performance of their duties.

1.2. Objectives

1.2.1 The purpose of this Policy is to protect the Group’s interest from any harmful COI situations, to safeguard PGB Group’s reputation, minimize legal liability and enable the Group to effectively fulfil its responsibilities to all its stakeholders, society and environment. This policy is to ensure that actual, potential and perceived COI are identified and managed effectively in a fair and transparent manner. It is intended to provide guidance on how to deal with situations involving COI as and when they arise.

1.3. Scope and Applicability

1.3.1 This Policy applies whenever an individual recognises, or should reasonably anticipate, that a COI situation may arise from their current or future engagement with the Group.

1.3.2 The scope of this Policy is relatively wide in its coverage of activities that might give rise to COI. As it is not possible for the policy to be all-inclusive, Directors and Employees are expected to exercise sound judgment, adhering to the intent of the Policy.

1.3.3 This policy applies to all Directors and Employees of PGB Group.

1.4. Approval and Exception

1.4.1 Changes in this policy and related types of documents shall require the endorsement of the relevant approving authority.

1.5. Regulatory Framework

1.5.1 Companies Act 2016 - Sections 218, 219, 221 and 222

1.5.2 Guidelines on Conduct of Directors of Listed Corporations and Their Subsidiaries issued by Securities Commission Malaysia revised on 12 April 2021–

(i) 3.02, 3.05 and 3.06 of Chapter 3 – Conduct Requirements For Directors

(ii) 5.02 of Chapter 5 – Group Governance

1.5.3 Capital Market and Services Act, 2007 – Section 317A

1.5.4 Main Market Listing Requirements – Chapter 8, 9 and 15

1.5.5 Malaysian Code on Corporate Governance

1.6. Definitions

1.6.1 **“Beneficial interest”** refers to the right to receive economic benefits from an asset without being the legal owner of the asset, e.g. entitlement of income from shares held through a nominee.

1.6.2 **“Board”** refers to Board of Directors of PGB.

1.6.3 **“Conflict of interest” OR “COI”** is a situation in which a person has competing interests and the serving of one interest could improperly influence the performance of duties and responsibilities, and which may be at the detriment and/or personal gain to another. A COI is generally divided into three (3) categories –

- a. **Actual** COI refers to direct or real conflict between a person's duties and responsibilities to PGB Group and a competing personal interest. It exists at the present time.
- b. **Potential** COI refers to a situation where a person's private interest could potentially develop to influence the exercise of one's power or performance of duties or responsibilities to PGB Group. It could be reasonably foreseeable to exist in the future.
- c. **Perceived** COI refers to a situation where others may reasonably perceive, or give the perception, that a COI exists which could affect one's decision or responsibility.

1.6.4 **“Director(s)”** means directors of PGB, including Executive, Non-Executive Director and Independent Director

1.6.5 **“Employee(s)”** includes permanent, temporary, contract, part-time, intern, apprentice / students and seconded staff under the Group.

1.6.6 **“Family”** in relation to a person means such person who falls within any one of the following categories:

- (a) spouse;
- (b) parent;
- (c) child including an adopted child and step-child;
- (d) brother or sister; and
- (e) spouse of the person referred to in subparagraphs (c) and (d) above.

1.6.7 **“Interested Party”** means a Director or an Employee, who is deemed to have a vested, potential or perceived vested interest, directly and/or indirectly, in the Group and/or is in a position or would be in a position to exert/exercise influence on the Group's

business/operations/decision making, which could/may undermine the Group's interest.

1.6.8 **“Key Senior Management”** or **“KSM”** means the highest level of management in the Group, including C-suite employees who are not on the BOD and any other persons whom the BOD shall consider as being a KSM.

1.6.9 **“Material”** in relation to shareholding means equity ownership of 5% or more.

1.7. Review of Policy

1.7.1 This Policy should be reviewed regularly to ensure that they remain relevant and in line with current developments. Updates to policy should be communicated swiftly.

2. IDENTIFICATION OF CONFLICT OF INTEREST CIRCUMSTANCES AND SITUATIONS

2.1 A COI would arise when a person's ability to perform his/her duties effectively or impartially is potentially impaired by personal interest, considerations, or relationships.

2.2 Generally, COI may be described under the following broad categories but is not exhaustive: -

(a) Equity ownership in entities having a business relationship with PGB Group

This is where a Director or an Employee holds shares in privately owned entities having a business relationship with PGB Group, either directly or indirectly (e.g. through a family member). This does not apply to shares held in publicly quoted companies which have a business relationship with PGB Group, unless such holding is considered to be material and the interest is likely to impair the objectivity of the Director or employee concerned.

(b) Directorship, partnership or other forms of Beneficial Interest in entities having a business relationship with PGB Group

This applies to situations where a Director or an Employee holds a position or has an interest in entities having a business relationship with PGB Group. An example would be where the Director or Employee of PGB Group is a Director of a company supplying materials to PGB Group. Such situations would result in a COI.

(c) Personal family relationships

A COI would exist if a family member of a Director or an Employee has a reporting relationship with the Director or Employee. This also applies to situations where a family member of the Director or Employee of PGB Group is working in a company bidding for a project to be awarded by PGB Group, although there is no contractual agreement yet.

(d) Contractual dealings with Director or Employee

This refers to situations where PGB Group purchases or leases property, equipment, materials and etc. from a Director or an Employee, or enters into contractual arrangements with a Director or an Employee (other than employment contracts). Such situations give rise to a COI, and should be declared.

(e) Personal use of the Group's assets

Unauthorised personal use of the Group's assets, resources, or information, without prior approval from the GCEO (for employees other than KSM) / Chairman of the Board (for Directors and KSM) and, in the case involving the Chairman, approval from the Board.

(f) Personal gain through business related opportunities with PGB Group

Director or Employee pursues personal gain related to the Group's business, utilising the Group's property, information, or position for personal gain, and engaging in any form of competition with the Group for business opportunities.

3. TYPE OF INTERESTS

- (a) **Financial interests** refer to interests that can be measured in monetary terms, such as remuneration (salary, commission, fees etc.), commercial dealings such as business contracts, consultancy fees, acquisition and/or sale of assets etc.
- (b) **Non-financial interests** include all other interests that are not measured in monetary terms, such as directorship (or involvement in other organizations such as competing businesses, professional, charitable, religious or political bodies, etc.), accessibility to confidential information, influence via family member relationship, etc.
- (c) **Direct interests** refer to self-interest when an Interested Party has clear and defined rights.
- (d) **Indirect interests** refer to situations when an Interested Party derived benefits through a third party or an intermediary such as suppliers, customers, or competitors.

Examples of COI situations can be found in Appendix I. While Appendix I covers various COI situations, it is not exhaustive.

4. MANAGING CONFLICT OF INTEREST

Any situation involving COI, whether direct or indirect, financial or non-financial, actual or potential or perceived, must be declared immediately after the relevant facts have come to a person's knowledge.

4.1 For Directors and Key Senior Management

- 4.1.1 Before the appointment of any Director/KSM, a Conflict of Interest Declaration Form ("CIDF") as per Appendix II, shall be duly completed by the candidate and together with his/her profile, shall be presented to the Nomination and Remuneration Committee for evaluation. It is crucial for transparency and ethical considerations to disclose any potential conflicts that might influence their ability to fulfil their duties impartially. This allows PGB to assess the situation and decide whether the appointment is appropriate. Nomination and Remuneration Committee shall also perform internal and external due diligence e.g. personal involvement searches, CTOS and foreign searches involving foreign directors or KSM. Nomination and Remuneration Committee may seek the comment of AC on such COI declaration before recommending to the Board for appointment.

- 4.1.2 In the case of a Director or KSM, who having an interest, either directly or indirectly or whether actual or potential, in any transaction or arrangement with PGB Group, or, holding any office or possessing any property where duties or interests therein may create a COI with his/her duties or interests as Director/KSM of PGB Group, shall as soon as practicable after the facts have come to the Director/KSM's knowledge, or, after becoming Director/KSM or possessing the property (as the case may be), declare the nature, character and extent of the Director/KSM's interest and conflict to the Company Secretary. The Company Secretary must take immediate action to obtain more information for tabling/circulation to the AC. The AC shall first review such potential or actual COI and determine the measures required to be taken to resolve, eliminate or mitigate such conflicts and report the decision to the Board of Directors for deliberation. Such declaration must be recorded by the Company Secretary in the minutes of meeting.
- 4.1.3 Directors should declare any interests relevant to agenda items at the start of a meeting and/or during discussion (including where there is potential for a perceived COI).
- (i) Where there is a COI, the said director will not participate in the consideration of the relevant item and shall withdraw from the discussion (recuse or abstain) thereon and shall not vote on the resolution in respect of the relevant item.
 - (ii) If majority of the Non-Conflicted Directors resolve that the disclosed interest should not disqualify a Conflicted Director from being present while the COI matter is being considered, then para 4.1.3 (i) above shall not apply. The Conflicted Director may be present only to make the quorum counted at the Board meeting but shall not participate and vote in any discussion while the COI matter is being considered during the Board meeting pursuant to Section 222 of the Companies Act 2016 ("CA 2016"). If necessary, the Chair will determine whether there is a COI.
- 4.1.4 To further strengthen the COI disclosure, the Chairman of the Board/Chairman of the meeting is advisable at every meeting i.e. before the commencement of the agenda items, to remind the Directors/KSM to make declaration/disclosure should there be any COI (including potential COI) based on matters tabled at the particular meeting.
- 4.1.5 Where there is any change in the nature and extent of the Director/KSM's interest subsequent to the disclosure, the Director/KSM shall make a further disclosure of such changes.
- 4.1.6 All CIDF of Director/KSM received by the Company Secretary must be escalated to the AC for review and report to the Board accordingly. AC shall review the declaration made by the Director/KSM and propose the course of action to take to manage the conflict as well as to mitigate the impact of the conflict on the decision making process. The Company Secretary shall minute the declaration and decision taken on the COI matter. The outcome of the review shall be communicated to the declarant (please refer to Appendix III) and he/she shall abide by the AC's determination on the reasonable steps and measures to manage, resolve or eliminate the COI or potential COI.
- 4.1.7 If a conflict is not identified upon review, an explanation thereon should be documented accordingly and communicated to the Director/KSM concerned.
- 4.1.8 In the event that any COI matter is anticipated or brought before the Board by the Chairman, Directors, KSM or any other concerned party or a whistleblower in accordance with Whistleblower Policy that has a concern that the disclosure of such a matter to a

particular Director would not be in the best interests of PGB Group and/or place that particular Director/KSM in a position of conflict, the COI matter shall be referred to the AC for further investigation.

The AC, in consultation with the Chairman of the Board and/or the Company Secretary, will conduct a thorough assessment to determine if the Conflicted Director is indeed facing a COI situation. In such circumstances, the Conflicted Director:

- (i) will not be provided with any Board papers or information related to the COI matter;
- (ii) shall be excused from participating in any part of a Board or Board Committee meeting during discussions on the COI matter;
- (iii) shall not vote on the COI matter and abstain from executing any directors' circular resolution(s) containing the motion on the COI matter; and
- (iv) monitor such COI matter and further disclose any material change/development thereto to the Company Secretary.

4.1.9 All Directors and KSM are required to make an annual declaration of COI or potential COI via the Annual Conflict of Interest Declaration form as set out in Appendix V of this Policy.

4.1.10 An annual COI review of Directors and KSM, shall be conducted by the Board, together with the Nominating & Remuneration Committee. The COI assessment should be undertaken on an annual basis for all incumbent Directors, regardless of whether they are subject to re-election at the annual general meeting.

4.2 For Employees, other than Key Senior Management

4.2.1 At the time of recruitment; Human Human Capital & Administration (HCA) Department should obtain a duly completed CIDF (as per Appendix II) from an onboarding Employee. The COI must be escalated to the Head of HCA and HOD of the recruiting department (for PGB) / BUL (for Business Units) for further assessment and manage the situation.

4.2.2 During the employment, any COI declaration shall be made as and when the conflict arises, and shall be made at the earliest opportunity i.e. as soon as the employee becomes aware of the conflict.

4.2.3 The completed Declaration Form shall be forwarded by the person with the conflict concerned to his/her HOD (for PGB)/ BUL (for Business Units), who shall then assess the situation together with Head of HCA.

4.2.4 The HOD concerned together with Head of HCA shall jointly analyse the situation to decide if COI exists and propose the appropriate course of action to take to manage the conflict as well as to mitigate the impact of the conflict on the decision-making process if COI does exist.

4.2.5 The recommendation shall be documented appropriately and approved by GCEO (please refer to Appendix IV) before communicating to the Employee concerned. The Employee concerned shall abide by the decision on the reasonable steps and measures to manage, resolve or eliminate the COI or potential COI.

4.2.6 The person with the conflict and the respective HOD (for PGB) / BUL (for Business Units) must take reasonable steps to manage the conflict and to mitigate the impact of the conflict on the negotiation/ discussion/ decision making process. The participation of the person with conflict should be limited and restricted. Such limitation or restriction should include, but is not limited to the following:-

- (a) abstaining from the project/matter, including any involvement, discussion and/or voting on the decision making;
- (b) limiting access to information and being denied access to sensitive or confidential documents relating to the matter;
- (c) executing of confidential agreement or non-disclosure agreement on any information related to the conflicted matter; and
- (d) if necessary, re-arranging duties or responsibilities to a non-conflicting function.

4.2.7 If a conflict is not identified upon review, an explanation thereon should be documented accordingly and communicated to the Employee concerned.

5. FACTORS FOR CONSIDERATION DURING EVALUATING OF COI SITUATION

Evaluating a COI situation requires careful consideration of various factors to ensure fairness, transparency, and ethical conduct. Key factors to be considered include:

- (i) **Nature of the Relationship:** Examine the nature and extent of the relationship between the parties involved. Determine whether it is financial, personal, professional, or familial.
- (ii) **Impact on Objectivity:** Assess how the COI may affect the objectivity and impartiality of the individual's decision-making or actions. Consider whether there is a risk of bias or favouritism.
- (iii) **Relevance to Responsibilities:** Determine the relevance of the conflict to the individual's responsibilities or duties. Evaluate whether the conflict could influence their ability to fulfil their obligations fairly and effectively.
- (iv) **Potential for Influence:** Consider the potential for the conflicted party to exert undue influence or pressure on others due to their position or relationship.
- (v) **Transparency and Disclosure:** Evaluate the level of transparency and disclosure regarding the conflict. Determine whether the individual has properly disclosed their COI and whether relevant stakeholders are adequately informed.
- (vi) **Mitigation Measures:** Assess whether there are any measures in place to mitigate or manage the COI effectively. This could include recusal from decision-making, establishing ethical walls, or seeking independent advice.
- (vii) **Legal and Regulatory Compliance:** Ensure that the situation is evaluated in accordance with relevant laws, regulations, and PGB's policies governing COI.

- (viii) **Potential Harm or Benefit:** Consider the potential harm or benefit that could result from the COI. Evaluate whether any harm outweighs the potential benefits or vice versa.
- (ix) **Public Perception and Trust:** Take into account the potential impact on public perception and trust in the integrity of the individual or PGB Group.
- (x) **Ethical Considerations:** Reflect on the ethical principles and values at stake, such as honesty, integrity, fairness, and accountability. Determine whether the actions taken uphold these principles.

By carefully considering these factors, Directors / Employees and PGB Group can effectively evaluate and address COI situations to uphold ethical standards and ensure the integrity of their decision-making processes.

6. RECORD MAINTENANCE AND REPORT

- (i) For COI involving Employees (other than KSM), the Head of HCA shall maintain records of all COI declarations as well as other related documents. Head of HCA shall compile a summary of all the COI situations that arose, perceived and/or potential, reviewed and approved by the GCEO and the measures taken to resolve, eliminate, or mitigate such conflicts, for presentation by GCEO to the AC for every quarter and financial year.
- (ii) For COI involving Directors and KSM, the Company Secretary shall maintain records of the declarations and any other related documents. The Company Secretary shall compile a summary of all the COI situations that arose, perceived and/or potential, reviewed by the AC and the measures taken to resolve, eliminate, or mitigate such conflicts, for reporting to the Board every quarter and financial year and for inclusion in the annual AC report.

All the records shall be maintained in accordance with the Group’s Records Management Policy.

7. BREACH OF POLICY

Failing to disclose a COI or provide an incomplete or inaccurate disclosure of a COI or seek approval in the event of a COI or appropriately deal with a COI, in a timely manner, constitutes a violation of this Policy, and for Directors constitute a misconduct under the Companies Act 2016, may lead to disciplinary action being taken by the Group and applicable civil and criminal liability.

8. ROLES AND RESPONSIBILITIES

This Policy ensures fairness and transparency in handling the various COI situations by segregating the specific roles and responsibilities to different parties as set out below:

Party	Role	Responsibilities
All Directors and Employees	Declaration of COI	(i) Declare COI at point of appointment. Subsequently annual declaration is required and if needed, as and when a COI situation arises.

Party	Role	Responsibilities
BOD	Oversee; Review; Advise / Approve COI Report	<ul style="list-style-type: none"> (i) Oversee this Policy & its related procedures. (ii) Review, advise and/or approve the evaluation criteria and corresponding action plan to address the COI findings. (iii) Entrust critical areas to be reviewed by the AC. (iv) Deliberate on COI findings presented by AC during BOD meeting.
AC	Review; Report; Recommend to BOD the COI Report	<ul style="list-style-type: none"> (i) Ensure this Policy complies with relevant regulatory requirements. (ii) Review and monitor the COI situation(s) reported by the GCEO on Employees and ensure that they are properly managed and enforced in accordance with the Policy across the Group. (iii) Review and evaluate any COI disclosures by Directors and KSM and manage them, whenever necessary. (iv) Report the COI findings and its corresponding assessment/decision to the BOD. (v) Disclose in the AC Report on annual basis, all the COI situations that arose, perceived and/or potential, together with the measures on how such conflicts were resolved, eliminated and/or mitigated and for those still subsisting, how they are being managed and monitored.
GCEO	Implement; Enforce; Evaluate; Review; Monitor the COI Report	<ul style="list-style-type: none"> (i) Lead and steer in the implementation and enforcement of this Policy within the Group. (ii) Work closely with Head of HCA and HOD (for PGB) / BUL (for Business Units) in formulating COI management strategies. (iii) Review and monitor the control processes that govern the COI management. (iv) Report the COI situation, nature of the transaction, the impact on the Group, and its corresponding management to the AC. (v) Review and evaluate HOD / BUL's COI disclosure and their review and action plan of subordinates' declaration and manage the COI situation whenever necessary.
Company Secretary and Head of HCA	Implement; Enforce; Evaluate; Review; Monitor; Record COI Report	<ul style="list-style-type: none"> (i) Provide prompt guidance and advice for the implementation and enforcement of this Policy. (ii) Coordinate programs to create awareness and continuous training.

Party	Role	Responsibilities
		<ul style="list-style-type: none"> (iii) Establish control processes to govern the COI management. (iv) Assist AC in compiling COI-related information, review and monitor COI situations, and evaluate the appropriateness of corresponding COI management actions. (v) Keep records of all the COI situations & other related information and documentation. (vi) Quarterly and Annually, compile COI Report of all the COI situations that arose, perceived and/or potential, together with the measures on how such conflicts were resolved, eliminated and/or mitigated and for those still subsisting, how they are being managed and monitored, for presentation to the AC for review.
HOD, BUL & KSM	Execute; Report; Monitor COI	<ul style="list-style-type: none"> (i) Encourage Employee to disclose COI (actual, perceived and/or potential, where applicable). (ii) Document all disclosures formally and act upon the disclosures promptly together with Head of HCA. (iii) Keep the disclosures private and confidential. (iv) Review and evaluate the disclosures of their subordinates to determine if a COI situation exists and the type of COI situation. (v) If a COI situation exists, propose appropriate action to resolve, eliminate, mitigate or monitor the COI situation. (vi) Communicate with Employee to ensure appropriate remedial / corrective actions are taken. (vii) If a COI situation persists, monitor its development and propose further corrective action, wherever required.

9. TRAINING

The HCA office shall arrange to provide guidance, education and procedures for implementing this Policy, including requirements for reporting, monitoring and review and create awareness for the importance of COI disclosures.

10. APPENDICES

- (i) Examples of COI situations
- (ii) Conflict of Interest Declaration Form (CIDF)
- (iii) Review of AC on CIDF Declared by Director/Key Senior Management
- (iv) Review of CIDF Declared by Employee (other than KSM)
- (v) Annual Conflict of Interest Declaration

End of Section

Appendix I

Activities that may give rise to conflict of interest and would warrant disclosure

	Nature of interest	Sample activities	Actual	Potential	Perceived
(i)	Financial & Direct Interest				
(a)	Using the property of the Group	Engage in other employment or business opportunities that require excessive time and attention and may or will negatively affect one’s performance in the Group.	√		
		Buy, sell, or lease the Group’s assets at non-market price to an entity that the Interested Party has direct interest.	√		
		Use the Group’s resources to develop intellectual property that is then used for personal gain rather than benefiting the Group.	√		
		Use the Group’s technology or data for personal projects or one’s business interests.	√		
(b)	Using information acquired by virtue of one’s position as a director or officer of the Group	Use the Group’s confidential information for one’s own business which offers similar products or services that are likely to replace or substitute the products or services offered by the Group.	√		
		Trade securities based on non-public information about the Group and use privileged information for personal financial gain.	√		
		Employees or executives with access to sensitive data, using this data for personal gain or to benefit another organization or related party.	√		
		Post the Group’s unpublished or confidential information on social media, or accept payment from another corporate entity for the use of such information.	√		
(c)	Using one's position such as director or officer	Accept favors, gifts, payments, hospitality, or other benefits (even small in value) from the Group’s customers or vendors to facilitate a routine or secure a procurement.			√
		Accept kickbacks or incentives from vendors in exchange for influencing procurement decisions, compromising the Group's financial integrity.	√		
		Leverage the Group’s business or developmental plan by acquiring adjacent lands under one’s name.		√	
(d)	Using any opportunity of the Group that one became aware of, in the performance of one’s functions as the director or officer of the Group	Offer paid services to the Group’s customers or vendors during their time off.		√	
		Accept offices as a director or advisor or staff at a competitor’s or customer’s or vendor’s company.			√
		Prioritize own venture by depriving the Group of an identified business opportunity.	√		

Appendix I

Activities that may give rise to conflict of interest and would warrant disclosure (cont'd)

	Nature of interest	Sample activities	Actual	Potential	Perceived
(e)	Engaging in business that competes with the Group	Work part-time with another corporate entity that sells a competing product or service or sharing of the Group's confidential information with a competitor.	√		
(f)	Provides financial assistance to, or receives financial assistance from, the Group on terms and conditions that are more favorable to the said person than normal commercial terms	A financial advisor who knowingly advises the Group to get financial products that are not in the Group's best interests (too expensive, too risky, or not in line with stated goals), as the advisor can earn a bigger commission.	√		
(g)	Failing to accurately disclose the nature and extent of an interest in another entity	Disclose direct interest in a business but not disclose the beneficiary interest held via Family Member.	√		
(ii)	Financial & Indirect Interest				
(a)	Using the property of the Group	Sell a Group's asset to a trust fund set up by a Family Member of the Interested Party, without prior approval of the Board of the Group.	√		
(b)	Using information acquired by one's position as a director or officer of the Group	Use the Group's confidential information for the business deal of an entity that a business partner has an interest in.	√		
(c)	Using one's position such as director or officer	Pursue the Group's vendor to source material from an entity which a Family Member of the Interested Party has interest	√		
(iii)	Non-financial & Direct Interest				
(a)	Using the property of the Group	Hold personal ownership of intellectual property that could be beneficial to the Group.	√		

Appendix I

Activities that may give rise to conflict of interest and would warrant disclosure (cont'd)

	Nature of interest	Sample activities	Actual	Potential	Perceived
(b)	Using one's position such as director or officer	Fail to investigate the misconduct of a subordinate or coworker due to personal reasons and such acts negatively impact the Group.	√		
		Evaluate a team member with whom one has a personal relationship.			√
		Hold dual roles where personal interest, as guided in section 2.2, in one role conflicts with the responsibilities and objective of another role within the Group.	√		
		Hold a position in an entity that operates in the same industry and may directly compete with the Group, leading to divided loyalties.		√	
(c)	Using the position as a director or officer or information obtained to gain an advantage for oneself	Recruit an unqualified relative or acquaintance to work under direct or indirect supervision for personal interest.	√		
		Date or have a romantic relationship with a supervisor or subordinate.			√
		Family Member works in the same department or division.			√
		Influence hiring decisions to recruit one's preferred candidates. <i>(Note: Actual conflict may arise in the event there is a reporting relationship between director or officer with the recruit)</i>			√
		Use undue influence to interfere with the work assignments of others for personal interest.			√
(d)	Failing to disclose a material personal interest* in deliberations that could result in a decision affecting this personal interest* <i>* Personal interest can be in the form of ownership, directorships, partnerships, holding a position that has significant non-financial advantages, or other forms of commitment.</i>	Fail to disclose the relationship with a job candidate whom the Group is considering hiring.			√
		Fail to disclose the substantial interest one has in an entity that supplies products and services to the Group.			√
		Use undue influence to procure goods from enterprises owned by oneself at a marginally lower price compared with other vendors.	√		
		Decide for one company based on information obtained by being a director or officer of another company.			√
		Influence the decision of the Group to develop a new business area where one owns a property so that one will also enjoy the convenience of the infrastructure developed.		√	

Appendix I

Activities that may give rise to conflict of interest and would warrant disclosure (cont'd)

	Nature of interest	Sample activities	Actual	Potential	Perceived
(e)	Failing to act in the Group's best interests and instead acting in favor of personal interests	Make a decision based on personal interest, such as supporting a political cause or take a religious stance on an issue, that conflicts with the Group's objectives.	√		
		Make decisions that favor personal relationships with individuals or entities outside the Group, even when those decisions are not in the best interest of the Group.	√		
		Choose to collaborate selectively with external entities based on personal interests, rather than considering collaborations that would be in the best interest of the Group as a whole.	√		
(f)	Failing to accurately disclose the nature and extent of a non-financial interest in another entity	Fail to disclose personal relationships, such as familial or close friendships, that may influence decision-making in favor of another entity.		√	
		Fail to disclose volunteer work or involvement with another entity or personal pursuits that may influence decisions or actions taken within the Group.		√	
		Fail to disclose involvement in advocacy or lobbying efforts for another entity that may conflict with the interests of the Group.		√	
(g)	Prioritizing a non-financial need or interest of an individual or entity over the Group	Give undue preference to an external entity with which the Interested Party has affiliation or personal connection, even if it is not aligned with the Group's goals.	√		
		Prioritize personal recognition over the success and well-being of the Group.	√		
		Share only partial information to manipulate decisions for personal interests rather than the Group's interest.	√		
		Engage in behaviors that drive discord among team members for personal gain and undermine the cohesion needed for the Group's success.	√		
		Disregard the Group's consensus in favor of decisions influenced by external entities, such as personal associations or external pressures.	√		

Appendix I

Activities that may give rise to conflict of interest and would warrant disclosure (cont'd)

	Nature of interest	Sample activities	Actual	Potential	Perceived
(iv)	Non-financial & indirect Interest				
(a)	Failing to accurately disclose the nature and extent of a non-financial interest in another entity	Promote or favor individuals with personal connections to the other entity, or advocate nepotism, without disclosing the relationship.	√		
		Collaborate with external entity on project or research without transparently disclosing these collaboration and potential influence on decision-making within the Group.		√	
		Participate in reciprocal arrangements with another entity, such as mutual endorsement or support, without disclosing this arrangement to the Group.		√	

End of Section

Conflict of Interest Declaration Form (CIDF)

This form is to be completed by any new Director and Employee before their appointment, and at any point of time when any Conflict of Interest arises, during their appointment. For Director, the CIDF is to be handed over to the Company Secretary while for Employee, the CIDF is to be handed over to the Human Capital & Administration Department for subsequent actions.

1. Involvement of directors or Employee in other business or corporations				
Do you hold any position as director, executive or any authoritative role that could exert influence or material shareholding (i.e equity ownership of 5% or more) or any personal interest or affiliation in other business or corporation that engages in or proposes to enter into any business dealings that is in direct or indirect competition with any businesses of Propel Global Berhad ("PGB") Group?			<input type="checkbox"/> YES <input type="checkbox"/> NO	
If yes, please provide the name of the organization and the directorship you hold and explain how this directorship may reasonably raise an actual/ potential / perceived conflict of interest.				
Involvement in other business or corporations				
Name	Principal Activities	% shareholdings		Date of appointment/ (resignation) as Director
		Direct	Indirect	
To append a list if the space above is insufficient.				
2. Agreements				
Have you entered into any contract, agreement, understanding or arrangement with any company with which PGB Group has or proposes to enter into a business or contractual relationship that gives rise to an obligation <u>that may reasonably raise an actual/ potential conflict of interest?</u>			<input type="checkbox"/> YES <input type="checkbox"/> NO	
If yes, please provide details about the nature of this contract, obligation or agreement and explain how this contract, obligation or agreement may reasonably raise an actual/ potential conflict of interest.				
3. Family Interest				
<u>To your knowledge</u> , do any of the following apply to your family <u>that may reasonably raise an actual/ potential conflict of interest:</u>			<input type="checkbox"/> YES <input type="checkbox"/> NO	

<ul style="list-style-type: none"> entered into any contract, agreement or understanding that gives rise to an obligation or expectation of reward; have any shareholdings, investments or other business (<i>this includes a company, partnership, association or other entity</i>) which are in the same nature of business as PGB Group 	
<p>If yes, please provide details, including the nature of the interest and how the interest may reasonably raise an actual/ potential conflict of interest.</p>	
<p>4. Other interests</p>	
<p>To your knowledge, are there any other arrangements or circumstances not already covered to declare which could constitute a conflict of interest?</p>	<p><input type="checkbox"/> YES</p> <p><input type="checkbox"/> NO</p>
<p>If yes, please provide details of these arrangements or circumstances and explain how these arrangements or circumstances of which you are aware, could reasonably raise an expectation/ actual conflict of interest.</p>	

I declare that to the best of my knowledge, the information I have provided in this declaration is true and correct to the best of my knowledge. I undertake to declare in writing if an actual, potential or perceived conflict arises in the future to the Board (for Directors and KSM) or HCA Department (for Employees other than directors & KSM) as soon as practicable after the relevant facts have come to my knowledge as well as on a periodic and regular basis.

Signature of Declarant : _____

Name : _____

Designation : _____

Date : _____

Review of Audit Committee on CIDF Declared by Director/Key Senior Management

To be filled up by Company Secretary of Audit Committee (“AC”)

Date of CIDF Declaration	
Date of AC review	
Name of Director/KSM	
Description of the nature and extent of the conflict	
Date from which the conflict arose:	
Outline of the discussion about managing the conflict	
Details of the actions agreed to manage the conflict in the best interests of the Group	
Announcement disclosure?	
Annual report disclosure?	

Confirmed by representative of Audit Committee:	Acknowledged by Director/KSM:
Name:	Name:
Designation:	Designation:
Date:	Date:

Review of CIDF Declared by Employee (other than KSM)

To be filled up by HOD/BUL together with Head of HCA, and approved by GCEO

Date of CIDF Declaration	
Date of HOD review	
Name of Employee	
Description of the nature and extent of the conflict	
Date from which the conflict arose	
Outline of the discussion about managing the conflict	
Details of the actions agreed to manage the conflict in the best interests of the Group	

Recommendation by:	Approved by:	Acknowledged by:
Name: Designation: HOD/BUL Head of HCA of..... Date:	Name: GCEO Date:	Name: Designation: Date:

Annual Conflict of Interest Declaration

1. I confirm that I have read and understood the Board Charter (for PGB Directors only) and Anti-Bribery and Corruption Policy and other related policies governing Conflict of Interest.	YES	NO
2. I confirm that I have read and understood the Board Charter (for PGB Directors only) and that I understand the restrictions in relation to sharing / acting upon insider information.	YES	NO
3. I agree that I will not disclose any confidential information, obtained as a result of, or in the course of my employment with the company, to any unauthorised person.	YES	NO
4. I have read and understood the framework and contents of Conflict of Interest Policy and the disclosure requirement of holding of outside appointments or directorship as addressed in the Policy.	YES	NO
5. I declare that I currently do not hold any executive or non-executive role in other Companies other than disclosed earlier.	YES	NO
6. I declare that I currently do not hold nor have I accepted employment, inclusive of any contract work, selling of hours or products, with any commercial, governmental or professional entities for the past 12 months and that I have not earned any income from other sources of employment and / or business dealings other than disclosed earlier and/ or resulted in a disadvantage position to the PGB Group.	YES	NO
7. I declare that neither I nor any members of my family has any financial interest in any company or business which has, or may have, commercial relations or corporate relations with any of the subsidiary companies other than disclosed earlier.	YES	NO
8. I declare that none of my direct family members (being a spouse, parent, child, sibling, grandparent or grandchild) works for a competitor of PGB Group.	YES	NO
9. I declare that none of my family members works at PGB Group in any capacity other than disclosed earlier.	YES	NO
10. I confirm that I am not a public official and that I do not have any family members that are public officials. I further confirm that I do not have any business relationships with any public officials.	YES	NO
11. If you have selected "No" for any of the above statements, please describe the situation(s) or circumstance(s) which influences your choice of answer.		
12. Please describe any other voluntary activity (public service, community or sporting) which may have an impact on your obligations to PGB Group.		
13. I declare to the best of my knowledge that the items listed above represent all external interests and activities that may fall within the scope of the Conflict of Interest Policy.	YES	NO
14. I understand that the Company will evaluate any submissions and if required will advise me in accordance with policy requirements.	YES	NO
15. I acknowledge that I need to declare any potential conflict of interest which may arise during the year (i.e. conflict not declared in this submission) as well as persisting COI from previous financial year.	YES	NO

Note: Please circle your response.

Signature: _____

Name: _____

Date completed: _____

End of Section