



**SKYWORLD DEVELOPMENT BERHAD**  
**Registration No. 200601034211 (753970-X)**

## **CONFLICT OF INTEREST POLICY**

### **1. OBJECTIVE**

SkyWorld Development Group is committed to maintain highest level of ethical standards and integrity.

Employees are expected to conduct their relationships with each other, the SkyWorld Development Group and outside organisations with objectivity, integrity, impartiality and professionalism at all times.

Employee is obligated to avoid any conflict of interest which may arise in carrying out their duties.

The objective of this Conflict of Interest Policy ("Policy") is to provide guidance in identifying and handling actual, potential and perceived conflict of interest as they arise.

### **2. SCOPE**

This Policy is applicable all employees ("Employee") of SkyWorld Development Group, include:

- All directors of SkyWorld Development Group (including Independent Directors, if any);
- Employees of SkyWorld Development Group (including employees under contract);
- Part time or temporary staff;
- Staff under internship or secondment.

### **3. DEFINITION**

**3.1 Conflict of interest ("COI")** arises where there is personal interest that can be considered to have potential interference with objectivity in performing duties or exercising judgment on behalf the Company. Conflict of interest is deemed to exist when an employee, by virtue of holding a particular position, causes him/her to obtain an improper gain or advantage, in which such gain or advantage adversely affects SkyWorld Development Group's interest.

**"Actual COI"** refers to the Employee is faced with a real and existing conflict

**"Potential COI"** refers to the Employee is in or could be in a situation that may result in a conflict of interest.

**"Perceived COI"** refers to the Employee is in or could be in a situation that appears to be a conflict of interest, even if this is not the case.

- 3.2 “Family member”**, in relation to a person, means: -
- a. A spouse of the person;
  - b. A brother or sister of the person, or their spouses;
  - c. A lineal ascendant or descendant of the person (e.g. parents or children);
  - d. The son-in-law or daughter-in-law of the person.

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

## 4. ABBREVIATIONS

SkyWorld Development Group or Company	SkyWorld Development Bhd and its subsidiaries
HOD	Head of Department
HOT	Head of Talent Department
BOD	Board of Director
CEO	Chief Executive Officer
ED	Executive Director
EXCO	Executive Committee

## 5. GENERAL PRINCIPLES

- Employee shall not, either directly or indirectly own a Material interest (>5%) in any business that is similar to the Company, which the Company may reasonably consider will hinder or interfere with your performance and your duties as an employee of the Company.
- Employee shall not, either directly or indirectly own a Material interest (>5%) in entities having business relationship with SkyWorld Development Group. This does not apply to shares held in publicly quoted companies unless such holding is Material and the interest is likely to impair objectively of the Employee concerned.
- Employee shall never use their position as an employee of the Company or information acquired during your employment with the Company in a manner that may create a conflict - or the appearance of a conflict - between your personal interests and the interests of the Company.
- Employee shall not simultaneously work for or with any third party (whether an individual, a company or another type of corporate entity) who does business with or competes against the Company.
- Employee or any of their Family member shall not directly or indirectly accept business opportunities, commissions or advantageous financial arrangements from a supplier or business partner of the Company or from any competitor. This includes, but is not limited to, purchasing or receiving goods or services for personal use from Company’s suppliers on terms other than those available to the general public or established by policy of the Company.

- If a new perceived or potential conflict situation arises, Employee must report this immediately to their Head of Department. The Company has disclosure procedures whereby all employees must declare any actual, potential or perceived conflicts of interest when they join the company, on an on-going basis or on an ad hoc basis if circumstances change.
- SkyWorld Development Group prohibits unfair competition, which exists whenever an Employee breaches his or her duty and obligation to be loyal to the Company and to serve its best interests by engaging in competition with the Company. For a situation to be considered unfair competition, no actual damage or financial loss to the Company need to have occurred; the mere risk or potential damage to the Company shall suffice.
- Any breach of this Policy by SkyWorld Development Group Employees may lead to disciplinary action.

## 6. RESPONSIBILITIES

- To promptly and voluntarily disclose the existence and nature of any known or potential COI, as soon as they are aware of the situation and to immediately notify their Head of Department and submit the matter to Talent department for further action;
- To avoid, whenever possible, situation that give rise to COI as described in this policy;

## 7. MANAGING CONFLICTS OF INTEREST

- Any conflict of interest must be declared by filling up the Conflict of Interest Declaration form (“Form”). The conflict of interest must be escalated to the HOD for further action.
- In the case of Directors, the conflict must be disclosed to the BOD and recorded by the Company Secretary. The declaration shall be made as and when the conflict arises, and shall be made at the earliest opportunity, i.e. as soon as the Director becomes aware of the conflict.
- The completed Form shall be forwarded to Talent Department by the HOD of the person with the conflict.
- In addition to declaring the conflict of interest, appropriate steps must be taken to manage the conflict and to mitigate the impact of the conflict on the decision making process. Ideally, the conflict 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.
- 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 should include, but is not limited to the following:
  - i. Not participating in any critical criteria setting or decision making role in the process.
  - 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.
- 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.
  - ii. Rearranging duties and responsibilities to a non-conflicting function but not to a person who is supervised by the person with the conflict.
  - iii. Transferring the person with the conflict to another project or another area of the Company.

## 8. MONITORING CONFLICTS OF INTEREST

- HOT is responsible for monitoring conflicts of interest involving staff. Upon receiving the completed Form, HOT shall review the actions taken to address the conflict and decide, on a case-by-case basis whether such actions are appropriate and/or sufficient.
- If HOT is of the view that actions taken by the person with the conflict or the HOD is not sufficient to manage or address the conflict, further action shall be recommended by HOT.
- In the event of a dispute between the person with the conflict or his/her HOD and HOT, the matter shall be escalated to the CEO for a decision to be made. HOT shall be consulted if there are any doubts with regards to a conflict of interest situation.
- For conflicts of interest involving staff, HOT shall maintain records of all conflict of interest declarations as well as other related documents such as documentation reflecting the litigating actions taken. For conflicts of interest involving Directors, the Company Secretary shall maintain records of the declarations and any related documents.
- The process for declaring, managing and monitoring conflicts of interest involving staff is shown in **Appendix**.

**APPENDIX : PROCESS FLOW**

