



# **AME ELITE CONSORTIUM BERHAD**

**Registration No. 201801030789 (1292815-W)**

**(Incorporated in Malaysia)**

## **CONFLICT OF INTEREST POLICY**

## 1. INTRODUCTION

The Board of Directors (“**Board**”) and the Audit and Risk Management Committee (“**ARMC**”) of AME Elite Consortium Berhad (“**AME**” or “**Company**”) and its subsidiaries (collectively, “**AME Group**” or “**Group**”) are committed to upholding high standards of corporate governance and ethical conducts. Directors and employees of AME Group shall conduct themselves with integrity, impartiality and professionalism at all times, and to avoid any conflict of interest that may arise in the performance of their duties.

The objective of this Conflict of Interest Policy (“**COI Policy**” or “**Policy**”) is to set out the principles and procedures for ensuring actual or potential conflict of interest are identified and managed effectively.

## 2. APPLICABILITY

This COI Policy applies to all Directors and employees of the Group, including full-time, part-time, probationary, contract and temporary staffs. Directors or employees shall read and understand the COI Policy.

If a Director requires further clarification on the Policy, the Director may refer to the Board Chairperson, the Company Secretary and/or the Chief Financial Officer. For other employees, please refer to your immediate superior (“**Superior**”) or Head of Department/Division (“**HOD**”).

## 3. CONFLICT OF INTEREST

A conflict of interest occurs when the personal interest interferes or appears to interfere with the interest of the Group as a whole. Directors and Employees must avoid any conflict of interest with the Group and must not use their positions or knowledge gained directly or indirectly in the course of their duties or employment for private or personal advantage.

Should there be an actual or potential conflict of interest arises, or may arise, the affected Directors and Employees shall make full disclosure to the Board or to the Superior/HOD, where applicable, the nature and extent of such conflict by using the **Conflict of Interest Declaration Form**, as appended in **Appendix A** of this Policy.

The affected individuals shall then abstain from making material decisions with respect to any transaction, contract or proposed contract or arrangement in which they are interested, directly or indirectly.

Where a Director or an employee is found to have any actual or potential conflict of interest but failed to declare it, the Director or employee is in violation of this COI Policy and may

be subject to legal claims or proceedings or disciplinary measures including termination of employment.

#### 4. DISCLOSURE PROCEDURE

The existence of any actual or potential conflict of interest shall be disclosed before any contract is entered into or any transaction is carried out. Transactions with parties with whom a conflict of interest may exist shall only be undertaken if all of the following conditions are complied with:

- 4.1. The details of the actual or potential conflict of interest shall be fully and promptly disclosed to the person approving the transaction;
- 4.2. The person with the conflict of interest shall be excluded from the discussion, negotiation, tender, voting and/or approval of such contract or transaction;
- 4.3. A competitive bid or comparable valuation of the contract or transaction has been carried out; and
- 4.4. The person approving the transaction has determined that the contract or transaction is in the best interest of AME Group.

The person approving the transaction are as follows:

Category	Interested Party	Approving Authority *
A	Group Chief Executive Officer (“ <b>Group CEO</b> ”) / Group Managing Director (“ <b>GMD</b> ”)	The ARMC / The Board of AME
B	Division Directors / Executive Directors of Subsidiary Companies	Group CEO / GMD / The Board of Subsidiary Companies
C	All other employees	Division Directors / Executive Directors of Subsidiary Companies

\* If the designated person approving the transaction is also an interested party, he or she shall abstain from approval and the transaction shall be approved by the next higher level of approving authority.

#### 5. REVIEW OF THE POLICY

This COI Policy shall be reviewed by the Board every three (3) years or as required when internal or external events warrant a more frequent review to be undertaken.

The Policy was adopted by the Board on 23 November 2023.

## APPENDIX A: CONFLICT OF INTEREST DECLARATION FORM

**Instructions:**

1. Please tick boxes if the conflict of interest situations apply to you in the questions below.
2. The term “affiliated persons” includes:
  - a. Your immediate family members, i.e. spouse, children, parents, siblings or any relatives.
  - b. Any corporation or organisation or entity of which you are a board member, a committee member, a director, an officer, a partner or an employee; and
  - c. Any corporation or organisation or entity of which you are a shareholder or the beneficial owner of any class of securities (with the exception of holdings in public listed companies, unless you have substantial holdings of 5% or more).
3. This Conflict of Interest Declaration Form shall be submitted upon onboarding of new employee and at any point in time when actual or potential conflict of interest situation arises.

NAME : \_\_\_\_\_

POSITION : \_\_\_\_\_

DEPARTMENT/ COMPANY : \_\_\_\_\_

No.	Conflict of Interest Situations	Your answer	
1	Are you or any of your affiliated persons an owner/part-owner/director/shareholder/officer of an AME Group’s customer, distributor or supplier?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
2	Do you or any of your affiliated persons have any direct or indirect interest in any business transaction with AME Group of Companies?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
3	Are you or any of your affiliated persons involved in any business that is in direct or indirect competition with AME Group of Companies?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
4	Do you have any financial or personal gain from the transaction or dealing between AME Group and its customer, distributor, supplier or business partner, or, did you receive any financial or personal benefits, such as gifts, salary, fees, loans or guarantees of obligations, free service or discounts?	Yes <input type="checkbox"/>	No <input type="checkbox"/>

No.	Conflict of Interest Situations	Your answer	
5	Do you have an opportunity for personal gain through your position or through the use of AME Group’s facilities, equipment, systems or other properties?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
6	Is any of your immediate family members an employee of the AME Group of Companies?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
7	Are you aware of any other events, transactions or situations that have occurred or may occur in the future that you believe should be brought to the knowledge of the AME Group’s Board of Directors?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<p>Please provide further details and descriptions of the activity and/or the relationships for the above questions that are answered in Yes. <i>(You may attach additional comments, documents or materials, if necessary)</i></p>			

I hereby declare that all the information provided in this Declaration Form, as well as in the documents and materials submitted are true to the best of my knowledge.

\_\_\_\_\_

Name:

Date: