



DAYANG ENTERPRISE HOLDINGS BHD

Company No. 200501030106 (712243-U)

CONFLICT OF INTEREST POLICY

1. Introduction

This Conflict of Interest Policy (“Policy”) aims to improve the quality of conflict of interest disclosures of directors and/or key senior management and/or employees and/or legal representative of Dayang Group (“the said person”), promoting better governance practices and accountability to manage conflict of interest among the Dayang Group or its subsidiaries (“the Group”) and enhancing investors’ confidence.

This Policy shall be read together with the Group’s Directors’ Code of Conduct and Ethics, Section 20 on General Code of Conduct and Discipline of the Employee’s handbook, Whistleblowing Policy, Anti-Bribery and Corruption Policy and other-related policies.

2. Scope and Application

This policy applies to all the said person of Dayang Group. It covers conflict of interest that may arise between their personal interests and the interests of Dayang Group. The personal interests shall include but not limited to the interests of family member, i.e. spouse, parent, child (including adopted child or step-child), or siblings, spouse of child or siblings or any company, or corporation owned or controlled by them in which they have substantial personal interest.

It also serves as a guide to the Audit Committee Board and Board of Directors of the Group in discharging their duties and obligations, to ensure that management establishes a comprehensive framework for the purposes of identifying, evaluating, approving, reporting and monitoring of conflict of interest situations that arose, persist or may arise within the Group.

The Group has considered the requirements outlined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Capital Markets and Service Act Act 2007, Companies Act 2016, as well as other relevant regulatory frameworks, to ensure compliance with the obligations to be imposed.

3. Definition

3.1 The following definitions shall apply throughout this Policy:

“Board” shall refer to the Board of Directors of the Group.

“Director(s)” includes all independent and non-independent directors, executive and non-executive directors of the Group and shall also include alternate or substitute directors.

“Key Senior Management” shall refer to the, among others, a director, key senior management (including a person who is primarily responsible for the business operation of the Group’s core business and principal subsidiaries) and legal representative of the Group as well as a director and chief executive of the management.

“Legal representative” shall refer to the authorised person who has the legal authority to act on behalf the Company.

“Employees” shall refer to employees on contract terms, temporary staff, and those on internship on secondment

“the Group” shall refer to Dayang Enterprise Holdings Bhd [Company No. 712243-U] or its subsidiaries excluding Perdana Petroleum Berhad or its subsidiaries

“Family members” shall refer to Section 197(2)(a), Companies Act 2016

“Relative and Associates” shall refer to Section 3, Act Malaysian Anti-Corruption Commission Act 2009 (Act 694)

3.2 A conflict of interest refers to the situation when: -

- (i) the interest of the said person (who is often a person in a position of trust) interfere or appear to interfere, with the interests of the Group; or
- (ii) the said person has interest that may make it difficult to perform his or her role objectively and effectively; and
- (iii) Conflict of interest requirements involving the said person is not limited to direct financial interest but also include an indirect financial interest, non-financial interest (e.g. arising from relationship whether family, business or professional interests), or competing loyalties or interests.

3.3 Potential conflict of interest is a conflict of interest that has not yet materialized or happened; but may arise subsequently due to, among others, prevailing relationships or interests of the said person. Further examples are listed in the **Appendix C**.

3.4 A perceived conflict of interest is a conflict that could exist but is not directly tied to the said person. Interest in competing business refers to direct or indirect financial interest indirect financial interest, non-financial interest (e.g. arising from relationships whether family, business or professional interest), or competing loyalties or interests in a business that competes with the Group.

4. Circumstances that may give rise to conflict of interest or potential conflict of interest

A conflict of interest could be actual, potential or perceived and could be financial or non-financial interest arising when the said person' ability to perform his/her duties effectively or impartially is potentially impaired by personal interest, considerations or relationships.

Generally, conflict of interest may be described under the following broad categories: -

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

This is where the said person holds shares or equity ownership in privately owned entities having a business relationship with Dayang 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 Dayang Group, unless such holding is described to be material and interest is likely to impair the objectivity of the said person.

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

This applies to situations where the said person holds a position or has an interest in entities having a business relationship with Dayang Group, including financial interest in any of Dayang Group's projects, contracts, sales, transaction or other business dealing or have family members, close relatives or associates with such interests.

(c) Other employment, business appointments or undertakings

A conflict of interest or potential conflict of interest may arise where the said person hold other part-time employment or have other business appointments, opportunities or undertakings that may interfere with the proper discharge of official duties in the Group, resulting in a negative impact on their performance or give rise to conflict of interest or potential conflict of interest with regards to their employment.

The said person is expected to devote his/her time, attention and commitment during the performance of his/her duties. A conflict of interest or potential conflict of interest may also arise where the participation in any outside business interest or any non-business activity requires excessive time and attention from the said person, thereby depriving the said person best effort and performance on the job.

(d) Personal relationships

A conflict of interest or potential conflict of interest would exist if a family member of the said person has a reporting relationship with the said person.

A conflict of interest would also arise if the said person has a family member with an interest e.g. in the form of ownership, directorships, partnerships, employment and etc.) in entities or organisations which have a contractual arrangement with the Group.

(e) Contractual dealings

This refers to a situation where Dayang Group purchases or leases property, equipment, materials and etc. from the said person enters into contractual arrangement with the said person (other than employment contracts). Such situations give rise to a conflict of interest and should be declared.

(f) Dealings with competitors

If the said person or their family members has financial or other interests or any involvement in the business of a competitor, or holds a directorship in a competitor, such situation would give rise to a conflict of interest or potential conflict of interest. This does not apply to the holding of public quotes shares of competitor companies, unless such holding is considered to be material (5.00% or more) and interest is likely to impair the objectivity of the said person concerned.

Further examples are listed in **Appendix C**

5. General responsibilities

All the said person of Dayang Group are responsible for identifying and managing conflict of interest on an ongoing basis and are required to: -

- (a) Comply with this Policy and other applicable policies and guidelines relating to the identification, documentation, escalation and management of conflict of interest;
- (b) Act with objectivity, integrity and independence and exercise sound judgement and discretion;
- (c) Avoid, wherever possible, situations giving rise to conflicts of interest as described in this Policy; and
- (d) Immediately declare the conflict of interest in accordance with this Policy, abstaining from the decision-making process and not seek to influence such decisions.

6. Disclosure and Declaration

For Employees

- 6.1 All Employees are required to make a declaration by completing the Conflict Of Interest (COI) Declaration Form as set out in **Appendix A** of this Policy yearly and as and when the conflict of interest or potential of interest situation arises at the earliest opportunity, i.e., as soon as the Employees becomes aware of the conflict of interest or potential conflict of interest.
- 6.2 The Human Resource and Administration Department must record the declaration form.
- 6.3 In addition to the declaration, the respective Head of Department and the Human Resource and Administration Department must review the declaration made by the said person with the conflict and take reasonable steps to manage the conflict and mitigate the impact of the conflict on the negotiation/discussion/decision-making process and approved by the Group Deputy Managing Director/ the Group Managing Director.

The participation of the said person with conflict should be limited and restricted and 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 during the process of decision-making;
- (b) limiting access to information; and
- (c) if necessary, re-arranging duties and responsibilities to a non-conflicting function.

For Director and/or Key Senior Management

- 1) All Director and/or Key Senior Management are required to make a declaration by completing the Conflict Of Interest (COI) Declaration Form as set out in **Appendix B** of this Policy yearly and as and when the conflict of interest or potential conflict of interest situation arises at the earliest opportunity, i.e., as soon as the Director and/or Key Senior Management becomes aware of the conflict of interest or potential conflict of interest.
- 2) The declaration form must be escalated to the Audit Committee (“AC”) and the Board of the Company (“Board of Directors”) and recorded by the Company Secretary.
- 3) In addition to the declaration, the Director and/or Key Senior Management who have the conflict of interest and potential conflict of interest after consultation and review by AC should abide by the AC’s determination on the reasonable steps and measure to manage, resolve or eliminate the conflict of interest or potential conflict of interest and mitigate the impact of the conflict of interest or potential conflict of interest on the negotiation/discussion/decision making process. The participation of the Conflicted Director and/or Key Senior Management should be limited and restricted. Such

limitation or restriction should include, but is not limited to the following: -

- (a) abstaining from any involvement whatsoever in the matter;
 - (b) refraining from discussions about the matter;
 - (c) continue to receive the board papers and other information in relation to the conflict of interest matter, unless the Chiarmen or the Board determine otherwise; and
 - (d) abstaining from voting on the decision
- 4) The Declaration Form duly completed and signed by the Director and/or Key Senior Management must be retained by the Company Secretary for safekeeping and record. For conflict of interest or potential conflict of interest involving the Director and/or Key Senior Management of the Group, the Company Secretary shall maintain records of the declarations and any other related documents.
- 5) These records shall be made available for inspection by auditors or other regulatory authorities upon request.
- 6) The Group will take all reasonable steps to ensure compliance with Personal Data Protection Act in collecting and using the information as part of the assessment process. The information gathered from the assessments shall be strictly for the Board's use for the purpose of the assessment and not for public disclosure.
- 7) Any information disclosed under this Policy shall be strictly confidential.

7. Breach of Policy

Failure to disclose a conflict of interest, provide complete and accurate information on the conflict or appropriately manage the conflict is a breach of amongst others, this Policy, Listing Requirements of Bursa Malaysia Securities Berhad, the Companies Act 2016, and could result in amongst others, disciplinary action being taken by the Group.

8. Policy Review

This Policy shall be reviewed periodically by the Company, updated and approved by the Board as and when deemed necessary.

This Policy was reviewed and approved by the Board on 21 November 2024

Appendix C

Examples of conflicts of interest and potential conflict of interest

The following are some examples of conflicts of interest (which are not exhaustive) involving a said person which would warrant disclosure i.e. where the said person: -

- (a) uses property or resources of Dayang Group for his or her personal purpose or business;
- (b) channels benefit or resources meant for Dayang Group to a company which he or she has an interest in;
- (c) discloses trade secrets to a competitor where he or she has an interest in;
- (d) influences business decisions that may result in personal gain or benefit to the director, key senior management or employee, their family members or persons connected to them;
- (e) prioritises his or her private venture by depriving Dayang Group from an identified business opportunity;
- (f) leverages on the business or developmental plan by acquiring adjacent plan for personal gain through private companies;
- (g) is involved in a business which offers similar products or services that are likely to replace or substitute the products or services offered by Dayang Group;
- (h) holds offices or directorships in companies of Dayang Group; or
- (i) provides financial assistance to, or receives financial assistance from, the Dayang Group on terms and conditions which are more favourable to the said person than normal commercial term.

The examples of potential conflict of interest (which are not exhaustive) include the following: -

- (a) The said person having similar business with that of Group in a geographical location which Dayang Group is not currently operating in, but which Dayang Group may expand its venture in subsequently; or
- (b) the said person purchasing substantial building materials for the construction of his or her own property at a massive discount from a contractor which has been shortlisted as one of the contractors for the project. There could be potential conflict of interest as the said person may favour awarding Dayang Group's project to the contractor that gave him the discount.



DAYANG ENTERPRISE HOLDINGS BHD

(Company No. 200501030106 (712243-U))



CONFLICT OF INTEREST (COI) DISCLOSURE FORM

1. STAFF DETAIL

Name:

Staff No:

Department:

Email:

Phone Number:

2. CONFLICT OF INTEREST DETAILS

Do you have any perceived/potential or actual COI situation?
(Mark X in the appropriate box provided)

Yes

No

If yes, please describe details on COI:

3. TO BE COMPLETED FOLLOWING DETERMINATION AND RESOLUTION

COI Resolved

Yes (including details of action taken)

No (including reason for no action)

Special conditions/comments

ACKNOWLEDGEMENT

1 Employee Name:

Signature:

Date:

2 Head of Department
Name:

Signature:

Date:

3 Human Resource and
Administration
Department
Name:

Signature:

Date:

4 Group Managing
Director/Deputy Managing
Director
Name:

Signature:

Date:

Note: Employee with no COI, complete item 1 and item 2 only. Employee with COI, complete item 1, item 2, and item 3.



DAYANG ENTERPRISE HOLDINGS BHD

(Company No. 200501030106 (712243-U))

CONFLICT OF INTEREST (COI) DISCLOSURE FORM (FOR DIRECTORS/AND OR KEY SENIOR MANAGEMENT)

I, _____ (NRIC No. _____) hereby declare an actual/potential conflict of interest as follow:

CATEGORIES OF CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST

<input type="checkbox"/>	Equity ownership in entities having a business relationship with the Group
<input type="checkbox"/>	Directorship, partnership or other forms of interest in entities having a business relationship with the Group
<input type="checkbox"/>	Other employment, business appointments or undertakings
<input type="checkbox"/>	Personal relationship
<input type="checkbox"/>	Contractual dealings with employees
<input type="checkbox"/>	Dealings with competitors
<input type="checkbox"/>	Involvement in activities where the Director or employee concerned is the subject matter
<input type="checkbox"/>	None of the above

(please tick ✓ whichever is applicable)

DETAILS OF CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST

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

Name:

Position:

Date of Declaration:

FOR USE BY AC & BOARD OF DIRECTORS

Decision by AC and Board of Directors

The AC and Board of Directors have reviewed the conflict of interest or potential conflict of interest disclosure.

Reviewed by:

Name:
 Chairman of Audit Committee
 Date:

Approved by:

Name:
 Chairman of Board of Directors
 Date: