



Conflicts-of-Interest Policy



Table of Contents

1.0	Objective	3
2.0	Scope	3
3.0	Abbreviations, Acronyms and Definitions	3
4.0	Policy	3
4.1	Guiding principles.....	3
4.2	Disclosure requirements.....	4
5.0	Gifts, entertainment, hospitality or travel	5
6.0	Confidential information	6
7.0	Board Charter	6
8.0	Implementation	7
9.0	Board oversight	7
10.0	Monitoring and reporting	7



1.0 Objective

The objective of this Conflict of Interest (COI) Policy is to establish guidelines and procedures to ensure that Edeltech Group of Companies (hereinafter “the Group”) and its employees act with integrity, avoiding situations that are most likely to cause a real or potential conflicts of interest, and maintain the highest standards of ethical conduct.

2.0 Scope

This policy applies to all directors, officers, employees, and contractors of Edeltech Group of Companies, it covers situations where personal, financial, or other interests may conflict, or appear to conflict, with the interests of the Company.

3.0 Abbreviations, Acronyms and Definitions

COI	: Conflict of Interest
BOD	: Board of Director
CEO	: Chief Executive Officer
ED	: Executive Director
GM	: General Manager
BLR	: Business Lead Representative (Head of Department)
HOD	: Head of Department
FC	: Financial Controller
CRP	: COI Reviewing Panel

4.0 Policy

4.1 Guiding principles

- 4.1.1 All personnel, including the CEO, ED, GM, FC and Senior Management (hereinafter “the personnel”) have an obligation to conduct Company-related business in an environment free from the influence of conflicting personal interests.
- 4.1.2 Employees and Directors must not use their positions, official working hours, the Group’s resources and assets, or information available to them for personal gain or to the Group’s disadvantage.
- 4.1.3 Generally, a conflict of interest arises when our position or job responsibilities present an opportunity for personal gain or when an obligation or situation resulting from our personal activities and financial affairs may directly or indirectly influence our judgment and action in the performance of that individual’s duties and responsibilities to the Group.
- 4.1.4 A situation that occurs where an employee or business associates with a duty to the Group has a personal interest that can be considered to have potential interference with objectivity in performing duties or exercising judgement for or on behalf of the Group.
- 4.1.5 Each personnel shall identify and avoid any situation that affects or appears to affect his/her ability to act in the best interests of the Group.



Examples of conflicts of interest situations include if employee or personnel:

- i) competes with the Group.
- ii) owns an interest in, directly or indirectly, or works for a competitor, customer, supplier, or any business that does or seeks to do business with the Group.
- iii) accepts loans, services, significant gifts or hospitality, or other benefits from customers or suppliers.
- iv) receive or agree to receive compensation in any form, including honoraria, from an outside source for representing or assisting any person, business, firm, or other entity in dealings with the Company.
- v) contracts or deals with customers or suppliers of the Group owned by his/her close friends or family.

4.1.6 It is impractical to try to list every situation or circumstance that might lead to a conflict of interest. For this reason, there is no substitute for our own good judgment. When in doubt about whether a situation you are engaged in or contemplating will cause a conflict with the interests of the Group, you are encouraged to make a timely disclosure of the facts to your BLR/ HOD or the FC.

4.2 Disclosure requirements

4.2.1 Compliance with Sections 219 and 221 of the Companies Act 2016

- i) If you have, or believe you may have, a conflict of interest with respect to any outside work or financial interest, you must immediately report this in writing to your BLR/ HOD and the FC.
- ii) This disclosure requirement extends to the employee's family (i.e., spouse, parents, children and their spouses, and siblings and their spouses) interests in suppliers, customers, contractors, and all other business enterprises with significant transactions or dealings with the Group.
- iii) All directors are required to disclose any direct or indirect interest they may have in any transaction or arrangement with the Group. Such disclosure shall comply with the provisions outlined in Section 219 and Section 221 of the Companies Act 2016.

4.2.2 Dealing with suppliers

Employees involved in procurement or dealing with suppliers must disclose any personal, financial, or familial interests in any supplier, service provider, or stakeholder doing business with the company. This includes, but is not limited to, ownership interests, employment relationships, or any other financial interest that may compromise or appear to compromise the employee's ability to act in the best interests of the Group.



4.2.3 Procedures for disclosure

- i) In situations where conflict of interest arises, you are required to immediately declare the matter to your BLR/ HOD and complete the Conflicts of Interest Disclosure Form. (EQ-OP-008-12-1).
- ii) The CEO/ED will review the disclosure and, in consultation with Cossec or legal counsel, if necessary, determine the appropriate course of action to resolve or mitigate the conflict.

4.2.4 Action to address conflicts of interest

Actions to address conflicts of interest may include, but are not limited to:

- i) Removal of an individual from decision-making processes related to the conflict.
- ii) Requiring the individual to divest themselves of the conflicting interest.
- iii) Implementing safeguards to minimize the impact of the conflict.
- iv) Any other action deemed appropriate by the CEO/ED.

4.2.5 Consequences of non-disclosure

Failure to report when a conflict of interest (or potential conflict of interest situation) becomes known to the employee / business associate and/or failure to comply with the requirement of the Group will be deemed to be a conflict of interest for which appropriate disciplinary actions may be taken against the relevant parties.

4.2.6 Approval of conflicts declaration

- i) Board Approval for Directors

Approval/clearance from the Board of Directors of respective companies within the Group shall be obtained for directors' conflict of interest.

- ii) Permitted Conflicts

Generally, the Group respects the rights of personnel to engage in activities outside the normal scope of their employment, provided such activities do not conflict with the ability of personnel to properly perform their job duties.

Conflicts of interest and potential conflicts of interest which have been fully disclosed and which are formally permitted by respective companies' Board will not constitute violations of this Code.

5.0 Gifts, entertainment, hospitality or travel

- 5.1 Employees and business associates are expected to exercise proper judgment in handling the giving and receiving gifts, entertainment, hospitality or travel activities and behave in a manner consistent with the general principles set out in the Code of Business Conduct.



- 5.2 In general, the Group accepts normal and appropriate gestures of receiving and/or providing goodwill and hospitality (whether given to or received from business associates) so long as the giving or receiving of gifts, entertainment, hospitality and travel meets the general principles set out in the Finance Policy, Clause 10.
- 5.3 Gifts, entertainment, hospitality or travel offered by external parties should be declined at all circumstances (despite being disrespectful) if accepting them will result in a clear situation of conflict of interest.

6.0 Confidential information

- 6.1 Information about our customers, shareholders, suppliers (including bid prices, terms, and evaluations), personnel, business plans and results of operations as well as other financial information is considered to be confidential and is only available on a need-to-know basis.
- 6.2 This information should be used solely for Company business purposes. A conflict of interest and, in some cases, a violation of law exists when personnel use Company information for personal gain or discloses it to others for purposes of gaining a competitive advantage or for solicitation purposes. Use of information in this manner is prohibited.

7.0 Board Charter

The Board of Edeltech Group has committed in the Board Charter that:

- (i) The Company's Constitution stipulates that a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare his interest in accordance with the provisions of the Act. The Director concerned shall not participate in deliberations and shall abstain himself from casting his votes in any matter arising thereof unless otherwise as provided for in the Constitution of the Company.
- (ii) Should there be an actual, potential or perceived conflict of interest between the Company or a related corporation and a Director, or an associate of a Director such as a spouse or other family members, or a related company, the Director involved shall make full disclosure and act honestly in the best interest of the Company.
- (iii) An actual, potential or perceived conflict of interest shall not necessarily disqualify an individual Director from the Board provided that full disclosure of the interest has been made in good faith and with due honesty.
- (iv) The Company Secretary shall aid the annual independence and conflict of interest self-declaration by the Directors.
- (v) The Company shall ensure that its Board members have the character, integrity, experience, competence and time to effectively discharge their roles.
- (vi) The Board members shall ensure that they dedicate sufficient time to carry out their roles and responsibilities. Each Director shall provide such a commitment



at the point of appointment. Each Director is also required to commit to attending at least 50% of the Board meetings held annually.

8.0 Implementation

The Group of Companies will integrate Conflict of Interest practices into daily operations, setting measurable targets, and continuously improving our performance in corporate governance.

9.0 Board oversight

1. The Board together with management takes responsibility for the governance of Conflict of Interest in the Group including setting the company's Conflict of Interest strategies, priorities, targets and risk management.
2. This Conflict of Interest Policy will be reviewed regularly to ensure its continued effectiveness and relevance. Any necessary updates or revisions will be made as needed.

10.0 Monitoring and reporting

1. Strategic management of material conflict of interest matters should be driven by senior management.
2. The senior management will establish mechanisms for monitoring and reporting on Group Conflict of Interest performance, promoting transparency, and accountability.