



# **JASA KITA BERHAD**

Registration No. 199201007753 (239256-M)  
(Incorporated in Malaysia)

## **CONFLICT OF INTEREST POLICY**

### **1. INTRODUCTION**

The Directors and Key Senior Management of Jasa Kita Berhad (“the Company”) 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 interests and the Group’s interest.

**Generally, Conflict Of Interest (“COI”) refers to situations where :-**

- (a) the interests of the said person (who is often a person in a position of trust), interfere, or appear to interfere, with the interests of the Group; or**
- (b) the said person has interests that may make it difficult to perform his or her role objectively and effectively.**

(“said person” refers to directors, key senior management and legal representative of a listed corporation.)

The Conflict of Interest Policy is to provide guidance on how to deal with COI and potential COI situations as they arise/ may arise and protect the interest of the Group.

### **2. LEGAL DUTY TO AVOID CONFLICT OF INTEREST**

A director or officer of the Company shall not, without the consent or ratification of a general meeting :-

- (a) use the property of the Company;
- (b) use any information acquired by virtue of his position as a director or officer of the Company;
- (c) use his position as such director or officer;
- (d) use any opportunity of the Company which he became aware of, in the performance of his functions as the director or officer of the Company; or
- (e) engage in business which is in competition with the Company.

to gain a benefit for himself or any other person, or cause detriment to the Company.

**3. INTERESTS IN EXISTING OR PROPOSED CONTRACT(S)**

Where a director or persons connected to him is interested in a proposed or existing contract with the Company, the Director must :-

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

**4. HOLDING OF OTHER OFFICE(S) AND/OR OWNERSHIP OF ANY PROPERTY(IES)**

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

**5. EXAMPLES OF CONFLICT OF INTEREST WHICH WARRANT DISCLOSURES**

Where the said person :-

- (a) uses property or resources of the Group for his or her personal purpose or business;
- (b) channels benefits or resources meant for the Group to a company which he or she has an interest in;
- (c) discloses trade secrets to a competitor where he or she has an interest in;
- (d) influences decision of the property developer of the Group 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 nonfinancially (e.g. convenience from the infrastructure developed) from such development;
- (e) prioritises his or her private venture by depriving the Company from an identified business opportunity;
- (f) leverages on the Company's business or developmental plan by acquiring adjacent lands using the said person's private company;
- (g) 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 Group;
- (h) holds offices or directorships in competitors of the Group; or
- (i) provides financial assistance to, or receives financial assistance from, the Group on terms and conditions which are more favourable to the said person than normal commercial terms.

**6. POTENTIAL CONFLICT OF INTERESTS**

A potential conflict of interest is a conflict of interest that has yet to materialise or happen, but may arise subsequently due to, among others, prevailing relationships or interests of the said person. Examples include the following :-

- (a) The said person having similar business with that of the Group in a geographical location which the Group is not currently operating in, but which the 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 conflict of interest as the said person may favour awarding the listed issuer's project to the contractor that gave him the discount.

**7. MEASURES TO ADDRESS CONFLICT OF INTERESTS ("COIs")**

- (a) Requiring declaration of COI as soon as practicable after the relevant facts have come to the knowledge of the said persons. If deemed necessary, requiring the said persons to update the Audit Committee of the Board on a regular basis;
- (b) Requiring the said persons to abstain or recuse themselves from deliberation and voting on matters relating to the COIs;
- (c) Undertaking an assessment on COI of the said persons during the performance appraisal on an annual basis and for new appointments, before the appointment;
- (d) Requiring the said persons to execute a non-disclosure or confidentiality agreement to protect any type of confidential and proprietary information or trade secrets; or
- (e) Restricting the said persons from participating in the running or managing of operations of business(es) which compete with the Group.

**8. REVIEW OF POLICY**

The Conflict of Interest Policy will be subject to review by the Board of the Company as and when deemed appropriate.

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## CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST DECLARATION FORM

I, \_\_\_\_\_ (NRIC No. \_\_\_\_\_)

hereby confirm that I \*have/ do not have any conflict of interest as follows:

(\*please strike out whichever is not applicable)

### **CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST DISCLOSURE:**

	Use or leverage on the property or resources of the Group for personal purpose or business(es) which I have interest in.
	Involved in the running or management of operations of business(es) which compete with the Group or which offer similar products or services with the Group.
	Hold offices or directorship or have a controlling interest in a company which have similar business, products or services with the Group.
	Dealings with competitor eg. discloses trade secrets to competitor whom I have interest in.
	Provides or receives financial assistance from the Group on terms and conditions which are more favourable than normal commercial terms.
	Having similar business with the Group in a geographical location which the Group is not currently operating in, but potentially may venture into it.
	Others :-

(please tick ✓ whichever is applicable)

### **DETAILS TO BE DISCLOSED:**

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Name :  
Position :  
Date of Declaration: