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SAN IMAGING SOLUTION SDN BHD

Company No. : 201401038416 (1114564-W)

CONFLICT OF INTEREST POLICY

SAN IMAGING SOLUTION SDN BHD
(Registration No. 201401038416 (1114564-W))
(Incorporated in Malaysia)

CONFLICT OF INTEREST POLICY

INTRODUCTION

San Imaging Solution Sdn Bhd and its subsidiaries (“the Group”) recognises and is committed to maintaining, observing and practicing high ethical standards of professionalism and integrity at all times in respect of its business and operations.

The Directors and Key Senior Management of the Group are expected to discharge their duties in a professional, honest and ethical manner at all times, and to avoid any conflict or potential conflict between their personal interest and the Group’s interests.

The establishment of a Conflict of Interest Policy (“Policy”) which sets out the framework and appropriate controls and measures to ensure systematic identification and management of such conflict of interest or potential conflict of interest in an effective and timely manner is therefore important in order to ensure that the interest of the Group are protected and that any situation which could give rise to a conflict of interest or potential conflict of interest is properly reported and managed.

PURPOSE

The purpose of this Policy is to ensure that actual, potential and perceived conflicts of interest are identified and managed effectively. This Policy also aims to provide an avenue for the Director and Key Senior Management of the Group to understand the policies and procedures that need to be adhered to in identifying and treating Related Party Transaction (“RPT”) to ensure compliance with the Main Marketing Listing Requirements and other applicable laws.

SCOPE

This Policy applies to all Directors and Key Senior Management of the Group. This Policy applies whenever an individual recognises, or should reasonably recognise, that a conflict of interest or potential conflict of interest may arise from their current or future activities.

REFERENCE

This Policy shall be read in conjunction with the following guidance, policies and statutory provisions:

- a) Code of Conduct and Ethics (For Directors and Employees);
- b) Whistleblowing Policy;

- c) Anti-Bribery and Anti-Corruption Policy;
- d) The statutory duties and responsibilities of Directors under the relevant provisions as set out under Sections 213, 214, 217 to 219, 221, 222 and 228 of the Companies Act 2016; and
- e) Issuers Communication – Guidance on Conflict of Interest (ICN 1/2023) issued by Bursa Malaysia Securities Berhad on 26 May 2023.

CONFLICT OF INTEREST AND GUIDING PRINCIPLES

Conflict of interest arises in any situation in which a person is in a position to take advantage of his or her position or role at the Group for his or her personal benefit whether directly or indirectly, including the benefit of person connected to him/her.

A conflict may be:

- a) Actual (where the conflict exists – a person’s decision is influenced by his private interests)
- b) Perceived (where there appears to be a conflict whether or not there actually is – a person is in a position where he may be influenced in the future by his private interests when making decision for the company)
- c) Potential (where a conflict may occur in the future – a person is in a position to appear to be influenced by his private interests when making decision for the company)
Conflict of interest will undermine the values of good faith, fidelity, diligence and integrity in the performance of duties and obligations as expected.
- d) All related parties shall act in the best interest of the Group and in the event of any conflict between his/her duty to act in the best interest of the Group and his/her personal interest, he/she shall not subordinate his/her duty to act in the best interest of the Group against his/her personal interest;
- e) All related parties shall refrain and avoid placing themselves in a position of conflict of interest and where this is unavoidable, they should make the relevant declaration;
- f) All related parties must protect the confidential business information of the Group and never use it for their own benefit or the benefit of other persons or to recommend or cause a third party to do so. The business affairs and information records of the Group which includes business, financial, legal, personal data, intellectual property, contractual records and documents comprising e-mails, letters, reports, drawings, calculations, specifications, forms, licences, agreements or other documents or computers software or files of whatever nature and information belonging to the Group are all confidential information belonging to the Group.

Such information is strictly private and confidential and may not be utilised, discussed with, divulged or disclosed to third parties except for legitimate official business purposes by employees authorised to do so;

- g) All Directors and Key Senior Management must not make use of his/her position in the Group to influence a business decision by the Group that may result in personal gain or benefit to the Director or Key Senior Management, their family member or persons connected to them; and
- h) Business decisions made by Directors and Key Senior Management must be based on integrity, sound judgement and ethical practices and not be influenced by personal interest.

ROLE AND RESPONSIBILITIES

All Directors and Key Senior Management of the Group are responsible for identifying and managing potential conflict of interest and/or actual 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 conflict of interest as described in this Policy; and
- d) Immediately declare the potential conflict of interest and/or actual conflict of interest in accordance with this Policy, remove themselves from the decision-making process and not seek to influence such decisions any further.

DISCLOSURE AND DECLARATION

All Directors and Key Senior Management of the Group are required to make a declaration by completing the Conflict of Interest Declaration Form (Appendix 1) 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 or Key Senior Management becomes aware of the conflict of interest or potential conflict of interest.

The Declaration Form must be escalated to the Audit Committee (“AC”) and the Board of Directors (“Board”) and recorded by the Company Secretary and ICC.

In addition to the declaration, the Director and/or Key Senior Management who have the conflict of interest or potential conflict of interest after consultation and review by the AC should abide and comply with the AC’s determination on the reasonable steps and measures 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. Any information disclosed under this Policy shall be strictly confidential.

MAINTAIN OF RECORDS

ICC shall maintain records of all conflict of interest declarations as well as other related documents for all Directors and Key Senior Management of the Group.

BREACH OF POLICY

Failure to disclose conflict of interest is a breach of this policy and may lead to disciplinary action.

REVIEW AND APPROVAL OF THIS POLICY

This Policy shall be reviewed at least once for every three (3) years by the AC and recommended to the Board for approval as and when required and updated in compliance with the prevailing applicable laws and regulations or in accordance with the needs of the Group, where necessary.



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CONFLICT OF DECLARATION FORM**Instruction:**

1. Please tick box if applicable
2. Please provide details in which the conflict of interest situations apply to you.
3. This Conflict of Interest Declaration Form shall be submitted by you at any point in time when an actual, perceived or potential conflict of interest situation arises.

I, _____ (NRIC No.: _____)
 have read the Conflict of Interest Policy of San Imaging Solution Sdn Bhd, and hereby
 declare an actual/potential Conflict of Interest as follows:

Yes, I do have Conflict of Interest, as defined in the policy, requiring disclosure under the policy.

Conflict of Interest Situations
a) Description of conflict.
b) When did the conflict arise?
c) Impact/potential impact of conflicts.
d) Actions taken to address conflicts.

No, to the best of my knowledge, I do not have any other interest, as defined in the policy, requiring disclosure under the policy.

If any situation should arise in the future which I think may involve me in a Conflict of Interest, I will promptly disclose the Conflict of Interest in writing to the Integrity Compliance Committee.

I, **HEREBY DECLARE** that the information provided herein is complete and accurate.

 Name :
 Date :

Received by, _____ Director
