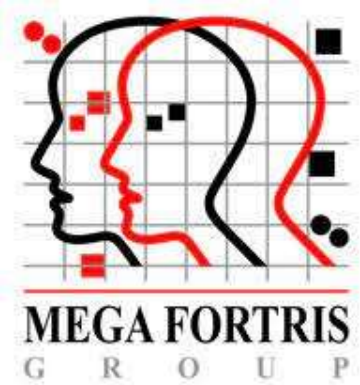


MEGA FORTRIS BERHAD

CONFLICT OF INTEREST POLICY

1. INTRODUCTION

Mega Fortris Berhad ("**Mega Fortris**" or "**Company**") and its subsidiaries ("**Mega Fortris Group**" or "**Group**") are committed to maintaining the highest of ethical standards and recognises that it must be seen at all times to be acting in accordance with highest standards of governance. Accordingly, Mega Fortris Group expects all staff to conduct themselves with integrity, impartiality and professionalism at all times, and to avoid any conflict of interest that may arise in the performance of their duties.

Proper identification and management of conflicts of interest ensures that business decisions are made in the best interests of the Mega Fortris Group and protected from any consequent damage to its activities and reputation.

2. OBJECTIVE

The objective of this Conflict of Interest Policy ("**Policy**") is to effectively recognise and address real, potential, and perceived conflicts of interest, while also serving as a resource for navigating and managing conflict situations as they unfold.

3. SCOPE

(a) This Policy applies to all employees including the directors, chief executive and senior management of Mega Fortris Group. This Policy is designed to ensure transparency, integrity, and the highest standards of corporate governance within the Company.

(b) This Policy applies whenever an individual recognises, or should reasonably recognise, that a conflict of interest may arise from their current or future activities.

(c) The scope of this Policy is deliberately extensive, encompassing a wide array of activities that may lead to conflicts of interest. While efforts have been made to make it as comprehensive as possible, it is acknowledged that it may not cover every potential scenario. Hence, all employees including the Directors, Chief Executive and Senior Management of Mega Fortris Group are encouraged to exercise reasonable judgment and adhere not solely to the literal text of the Policy but also to its underlying principles and spirit.

(d) This Policy is adopted in addition to the conflict of interest as provided under the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**MMLR**"), The Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 (AMLR) and Malaysian Code on Corporate Governance (MCCG) 2021, which all employees including the Directors, Chief Executive and Senior Management of Mega Fortris Group are required to observe and adhere to.

4. DEFINITIONS

(a) "**Beneficial interest**" refers to the right to receive economic benefits from an asset without being the legal owner of the asset, e.g. entitlement of income from shares held through a nominee.

(b) "**Conflict of interest**" refers to a situation in which an individual's personal, financial, professional, or other interests have the potential to compromise their objectivity, judgment, or decision-making in a way that could adversely affect the interests of others or the organization to which they owe a duty. In such circumstances, the individual may be influenced to prioritize their personal gains or relationships over the best interests of the organization, clients, stakeholders, or the general public.

(c) "**Actual conflicts of interest**" refers to the direct or real conflict between your duties and responsibilities to Mega Fortris Group and a competing personal interest.

(d) "**Potential conflict of interest**" refers to a situation where your private interest could potentially develop to influence the exercise of your power or performance of your duties or responsibilities to Mega Fortris Group.

(e) "**Perceived conflict of interest**" refers to a situation where others may reasonably perceive, or you give the perception, that a conflict of interest exists on your part that could affect your decision or responsibility.

(f) "**Family member**", in relation to a person, means: -

(i) a spouse of the person;

(ii) a brother or sister of the person, or their spouses;

(iii) a parent of that person; and

(iv) a child of the person, including adopted child and step-child, or their spouses.

(g) "**Material**" in relation to shareholding means equity ownership of 5% or more.

(h) "**Chief Executive**" refers the principal executive officer of the Group for the time being, by whatever name called, and whether or not he is a director.

(i) "**Director**" has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 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: -

(i) a director of the Company and its subsidiary(ies); or

(ii) a Chief Executive of the Company and its subsidiary(ies); or

(j) "**Senior Management**" refers to a person is the senior management of the Group, who is primarily responsible for the business operations of the Group's core business and operation, including but not limited to the Chief Executive and head of departments.

(k) **"All Employees"** refers to all individuals engaged by Mega Fortris Group, whether on a permanent, contract, temporary, part-time, fixed-term, internship, secondment, or consultancy basis**,** including Directors, the Chief Executive, Senior Management, and any other person who performs work or services for or on behalf of the Group, regardless of designation or employment arrangement**.**

5. IDENTIFYING CONFLICTS OF INTEREST SITUATIONS

A conflict of interest occurs when an individual's capacity to carry out their duties effectively or impartially is potentially compromised by personal interests, considerations, or relationships.

In general, conflicts of interest can be broadly classified into the following categories:-

(a) Equity ownership in entities having a business relationship with Mega Fortris Group

This is where a Director, Chief Executive or Senior Management holds shares in privately owned entities having a business relationship with Mega Fortris 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 Mega Fortris Group unless such holding is considered to be material and the interest is likely to impair the objectivity of the Director or Chief Executive or Senior Management concerned.

(b) Directorship, partnership or other forms of beneficial interest in entities having a business relationship with Mega Fortris Group

This applies to situations where a Director, Chief Executive or Senior Management holds a position or has an interest in entities having a business relationship with Mega Fortris Group. An example would be when an employee of Mega Fortris Group is a Director of a company supplying materials to Mega Fortris Group. Such situations would result in a conflict of interest.

(c) Personal family relationships

A conflict of interest would exist if a family member of a Director or Chief Executive or Senior Management has a reporting relationship with the related Director or interested Chief Executive or interested Senior Management. This also applies to situations where a family member of Mega Fortris Group staff is working in a company bidding for a project to be awarded by Mega Fortris Group, although there is no contractual arrangement yet. Such situations give rise to a conflict of interest and should be declared.

(d) Contractual dealings with Directors, Chief Executive or Senior Management

This refers to situations where Mega Fortris Group purchases or leases property, equipment, materials, etc. from Directors or Chief Executive or Senior Management or enters into contractual arrangements with Directors or Chief Executive or Senior Management (other than employment contracts). Such situations give rise to a conflict of interest and should be declared.

(e) Acceptance of meals or entertainment

The acceptance of meals or entertainment may affect an employee's objectivity and judgement. It is the responsibility of the employee to comply with Mega Fortris Group's Gifts, Hospitality, Donations, and Similar Benefits Policy to ensure that nothing is received or given which might create a conflict of interest or bring their integrity into question.

6. GENERAL PRINCIPLES AND RESPONSIBILITIES

All employees including the Directors, Chief Executives or Senior Management of Mega Fortris Group are responsible for identifying and managing conflicts 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 conflicts of interest;

(b) act with objectivity, integrity and independence, and exercise sound judgement and discretion;

(c) avoid, wherever possible, situations giving rise to conflicts of interest as described in this Policy; and

(d) immediately declare the conflict of interest in accordance with this Policy, abstaining from the decision-making process and not seeking to influence such decisions any further.

7. CONFLICTS OF INTEREST DECLARATION

(a) Any conflict of interest must be declared by filling in the conflict of interest declaration form (as attached in Appendix VI). The conflict of interest must be escalated to the Head of Department or his/ her direct superior for further action.

In the case of Directors, Chief Executives or Senior Management, the conflict must be disclosed to the Audit Committee for deliberation and approval, before submitting it to the Board of Directors of the Company ("**Board**") for final endorsement and recorded by the Company Secretary.

(b) The declaration shall be made as and when the conflict arises and shall be made at the earliest opportunity. i.e. as soon as the employee becomes aware of the conflict.

The Board and key senior management are required to make an annual conflict of interest declaration.

(c) The completed Declaration Form shall be forwarded to Compliance Department.

(d) In addition to declaring the conflict of interest, it is necessary to adopt suitable measures to effectively handle the conflict and lessen its impact on the decision-making process. Ideally, complete avoidance of the conflict should be pursued, which might involve relinquishing the conflicting interest. However, there could be instances where complete avoidance is not feasible. In such situations, appropriate actions should be taken, considering the nature and severity of the conflict.

(e) When the likelihood of the conflict arising is low and its impact is minor, the individual's involvement in the decision-making process must be limited. This restriction should encompass, though not exclusively, the following actions: -

(i) avoid engagement in any critical criteria setting or decision-making responsibilities within the process.
(ii) abstaining from participating in discussions concerning the matter.
(iii) restricting access to information and withholding entry to sensitive documents or confidential data within the process.

(iv) refraining from casting a vote on the decision.

(v) re-arranging duties or responsibilities to non-conflicting function, if necessary.

(f) It is the Directors' fiduciary duty to avoid conflict of interest and comply with the relevant guidelines in respect of their fiduciary duties.

(g) In order to mitigate any possible conflict of interest situation in the future, the Directors, Chief Executive and Senior Management of Mega Fortris Group have voluntarily provided their Statutory Declaration.

(h) In addition to item 7.1, the parties who have signed the Statutory Declaration shall make an affirmative declaration to the Audit Committee of their respective interests in other companies at the onset and as and when there are changes in their respective interest in companies outside Mega Fortris Group as well as that they are not involved in any business that is similar to Mega Fortris Group on a quarterly basis by submitting their declaration to the Board at least once every quarter or as and when there is a conflict of interest situation arises.

(i) The declaration by the Directors will be recorded in the Minutes of the Meeting and thereafter it must be disclosed to the Audit Committee for deliberation and approval, before submitting it to the Board for final endorsement and recorded by the Company Secretary.

(j) When a determination has been made that there is a conflict of interest case, the Audit Committee shall: -

(i) immediately inform the Board of the conflict of interest situation; and

(ii) make recommendations to the Board to direct the conflicted party(ies) to:-

(a) withdraw from all his/her executive involvement in the Group in relation to the matter that has given rise to the conflict of interest. (for example, in the case where the conflicted Director is an Executive Director, Chief Executive and Senior Management);

(b) the conflicted Director, Chief Executive and Senior Management, may however at the request of the Chairman of the Board, be present

at the Board meeting to answer any questions. In circumstances, where a party is determined to have a significant, ongoing and irreconcilable conflict of interest with Mega Fortris Group, and where such conflict of interest significantly impedes the conflicted party's abilities to carry out his / her fiduciary responsibility to Mega Fortris Group, the Audit Committee may determine that resignation of the conflicted party from Mega Fortris Group is appropriate and necessary. The declaration shall be made as and when the conflict arises and shall be made at the earliest opportunity. i.e., as soon as the Director or Chief Executive or Senior Management becomes aware of the conflict.

(c) abstain from all Board deliberation and involvements in matters where he/ she has a conflict of interest situation or in relation to 7.5.10(j)(ii)(a) above, the conflicted Director shall be absent from any Board discussion relating to the recommendation of the Audit Committee. The conflicted Director shall not vote or in any way attempt to influence the discussion of, or voting on, the matter at issue.

8. CONFLICT OF INTERESTS DISCLOSURE

Any potential conflict of interest situations, including interest in any competing business that a Director, Chief Executive or Senior Management has with the Group shall be disclosed as follows:

(a) immediate disclosure of position appointments of a director, chief executive and chief financial officer of a company that is not within Mega Fortris Group to the Audit Committee for deliberation and approval, before submitting it to the Board for final endorsement and recorded by the Company Secretary;

(b) such conflict of interest scenario in the section of the profile of directors, chief executive and key senior management to be disclosed in the Company's annual reports; and

(c) such a conflict of interest statement as part of the accompanying notices of annual general meetings for the election of new directors in the upcoming annual general meeting.

9. RECORDS MAINTENANCE

For conflicts of interest involving Directors, Chief Executive or Senior Management, the Compliance department and the Company Secretary shall maintain records of all conflict of interest declarations as well as other related documents.
These records shall be kept for a minimum of 7 years and shall made available for inspection by auditors or other regulatory authorities upon request.

12. BREACH OF POLICY

For the parties who signed the Declaration, in the event of any breach of conflict of interest arises, the Audit Committee shall immediately inform the Board of such conflict of interest situation for the breach of the Declaration including but not limited to the right to institute any legal action against such conflicted party in accordance with the Group's conflict of interest policy.

Failing to reveal a conflict of interest, furnish comprehensive and precise details about said conflict, or adequately address the conflict constitutes a violation of this Policy and may result in disciplinary actions by Mega Fortris Group.

13. ADDITIONAL PERTINENT DOCUMENTS

It is essential to review this Policy alongside Mega Fortris Group's Anti-Bribery and Anti-Corruption (ABAC) Policy and other relevant policies. Any conflicts of interest should be disclosed using the Conflict of Interest Declaration form.

14. POLICY REVIEW

This Policy may be reviewed and updated from time to time and any amendments. Changes or updates to this Policy will be immediately made available.

- END -

Last Reviewed: 04th May 2026
Last Revised : 04th May 2026