



**RGT BERHAD**

Registration No. 198101004909 (71024-T)  
(Incorporated in Malaysia)

## **CONFLICT OF INTEREST POLICY**

<b>Revision History</b>
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Version No.	Prepared By:	Reviewed By:	Approved By:	Effective Date
NEW	Lim Yi Wen	Lam Kim Goon	Board of Directors	24 May 2024

## 1. Introduction

The Conflict of Interest Policy (“**COI Policy**” or “**Policy**”) is developed to protect the interests of RGT Berhad (“**RGTBHD**” or “**the Company**”) and its subsidiaries and to embed a culture of honesty, accountability and good governance in the handling of actual, perceived or potential conflicts of interest (“**COI**”) between personal and professional relationships.

This Policy outlines the disclosure obligations of each Director / Officer with respect to actual, perceived or potential conflicts of interest and the procedures to be followed to ensure systematic identification, disclosure and management of the same in an effective and timely manner.

## 2. Scope & Objective

This Policy applies to all Directors and Officers of any Group Company.

The objectives of the COI Policy are:

- (a) To guide Director / Officer in identifying and handling of actual, perceived or potential COI involving the Director / Officer;
- (b) To set out the disclosure obligations of each Director / Officer concerning COI and the procedures to be followed should an actual, perceived or potential COI arise;
- (c) To assist each person to discharge his/her duties in line with high ethical and integrity standards, while performing their official duties and responsibilities for RGTBHD Group; and
- (d) To protect RGTBHD’s interest and ensure that any situation that would give rise to an actual, perceived or potential COI is adequately reported and managed in accordance with the regulatory requirements.

This Policy shall be read together with:

- (a) RGTBHD's Anti-Bribery & Corruption Policy
- (b) RGTBHD’s Code of Conduct & Ethics for Directors
- (c) RGTBHD’s Whistleblowing Policy

The Policy covers actual, perceived or potential COI that may arise between the personal interests of the Director / Officer and the interest of the Group.

The personal interests shall include but not limited to the interests of family member(s) or any company, corporation owned or controlled by them in which they have substantial personal interest.

### 3. Definitions

**“Act”** means the Companies Act 2016 and any amendments made thereto from time to time.

**“Audit Committee”** or **“AC”** means the Audit Committee of the Company.

**“Board”** means the Board of Directors of Group Company.

**“Bursa Securities”** means Bursa Malaysia Securities Berhad.

**“Company”** or **“RGTBHD”** means RGT Berhad [Registration No. 198101004909 (71024-T)].

**“Director”** means all Directors, whether independent or otherwise, executive and non-executive and shall also include alternate or substitute directors of Group Company.

**“Group”** or **“RGTBHD Group”** means the Company and its subsidiaries.

**“Group Companies”** mean the companies or entities within the Group and **“Group Company”** shall mean any one of them.

**“Officer”** or **“Key Senior Management”** or **“KSM”** means a person, who in the opinion of RGTBHD, is one who generally holds highest level of management responsibility and decision-making authority within the Group and must include a person who is primarily responsible for the business operations of the Company’s core business and principal subsidiaries. Essentially, KSM is a member of the C-Suite or persons as identified as KSM.

**“MACC Act”** means the Malaysian Anti-Corruption Commission Act 2009 and any amendments made thereto from time to time.

**“MMLR”** means the Main Market Listing Requirements of Bursa Securities.

All terms used herein are in a gender-neutral sense.

### 4. Statement of Policy

The term **“COI”** describes any circumstances that could cast doubt on the ability to act with total objectivity and effectiveness regarding the Group Company’s interest and statutory duties. The said COI may be financial or non-financial interests arising from relationships (family, business or professional) or competing loyalties or interests.

A potential COI is a COI that has not yet materialised but may arise subsequently due to prevailing relationships or interests of an individual.

A perceived conflict of interest is a conflict which could exist but is not directly tied to said Director / Officer.

Interest in competing business refers to direct or indirect financial interest, non-financial interest, or competing loyalties or interests in a business that competes with the Group Company.

No Director / Officer shall knowingly place themselves or their family members in a position that would conflict with the interests or statutory duties of the Group Company.

The Director/Officer, in avoiding situation of COI, shall:

- (a) ensure that their financial circumstances and transactions do not jeopardise their independent judgement or adversely affect their job performance.
- (b) not hold any financial or other interest directly or indirectly in any vendor, or party having or is likely to have business dealings with RGTBHD Group.

Director/Officer has to declare that he/she does not have any COI or any family relationship with any other Director and/or major shareholders of the Company. Family members are as defined under the Act and MMLR.

The COI Policy does not attempt to describe all possible COI that could develop. However, some of the more common conflicts which Director/Officer should avoid are described below:

- (a) Interest in person/entity that has dealings with RGTBHD Group

Any direct or indirect financial or other interest in a person or entity which has dealings with the RGTBHD Group where the person can influence decisions with respect to the Group Company's dealings with such person or entity.

- (b) Directorship / employment with other companies that has dealings with RGTBHD Group

A person serving on the board of directors or under employment or service in any capacity (with or without remuneration) with any person or body that has dealings with the RGTBHD Group.

- (c) A person in a position to Influence decision-making

A person is positioned to influence decisions made by the Board concerning dealings with a business, enterprise or entity owned or partially owned by the person, family, associates or those with a close personal relationship.

- (d) Conduct activities inconsistent with Group Company's best interest

A Director / Officer shall avoid any conduct or activities inconsistent with the Group Company's best interests or that disrupt or impair the Group Company's relationship with any person or entity with which the Group Company has or proposes to enter a business or contractual relationship.

(e) Compensation from non-company sources

A person may not accept compensation in any form for services performed for the RGTBHD Group from any source other than the RGTBHD Group.

(f) Confidential information, personal data and intellectual property

(i) The business affairs and records of Group Company comprising business, technical, financial, legal, personal data, intellectual property and contractual records and documents comprising emails, letters, reports, drawings, calculations specifications, formulae, forms, licenses, agreements or other documents or computer software or files of whatever nature and information as to formulate, processes and manufacturing methods are all confidential information belonging to RGTBHD Group.

(ii) Such information is strictly private and confidential and may not be utilised, discussed with, divulged to or disclosed to persons inside or outside the Group, except for legitimate business purposes by Director / Officer authorised to do so. All necessary precautions are to be taken by Director / Officer with respect to the confidentiality of such confidential information.

(iii) A Director / Officer must comply with RGTBHD's policies and procedures, including applicable laws concerning the protection of personal data and privacy.

(iv) A Director / Officer will not at any time, after the cessation of employment tenure with RGTBHD, whether by resignation or otherwise, use RGTBHD's confidential information in breach of the employee post-tenure obligations to maintain the confidentiality of such confidential information.

(g) Opportunities related to Group Company's business for personal gain

A Director / Officer shall avoid taking for themselves personal opportunities related to the Group Company's business, using the Group Company's property, information or position for personal gain, and shall not compete with the Group Company for business opportunities, provided.

(h) Loans

Loans by the Group Company to, or guarantees by the obligations of, any Director / Officer, or their family members, are expressly prohibited.

(i) Directorships in common

In some circumstances, the Group Company may enter transactions with other companies that share a common Director with RGTBHD Group, or where the Director is an officer or employee of such other company. When possible, the affected Director, after having disclosed all known pertinent information and subsequently cleared by the Audit Committee, must avoid participating in deliberations and decisions concerning any transaction, contract, or other arrangement between the Group Company and the other company.

(j) Acceptance of entertainment, gifts, meal and / or benefits from any person or parties / agents or organisation connected to RGTBHD Group

Director / Officer or their family members or persons connected to them should not receive any form of monetary or non-monetary items from suppliers and customers with exception of gifts received without any intention to influence a business advantage or against the MACC Act.

Corporate gifts, festive or ceremonial gifts may be given or receive to/from business partners if there are no expectations or obligations to any favourable or advantages to the giver/receiver.

Please refer to RGTBHD's Anti-Bribery & Corruption Policy for further details.

## 5. Disclosure of COI

A Director / Officer who becomes aware of an actual, perceived or potential COI must promptly disclose the nature and extent of the conflict to the Audit Committee of the Company.

Disclosure should occur as soon as practicable after the relevant facts have come to the knowledge of the individual and should be made on a periodic and regular basis, including at all board meetings.

The disclosure should include all relevant details, such as the nature and extent of interest (including interest in any competing business with the Group), the relationship or transaction involved and the potential impact on the Group Company using the prescribed standard form attached herein as "**Appendix A**".

## 6. Management of COI

The Audit Committee shall review and report COI situations to the Board, along with the measures taken to resolve, eliminate, or mitigate such conflicts. These disclosures should be included in the Audit Committee Report.

The Audit Committee's review and disclosure must cover COI situations that arose or may arise during the financial year, as well as persisting COI from previous financial years.

The Board may determine appropriate measures to address COI, including but not limited to the following:

- (a) Requiring prompt and periodic declaration of conflict of interest by the Director / Officer of RGTBHD Group, including at board meetings and on a regular basis.
- (b) Restricting the participation of individuals with COI in relevant Board, Board Committees or general meetings, requiring them to abstain or recuse themselves from deliberation and voting on matters related to the COI.
- (c) Conducting an assessment of COI during annual performance appraisal and before new appointments.
- (d) Executing non-disclosure or confidentiality agreements to protect confidential and proprietary information or trade secrets.
- (e) Restricting Director / Officer from participating in businesses that compete with the Company or RGTBHD Group.
- (f) In cases where conflict of interest significantly affects the performance of Director / Officer, requiring them to divest the conflicting interest or consider resigning from the Company or RGTBHD Group. Taking into the account the significance of the COI and potential ramifications of a failure to handle the conflict properly, Directors should consider whether to inform the Board not to send them board papers relating to the resolution.

## **7. Records Maintenance**

The Company Secretary shall be responsible to record all COI disclosures by the interested Director / Officer in the minutes of meeting of the Audit Committee and Board or in the circular resolutions of the AC and the Board, as the case may be, at which the declaration was made and to maintain an updated record of such COI disclosures received.

These records shall be made available for inspection by auditors or other regulatory authorities upon request.

RGTBHD will take all reasonable steps to ensure compliance with Personal Data Protection Act 2010 in collecting and using the information as part of the assessment process. The information gathered from the assessments shall be strictly for the Audit Committee and the Board's use for the purpose of the assessment and not for public disclosure.



## **8. Training**

Directors / Officers of RGTBHD Group must be trained on content of this Policy and the Board shall ensure appropriate training on the Policy on annual basis.

## **9. Breach of Policy**

Failure to disclose a COI, provide complete and accurate information on the conflict or appropriately manage the conflict is a breach of amongst others, this Policy, MMLR, the Act, and could result in amongst others, disciplinary action being taken by the Board.

## **10. Deeming Provision**

The provisions under this COI Policy have been drafted in a manner to also incorporate the provisions under the MMLR and other statutes, regulations and guidelines applicable. In the event the applicable provisions of the MMLR and / or relevant governing statutes, regulations and guidelines relating thereto are from time to time amended, modified or varied, such amendments, modifications and variations shall be deemed inserted herein whereupon this COI Policy shall be read and construed subject to and in accordance with the amended, modified or varied MMLR, statutes, regulations and guidelines.

## **11. Review of Policy**

The Audit Committee and the Board will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Audit Committee will discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

## **12. Approval**

This Policy is approved by Board on 24 May 2024.