



**MERCURY SECURITIES GROUP BERHAD**

**CONFLICT OF INTEREST POLICY**

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## DEFINITIONS

The following abbreviations shall apply throughout this Conflict of Interest Policy, unless the abbreviations are defined otherwise or the context requires otherwise.

ARMC	:	Audit and Risk Management Committee of the Company
Beneficial Interest	:	Refer to the right to receive economic benefits from an asset without being the legal owner of the said asset, e.g. entitlement of income from shares held through a nominee
Board	:	Board of Directors of the Company
Bursa Securities	:	Bursa Malaysia Securities Berhad
CA 2016	:	Companies Act 2016
Chairman	:	Chairman of the Company's Board
CIDF or Form	:	Conflict of Interest Declaration Form as set out in <b>Appendix A</b>
CMSA	:	Capital Markets and Services Act 2007
Codes	:	Directors' Code of Conduct and Ethics and Employees' Code of Conduct and Ethics, collectively
COI	:	Conflict of interest (actual, potential, financial or non-financial)
Company	:	Mercury Securities Group Berhad
Company Secretary	:	Company secretary of the Company
Conflicted Director	:	A Director in respect of whom a conflict of interest arises or may reasonably arise in relation to a matter to be discussed or voted upon at the Board/ARMC meetings pursuant to provisions under the CA2016, the Listing Requirements, the Company's Constitution, Board Charter, Directors' Code of Conduct and Ethics, the terms of reference of ARMC and/or any other applicable laws, rules and regulations of Malaysia
Conflicted Person	:	Conflicted Director and conflicted KSM, collectively
Directors	:	Directors of the Company and/or its subsidiaries
		(i). Director shall have the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director of the Company and/or its subsidiaries; and

- (ii). Pursuant to Section 210 of the CA2016 states that in addition to the definition of “director” in Section 2 of the CA2016, “director” includes chief executive officer, chief financial officer, chief development officer or any other person primarily responsible for the management of the company
- Family Members : (i). a spouse of the person; or  
(ii). a brother or sister of the person, or their spouses; or  
(iii). a brother or sister of the spouse of the person, or their spouses; or  
(iv). parents or parents-in-law of the person; or  
(v). children (including adopted or stepchild) or children-in-law of the person; or  
(vi). a lineal descendant of a person referred to in (ii) and (iii) above, e.g., niece or nephew, or their spouses; or  
(vii). the uncle, aunt, or cousin of the person
- Group : Mercury Securities Group Berhad and its subsidiaries, collectively
- Interested Party : A Director, KSM or other employee, who/which is deemed to have a vested, potential or perceived vested interest, directly and/or indirectly, in the Group and/or is in a position or would be in a position to exert/exercise influence on the Group’s business/operations/decision making, which could/may undermine the Group’s interest
- KSM or Key Senior Management : The highest level of management in the Group, including C-suite employees who are not on the Board and any other persons whom the Board shall consider as being a Key Senior Management member
- Listing Requirements : ACE Market Listing Requirements of Bursa Securities
- Major shareholder : Has the meaning given in Rule 1.01 of the Listing Requirements and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company
- MD : Managing Director of the Company
- Non-Conflicted Directors : Any Director who is not a Conflicted Director pursuant to provisions under the CA2016, Listing Requirements, the Company’s Constitution, Board Charter, the Codes, Terms of Reference of ARMC and/or any other applicable laws, rules and regulations of Malaysia
- Person Connected : Has the meaning given in Rule 1.01 of Listing Requirements

- Policy : This Conflict of Interest Policy
- Related Party : Has the meaning given in Rule 1.01 of the Listing Requirements. It generally refers to a Director, Major Shareholder or Person Connected with such Director or Major Shareholder, who is interested in the RPT
- Related Transaction or RPT Party : Any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships required to be disclosed or approved pursuant to Rule 10 of the Listing Requirements
- SC : Securities Commission Malaysia
- Transaction : The acquisition or disposal of assets by the Group including the provision of financial assistance as described in Rule 10 of the Listing Requirements

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## **A. INTRODUCTION**

- (1) The Group is committed to upholding the highest standards of integrity, transparency, and ethical conduct in every aspect of the Group's business and operations. In line with this commitment, the Group has implemented this Policy to ensure that the Directors and Key Senior Management act responsibly and objectively always in the best interests of the Group and are free from any personal, financial, non-financial or other conflicts that may compromise their judgment or impartiality in making decisions or judgement that could undermine the interest of the Group.
- (2) The Company takes this commitment seriously and expects all the parties concerned to always uphold these values.
- (3) This Policy shall be read together with the Company's Codes, Related Party Transactions Policy and Procedures, Anti-Bribery and Anti-Corruption Policy and Guidelines, Whistleblowing Policy and Procedures, paragraphs 3.05 and 3.06 of the SC's Guidelines on Conduct of Directors of Listed Corporations and Their Subsidiaries and other related policies.
- (4) In formulating this Policy, the Group has taken into account the requirements outlined in the Listing Requirements, CMSA, CA2016, as well as other relevant regulatory frameworks, to ensure compliance with the obligations imposed.

## **B. OBJECTIVES**

- (1) The objectives of this Policy are to:
  - (i) establish and maintain a robust framework consisting of well-defined processes and procedures that are diligently adhered to within the Group;
  - (ii) effectively identify, address, and manage a wide range of COI or potential COI, including those that are actual, potential, or perceived in nature;
  - (iii) protect the Group's interest from any harmful conflict of interest situations;
  - (iv) safeguard the Group's reputation and minimise legal liability;
  - (v) enable the Group to effectively fulfil its responsibilities to all its stakeholders, society and the environment; and
  - (vi) handle such situations in a fair and transparent manner and in accordance with the provisions of applicable laws, regulations, guidelines of the relevant regulatory bodies in Malaysia.

- (2) Notwithstanding, disclosure of a potential COI does not make it an actual conflict as such disclosure helps to eliminate any false perception that may be detrimental to the reputation of the Group. Also, disclosure of an actual COI does not remove the conflict but merely facilitates appropriate management of the said actual COI.
- (3) It is therefore important for the Interested Party to disclose any actual, potential and/or perceived COI situations to enable a proper evaluation and management of the said conflict. Non-disclosure of such conflict may result in ethical and/or legal implications to the Group as well as in some situation, legal/personal liability of the party failing to disclose the conflict.

### **C. SCOPE AND APPLICATION**

- (1) This Policy outlines the framework and the processes for the purposes of preventing any conflicts from influencing or compromising the objectivity and impartiality of the Group's business and operations, as well as to safeguard the Group's reputation.
- (2) This Policy serves as a guide to the ARMC and the Company's Board in discharging their role, which is to provide oversight and review the COI situations that arose, persist or may arise within the Group.
- (3) This Policy applies to all Interested Party particularly Directors and Key Senior Management of the Group.
- (4) This Policy applies whenever COI is identified by an Interested Party or should reasonably be anticipated from their current or future activities.
- (5) This Policy provides guidance on:
  - (i) recognising and disclosing actual or potential or perceived COI; and
  - (ii) creating, executing, and overseeing strategies to appropriately handle and manage conflicts.
- (6) The scope of this Policy is extensive, encompassing a wide range of activities that could give rise to COI. Although this Policy cannot possibly account for every conceivable situation, Interested Party particularly Directors and KSM are expected to exercise sound judgment, adhering to the intent of this Policy.

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## D. WHAT IS CONFLICT OF INTEREST

- (1) COI situations generally refer to circumstances where a person with a vested interest in the Group is in a position or has the opportunity to influence the Group's business or other decisions in ways that could lead to personal gain or advantage of any kind.
- (2) Interest in a COI involving the person is not limited to direct financial interest but also include an indirect financial interest as well as non-financial interest.
- (3) COI situation may exist in the form of:
  - (i) **Actual COI** – when there are proven facts that COI exists;
  - (ii) **Perceived COI** – there is no proven fact that COI exists, however, one believes that COI exists; and
  - (iii) **Potential COI** – COI has not existed currently; however, it has prospect to exist in the near future.

## E. TYPES OF INTEREST

- (1) **Financial interests** refer to interests that can be measured in monetary terms, such as remuneration (salary, commission, fees etc.), commercial dealings such as business contracts, consultancy fees, acquisition and/or sale of assets etc.
- (2) **Non-financial interests** include all other interests that are not measurable in monetary terms, such as directorship (or involvement in other organisations such as competing businesses, professional, charitable, religious or political bodies, etc.), accessibility to confidential information, "Family Member" relationship, etc.
- (3) **Direct interests** refer to self-interest when an Interested Party has clear and defined rights.
- (4) **Indirect interests** refer to situations when an Interested Party derived benefits through a third party or an intermediary.

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## F. REGULATORY REQUIREMENTS

- (1) SC's Guidelines on Conduct of Directors of Listed Corporations and their Subsidiaries

This SC's guidelines require the following:

- (i) Paragraph 3.05

A listed corporation and its directors must establish policies and procedures to manage potential conflict of interest situations including potential conflict of interest between:

- (a) any director and the corporation; and
- (b) the listed corporation and its subsidiaries.

- (ii) Paragraph 3.06

A director of a corporation must not accept a benefit from or provide a benefit to a third party by reason only of:

- (a) him being a director; or
- (b) him doing something or refraining from doing anything as a director;

unless he is permitted to do so by the corporation's constitution or the corporation's code of conduct and it is not contrary to any written law.

- (2) Capital Markets and Services Act 2007

Section 317A of the CMSA - Prohibited conduct of Director or Officer of a listed corporation states as follows:

- (i) A director or an officer of a listed corporation or any of its related corporations shall not do or cause anyone to do anything with the intention of causing wrongful loss to the listed corporation or any of its related corporations irrespective of whether the conduct causes actual wrongful loss.
- (ii) This section is in addition to and not in derogation of any law relating to the duties or liabilities of directors or officers of a listed corporation.
- (iii) A person who contravenes subsection (1) commits an offence and shall, on conviction, be punished with imprisonment for a term which shall not be less than two years but not exceeding ten years and be liable to a fine not exceeding ten million ringgit.

(iv) For the purpose of this section 317A of the CMSA:

“director” includes a person who is a director, chief executive officer, chief operating officer, chief financial controller or any other person primarily responsible for the operations or financial management of a company, by whatever name called; and

“wrongful loss” means loss of property by unlawful means to which the person losing is legally entitled.

(3) Companies Act 2016

Section 218 of the CA 2016 recognises situations under conflict of interest and specified that a director or officer must not do the following to gain benefit for himself or any other person, or cause detriment to the company, without the consent or ratification of a general meeting:

- (i) using the property of the company;
- (ii) using any information acquired by virtue of his position as a director or officer of the company;
- (iii) using his position as such as director or officer;
- (iv) using any opportunity of the company which he became aware of, in performance of his functions as the director or officer; or
- (v) engaging in business which is in competition with the company.

Section 219 of the CA 2016 requires a director of a company shall give notice in writing to the company - (a) of the particulars relating to the shares, debentures, participatory interest, rights, options and contracts as are necessary for the purposed of compliance with Section 59 by the company.

Additionally, Section 221 and Section 222 of the CA 2016 state that a director interested in a proposed or existing contract with the company, the director must:

- (i) declare the nature of his interest at the board meeting;
- (ii) not participate in any discussion while the contract or proposed contract is being considered during the board meeting; and
- (iii) not vote on the contract or proposed contract.

Further, a director who holds any office or owns any property which may give rise to a conflict with his duties or interest as director must declare the fact and nature, character and extent of the conflict at a board meeting.

#### (4) Listing Requirements of Bursa Securities

The Listing Requirements require the company to disclose the nature and extent of any COI or potential COI including interest in competing business involving directors, key senior management, legal representatives (e.g. sponsor and adviser etc) of the company in the following documents:

- (i) Statement accompanying notice of annual general meeting pertaining to election of directors;
- (ii) Relevant announcement of the said person's appointment; and
- (iii) Annual report in the various sections including those on the profile of directors, chief executive and key senior management.

For purposes of the Listing Requirements, in addition to the above, the following are some examples of COI involving a said person which would warrant disclosure i.e. where the said person:

- (i) uses property or resources of the listed issuer group for his or her personal purpose or business;
- (ii) channels benefits or resources meant for the listed issuer group to a company which he or she has an interest in;
- (iii) discloses trade secrets to a competitor where he or she has an interest in;
- (iv) influences decision of the property developer listed issuer to develop an area where the said person owns property so that he or she will also enjoy the benefit either financially (e.g. capital appreciation of the property) or non-financially (e.g. convenience from the infrastructure developed) from such development;
- (v) prioritises his or her private venture by depriving the listed issuer from an identified business opportunity;
- (vi) leverages on the listed issuer's business or developmental plan by acquiring adjacent lands using the said person's private company;
- (vii) is involved in a business which offers similar products or services that are likely to replace or substitute the products or services offered by the listed issuer group;
- (viii) holds offices or directorships in competitors of the listed issuer group;  
or
- (ix) provides financial assistance to, or receives financial assistance from, the listed issuer group on terms and conditions which are more favourable to the said person than normal commercial terms.

(x) Potential COI

A potential COI is a COI that has yet to materialise or happen, but may arise subsequently due to, among others, prevailing relationships or interests of the said person.

Examples (which are not exhaustive) include the following:

- (a) The said person having similar business with that of the listed issuer group in a geographical location which the listed issuer group is not currently operating in, but which the listed issuer group may expand its venture in subsequently.
- (b) The said person purchasing substantial building materials for construction of his or her own property at a massive discount from a contractor which has been shortlisted as one of the contractors for the listed issuer's project. There could be potential COI as the said person may favour awarding the listed issuer's project to the contractor that gave him the discount.

## G. POLICIES AND PROCEDURES

### (1) Roles and Responsibilities of Governance Party

This Policy ensures fairness and transparency in handling the various COI situations by segregating the specific roles and responsibilities to different parties as set out below (hereinafter to be referred to as "**Governance Party**"):

<b>Governance Party</b>	<b>Role</b>	<b>Responsibilities</b>
Board	Oversee; Review; Advise and Approve	<ul style="list-style-type: none"><li>• Oversee this Policy &amp; its related procedures;</li><li>• Review, advise and/or approve the evaluation criteria and corresponding action plan to address COI findings;</li><li>• Entrust critical areas to be reviewed by the ARMC; and</li><li>• Deliberate on COI findings presented by the ARMC during Board meeting.</li></ul>
ARMC	Review; Report; and Recommend to the Board	<ul style="list-style-type: none"><li>• Review this Policy periodically to it complies with relevant regulatory requirements;</li><li>• Review and monitor COI situations reported and ensure that they are properly managed and enforced in accordance with this Policy across the Group;</li></ul>

- Report the COI findings and its corresponding assessment/decision to the Board;
- Disclose in the ARMC Report on an annual basis, all material COI situations that arose, perceived and/or potential, together with the measures on how such conflicts were resolved, mitigated, and/or eliminated and for those still subsisting, how they are being managed and monitored; and
- Review and evaluate any COI disclosures by Directors, KSM and manage them, wherever necessary.

MD

Implement;  
Enforce;  
Evaluate;  
Review and  
Monitor the  
COI report

- Lead and steer in the implementation and enforcement of this Policy;
- Work closely with other KSM in formulating COI management strategies;
- Review and monitor the control process that govern COI management;
- Report COI situation, nature of the Transactions, the impact on the Group, and its corresponding management to the ARMC; and
- Review and evaluate other KSM's COI disclosure and manage the COI situation wherever necessary.

## (2) Roles and responsibilities of a Conflicted Person

Generally, a Conflicted Person is required to:

- comply with this Policy and other related procedures and guidelines at all times;
- demonstrate objectivity, integrity, independence and employ sound judgment and discretion in all his/her actions;
- make efforts, whenever feasible, to steer clear of circumstances that may lead to any COI situations as described in this Policy;
- immediately declare any vested, perceived and/or potential interest in accordance with this Policy; and
- adhere to the appropriate Governance Party's advice, recommendation and/or decision to address the COI situation.

Apart from the abovementioned, should the Interested Party be a Director, KSM or principal officer, he/she is also required to comply with the relevant statutory and regulatory provisions on COI situations such as:

- (i) the provisions of the CA 2016 and CMSA;
- (ii) the applicable rules of the Listing Requirements; and
- (iii) other applicable statutory/regulatory requirements, if any.

(3) Identification of COI Situations or Circumstances

- (i) In general, a COI situation (whether arose, perceived and/or potential) is when a person, may or will through his/her position, action and/or judgement, directly and/or indirectly, exert undue influence on the COI situation and undermines or will undermine the Group's overall interest. An interest can be financial interest or a non-financial interest, a direct or an indirect interest
- (ii) A COI situation would arise where a person's ability to perform his/her duties effectively and impartially is potentially impaired by personal interests, considerations, or relationships.

(iii) Generally, COI may be described under the following broad categories:

- (a) Equity ownership in entities having a business relationship with the Group

This is where an Interested Person holds shares in privately owned entities having a business relationship with the Group, either directly or indirectly (e.g., through a Family Member). This does not apply to shares held in publicly quoted companies which have a business relationship with the Group unless such holding is considered to be material and the interest is likely to impair the objectivity of the Director, KSM, major shareholder or principal officer concerned.

- (b) Directorship, partnership, or other forms of beneficial interest in entities having a business relationship with the Group. This applies to situations where an Interested Person holds a position or has an interest in entities having a business relationship with the Group or the Interested Person is in a position to influence decision making.

- (c) A COI would exist if a Family Member of an Interested Person has a reporting relationship with the related Interested Person. For example, this also applies to situations where a Family Member of the Group's Conflicted Persons (as the case may be) is working in a company bidding for a project to be awarded by the Group, although there is no contractual arrangement yet.

(d) Contractual dealings with Interested Persons

This refers to situations where the Group purchases or leases property, equipment, materials, etc. from such Interested Persons and enter contractual arrangements whereby such situations give rise to a COI situation and should be declared.

(e) Director serving on the board of directors or employment or service in any capacity (with or without remuneration) with any other person or body that has dealings with the Group.

(f) Unauthorised personal use of the Group's assets, resources, or information, without prior approval from the Chairman or Managing Director as the case may be, and, in the case involving the Chairman, approval from the Board.

(g) Loans by the Company to, or guarantees by the Company of obligations of, any Director, KSM or his/her Family Members, are strictly prohibited.

(h) The Company may enter transactions with other companies that share a common Director with the Company, or where the Director is an officer or employee of such other company. The affected Director, after having disclosed all known pertinent information and subsequently cleared by the ARMC, shall not participate in the deliberations and decisions concerning any transaction, contract, or other arrangement between the Company and the other company.

The above shall exclude subsidiaries or related companies in the Group where common directorships are normal.

(i) Director and KSM is involved either in or with any company that has similar business in competition with the Group.

(4) General Responsibilities of Directors and KSM

All Directors and KSM of the Group bear the responsibility of identifying and managing COI. The general responsibilities of Directors and KSM are as follows:

(i) **Disclosure:** Directors and KSM should disclose any actual or potential COI they may have with the Group. This includes financial or non-financial interests, relationships, or affiliations that could affect their impartiality in decision-making.

(ii) **Fiduciary Duty:** Directors and KSM have a fiduciary duty to act in the best interests of the Group and its shareholders. This duty supersedes any personal interests, and Directors and KSM should make decisions with the Group's interests as the top priority.

- (iii) **Compliance:** Directors and KSM shall comply with this Policy and other relevant policies and guidelines concerning the identification, documentation, escalation, and management of COI.
  - (iv) **Transparency:** Directors and KSM shall avoid, whenever possible, situations or decision which could give rise to COI and promptly declare any COI in accordance with this Policy, abstaining from the decision-making process and refraining from attempting to influence such decisions any further.
  - (v) **Ethical Conduct:** Act honestly, with integrity and transparently, while exercising sound judgment and discretion in their actions.
- (5) When to Disclose a COI situation
- (i) **At the time of appointment or recruitment;** Human Resources Department should obtain a duly completed CIDF from an onboarding of a new KSM to the Group and the Company Secretary should obtain the same from a newly appointed Director of the Company and/or its subsidiaries.
  - (ii) **Subsequent to appointment or employment:** The Conflicted Person shall declare COI as an when he becomes aware of the COI situation or circumstance.
- (6) Disclosure Requirements and Procedures
- (i) Any situation involving COI of a Director, whether direct or indirect, actual or potential, must be declared and notified to the Company Secretary immediately after the relevant facts have come to the Director's knowledge.
  - (ii) Any situation involving COI of a KSM, whether direct or indirect, actual or potential, must be declared and notified to the MD immediately after the relevant facts have come to the KSM's knowledge.
  - (iii) A Conflicted Director or KSM may at any time declare a COI or duty in relation to a matter by notifying the Company Secretary or the MD in writing of the existence of the actual or potential COI and providing the Company Secretary or the MD with such information as will reasonably allow an informed assessment to be made by the other Non-Conflicted Directors.
  - (iv) If the COI matter is being deliberated at the Board meeting, the Conflicted Director and/or KSM shall provide written notice to the Board and the Company Secretary or the MD before the commencement of the meeting. The Company Secretary then presents the said COI matter to the Board for discussion.



(v) Identification by the Conflicted Director or KSM (Self Declaration)

Where a Conflicted Director or KSM has disclosed the COI matter as required under this Policy, the Conflicted Director or KSM:

- (a) shall declare the nature of his/her interest at the Board meeting;
- (b) will continue to receive Board papers or other information in relation to the COI matter for information purposes, unless the Board Chairman or the Board determine otherwise;
- (c) shall be excused from any part of the Board discussion and/or ARMC meeting for the duration during the matter's discussion;
- (d) shall not vote on the matter; and
- (e) if majority of the Non-Conflicted Directors resolve that the disclosed interest should not disqualify a Conflicted Director or KSM from being present while the COI matter is being considered, then Clauses 6 (iii)(c) of this Policy shall not apply. The Conflicted Director may be present only to make the quorum counted at the Board meeting but shall strictly be prohibited to participate and/or vote in any discussion while the COI matter is being considered during the Board meeting in pursuant to Section 222 of the CA 2016.

(vi) Identification by the Board or Others

- (a) In the event that any COI matter is anticipated or brought before the Board by the Chairman, Non-Conflicted Directors or any other concerned party that has a concern that the disclosure of such a matter to a particular Director would not be in the best interests of the Group and/or place that particular Director in a position of conflict, the COI matter shall be referred to the Chairman of the Board for further investigation.
- (b) The Board Chairman, in consultation with the Chairman of the ARMC and/or the Company Secretary, will conduct a thorough assessment to determine if the Conflicted Director is indeed facing a COI situation. In such circumstances, the Conflicted Director:
  - (I) will not be provided with any Board papers or information related to the COI matter;
  - (II) shall be excused from participating in any part of a Board or ARMC meeting during discussions on the COI matter; and
  - (III) shall not vote on the COI matter.

(vii) Half Yearly Declaration of Conflict of Interest Declaration Form

In addition to the declaration of COI by the Conflicted Person on a timely basis when the COI situation arises, to further strengthen the COI disclosure process, all Directors and KSM are required on a half-yearly basis to make declaration of COI or potential COI via the **Conflict of Interest Declaration Form** as set out in **Appendix A** of this Policy

The completed CIDF will be circulated and tabled for deliberation by the ARMC when the committee meets to discuss the 6-month results for the financial period ending 31 May and the 12-month results for the financial year ending 31 October.

(7) Maintenance of Records

- (i) The CIDF will be securely maintained by the office of the Managing Director. The Company Secretary shall record each instance of COI disclosure made by the Conflicted Director and KSM in the minutes of meeting during which the declaration was submitted. In cases where the declaration is made outside of meeting times, the disclosure will be documented in the minutes of the subsequent meeting.
- (ii) The office of the Managing Director shall ensure proper maintenance and retention of documentation to facilitate scrutiny of the COI matter by regulators or auditors. Such documentation should be readily accessible to regulators and other relevant parties.

(8) Compliance

- (i) Directors and KSM are obligated to adhere to all COI requirements as stipulated in this Policy along with any requirements set forth by the Listing Requirements or other relevant regulatory guidelines.
- (ii) Furthermore, should a Director's and/or KSM's interest leads to a Related Party Transaction, they must also adhere to the Company's Related Party Transactions Policy, in addition to meeting any requirements specified by the Listing Requirements or other applicable regulatory guidelines.
- (iii) Any breach or non-compliance with this Policy will be subject to appropriate internal disciplinary action and applicable civil and criminal liability.

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(9) Review by the ARMC

- (i) The ARMC's role entails assessing any actual or potential COI situations that arose, persist or may arise within the Group. The ARMC shall propose with the measures to resolve, eliminate, or mitigate the COI situations and report its findings to the Board.
- (ii) The ARMC shall review and reassess the adequacy of this Policy periodically at least once a year and make such amendments to this Policy as it may deem appropriate. All reviews by the ARMC of this Policy are reported to the Board for further action.
- (iii) When a determination has been made that there is a COI case, the ARMC shall:
  - (a) immediately inform the Board of the COI; and
  - (b) make appropriate recommendations to the Board for further action.
- (iv) The Company Secretary shall record in the minutes the details of the COI that has arisen, the declaration by the interested Directors and KSM and the fact that the interested Director or KSM was requested to leave the Board meeting for discussion of the matter at issue.

(10) Modifications

The Company reserves the rights to modify or amend this Policy at any time as it may deem necessary to align the Policy with the relevant regulatory frameworks.

## **H. APPROVAL**

This Policy has been approved by the Company's Board on 26 June 2024.

### CONFLICT OF INTEREST DECLARATION FORM

In accordance with the purpose and intent of the CONFLICT OF INTEREST POLICY of Mercury Securities Group Berhad (“**MSGB**” or “**Company**”) (“**Policy**”) and its subsidiaries (“**Group**”), a copy of which has been furnished to me, I hereby disclose that I, my Family Member or Related Party (as defined in the Policy) have the following affiliations, interests or relationships, and/or have taken part in the following transactions:

No.	CONFLICT OF INTEREST SITUATIONS	Yes	No
		Please indicate with a tick (/)	
1.	Do you, a Family Member or Related Party hold, directly or indirectly, a financial interest or other substantial personal interest or affiliation with any company, vendor or firm with which MSGB and/or the Group has or proposes to enter into a business or contractual relationship?		
2.	Are you a director, executive, advisory board member, limited partner, officer, trustee or hold another position of authority to influence, directly or indirectly, any organisation, firm, company whether joint venture, owned or partially owned by your organization that would, directly or indirectly, compete with MSGB and/or the Group businesses?  <i>Example: Hold a board seat or executive position of an entity or any of its sub-entities that has competing interests to MSGB and/or the Group.</i>		
3.	Do you, a Family Member or Related Party have or had, directly or indirectly, a compensation relationship with any company, vendor or firm with which MSGB and/or the Group has or proposes to enter into a business or contractual relationship that has resulted in or could result in personal benefit to you, a Family Member or Related Party?  <i>Examples: Compensation for employment or independent contractor services, consulting fees, board stipends or fees, cash or cash equivalents, loans, entertainment, gifts, discounts, free services, advisory committee fees, favors, honoraria, royalties, personal services, other indebtedness of any kind, etc.</i>		
4.	Have you, a Family Member or Related Party used non-public information of MSGB and/or the Group, a supplier, service provider, member or other strategic alliance of MSGB and/or the Group for personal benefit?		
5.	Have you, a Family Member or Related Party taken opportunities related to MSGB business by using MSGB and/or the Group property, information, or position for personal gain, or competed with MSGB and/or the Group for business opportunities?		



**Name:** ..... **NRIC/Passport No.:** .....

do hereby solemnly affirm and declare the following:

- (i) I have received a copy, read and understand this Policy;
- (ii) I agree to comply with this Policy;
- (iii) I agree to report to the Board Chairman, ARMC Chairman, Managing Director and/or Company Secretary of MSGB any change in the responses to each of the foregoing questions that may result from changes in circumstances or any further financial interest, non-financial interest, situation, activity, interest or conduct that may develop before completion of my next semi-annual declaration of this Form;
- (iv) The information contained in this Form is true and accurate to the best of my knowledge and belief; and
- (v) I am the individual named above who completed and signed this Form.

**Name of Director/Key Senior Management:** .....

**Date of Declaration:** .....

**Signature:** .....