



SNS NETWORK TECHNOLOGY BERHAD
[201601002835 (1173761-W)]
(Incorporated in Malaysia)

CONFLICT OF INTEREST POLICY

Revision History

Revision Code	Revision Description	Effective Date
00	New Conflict of Interest Policy	25 September 2024

ABBREVIATION

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

“**Director**” 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**” are Executive Director and/or Chief Executive Officer and any position having authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly (C suite level).

“**SNS Group**” means The Company and its subsidiaries, collectively.

“**SNS or the Company**” means **SNS NETWORK TECHNOLOGY BERHAD**
(201601002835 (1173761-W))

1.0 INTRODUCTION

1.1 This policy outlines the disclosure obligations of each Director and Key Senior Management of the Company with respect to conflict of interest, and the procedures to be followed when a conflict of interest arises or potentially arises to ensure systematic identification, disclosure, and management of conflict of interest in an effective and timely manner.

1.2 It is noted that the basic duty to avoid any conflict of interest gives rise to a number of particular duties, which include the following:

- The duty to act bona fide in the interest of the Company;
- The duty not to misappropriate opportunities proposed to or pursued by the Company;
- The duty not to compete improperly with the Company;
- The duty to disclose interests in contracts with the Company;
- The duty to only exercise powers for the purpose for which they were conferred.

1.3 The purpose of this policy

- To assist all persons to whom this policy applies to identify and properly address actual and potential conflict of interests within SNS;
- To avoid or mitigate any conflict of interest that may arise between SNS, its clients, vendors and/or employees respectively; and

- To control the risk of losses as a result of undisclosed or unmanaged conflicts of interest as well as any regulatory sanctions or reputational damage associated therewith.

2.0 DEFINITIONS

A conflict of interest arises when the interests of an individual (“Individual”), such as a Director, or Key Senior Management, interfere or appear to interfere with the interests of SNS Group. It may also occur when an Individual’s interest makes it difficult to perform their roles objectively and effectively.

A potential conflict of interest is a conflict of interest 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 any Individual.

Interest in competing business refers to direct or indirect financial interest, non-financial interest (e.g. arising from relationships whether family, business or professional interests), or competing loyalties or interests in a business that competes with the Group.

3.0 SCOPES

This policy applies to all Directors and Key Senior Management of the Company. It covers conflict of interest that may arise between their personal interests and the interests of the Company or its subsidiaries. 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 of the Director and Key Senior Management of the Company or any company, corporation owned or controlled by them in which they have substantial personal interest.

This Policy shall be read together with

- SNS’s Anti Bribery and Corruption Policy;
- SNS’s Code of Ethics and Conduct;
- SNS’s Whistleblowing Policy.

4.0 CIRCUMSTANCES WHICH CONSTITUTE OR MAY GIVE RISE TO CONFLICT OF INTEREST

- 4.1 A conflict of interest may be actual, potential or perceived and may be financial or non-financial interests arising from relationships (family, business, or professional), or competing loyalties or interests.
- 4.2 Conflict of interest situations may take many forms. Directors and Key Senior Management should be vigilant in identifying situations that may give rise to a conflict of interest.
- 4.3 Conflict of Interest can take place in many forms which include, but not limited to the following:
- (a) Having interest in a contract or proposed contract with the Company or SNS Group.
e.g. the Director enters into a contract to sell property to the company or buy property from the company. In the case of a contract to sell property to the company, there is a conflict between the personal interest of the Director (which is to obtain the highest price possible for the property) and the Director's duty to act in the interest of the company (which is to ensure that the company buys the property at the lowest price possible).
 - (b) Uses the Group's property, information, position or resources for personal gain.
 - (c) Take advantage of any opportunity which may be given to the Group.
e.g. a Director must not take a business opportunity which the company is currently considering or which it might reasonably be expected to be interested to take, given the company's current line of business.
 - (d) Channelling benefits or resources meant for the Company or SNS Group to a company;
 - (e) Disclosing trade secrets to competitors.
 - (f) Leveraging the Company's business plans for personal gain through private companies.
 - (g) Involvement in a business that competes with products or services offered by SNS Group.
 - (h) Holding offices or directorships in companies that compete with the Company.
e.g. a Director must not divulge confidential information obtained by reason of being a Director of one company to the second company of which he/she is also a Director.

5.0 DISCLOSURE OF CONFLICT OF INTEREST

- (a) Any Director or Key Senior Management who becomes aware of a conflict of interest must promptly disclose the nature and extent of the conflict to the Company.
- (b) 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 quarterly basis, including at all board meetings.
- (c) 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 Company using the prescribed standard forms as set out in the Appendix A.
- (d) If a director is in doubt whether he/she has a conflict of interest, he/she should seek advice from the Company Secretary.

6.0 MANAGING CONFLICT OF INTEREST

- (a) The Audit & Risk Management Committee shall review and report any conflict of interest situations to the Board, along with the measures taken to resolve, eliminate, or mitigate such conflicts. These disclosures should be included in the Audit & Risk Management Committee Report.
- (b) The Audit & Risk Management Committee's review and disclosure must cover conflict of interest situations that arose or may arise during the financial year, as well as persisting conflict of interest from previous financial years.
- (c) The Board may determine appropriate measures to address conflict of interest, including but not limited to the following:
 - (i) Requiring prompt and periodic declaration of conflict of interest by the Director and Key Senior Management of the Company, including at board meetings and on a regular basis.
 - (ii) Restricting the participation of individuals with conflict of interest in relevant board, committee or general meetings, requiring them to abstain or recuse themselves from deliberation and voting on matters related to the conflicts.
 - (iii) Conducting an assessment of conflict of interest during annual performance appraisal and before new appointments.
 - (iv) Executing non-disclosure or confidentiality agreements to protect confidential and proprietary information or trade secrets.

- (v) Restricting Director and Key Senior Management from participating in businesses that compete with the Company or SNS Group.
- (vi) In cases where conflict of interest significantly affects the performance of Director or Key Senior Management, requiring them to divest the conflicting interest or consider resigning from the Company. Taking into the account the significance of the conflict of interest 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.

7.0 MANAGING CONFLICT OF INTEREST

In order to identify whether you have a conflict of interest, ask yourself the following questions:

- i. Do I have my Company's best interest at heart, or am I acting in my own best interest?
- ii. Do I have my Company's best interest at heart, or am I acting in my own best interest?
- iii. Am I acting professionally?
- iv. Am I acting independently?
- v. Am I acting objectively?
- vi. Are my interests aligned with SNS?

8.0 RECORD MAINTENANCE

- (a) The Company Secretary shall be responsible to record all conflict of interest disclosures by the interested Director and Key Senior Management, in the minutes of meeting of the Board or in the Board's circular resolution as the case may be, at which the declaration was made and to maintain an updated record of such COI disclosures received.
- (b) These records shall be made available for inspection by auditors or other regulatory authorities upon request.

9.0 RECORD MAINTENANCE

This policy shall be reviewed at least once every three years or as and when necessary by the Board.

10.0 RECORD MAINTENANCE

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 SNS.

The Conflict of Interest Policy has been adopted by the Board on 25 September 2024.