



CONFLICT OF INTEREST POLICY

1. INTRODUCTION

MMM Group Berhad (formerly known as Asia Media Group Berhad) (“MMM” or “Company”) and its subsidiaries (“Group”) aim to maintain the highest ethical standards in carrying out the business activities. Accordingly, the 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.

This Conflict of Interest Policy (“Policy”) shall be read together with the Code of Conduct and Ethics Policy of MMM on conflict of interest, Anti-Bribery and Corruption Policy and other related policies.

2. OBJECTIVE

The objective of this Policy is to ensure that actual, potential and perceived conflicts of interest are identified and managed effectively. It is intended to provide guidance on how to deal with situations involving conflict of interest situations as when they arise.

3. SCOPE

This Policy is intended to apply to all Directors and employees of the Group (including employees on contract terms, temporary staff and those on internship or secondment). This Policy applies whenever an individual recognises, or should reasonably recognise, that a conflict of interest may arise from their current or future activities.

The scope of this Policy is relatively wide in its coverage of activities that might give rise to conflicts of interest. As it is not possible for the policy to be all-inclusive, Directors and employees must exercise reasonable judgment and seek to comply with the Policy.

4. DEFINITIONS

“**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.

“**Conflict of interest**” is a situation in which a person has competing interests and the serving of one interest could improperly influence the performance of duties and responsibilities, and which may be at the detriment and/or personal gain to another. A real conflict of interest exists at the present time and a potential conflict of interest could be reasonably foreseeable to exist in the future.

“**Family member**” means the spouse, parent, brother, sister, child (including adopted or stepchild) and the spouses of such brother, sister or child of the person.

“**Material**” in relation to shareholding means equity ownership of 5% or more.



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5. IDENTIFYING CONFLICTS OF INTEREST

A conflict of interest would arise when a person's ability to perform his/her duties effectively or impartially is potentially impaired by personal interest, considerations or relationships.

Generally, conflicts of interest may be described under the following broad categories:

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

This is where a Director or an employee 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 or employee concerned.

b) Directorship, partnership or other forms of Beneficial Interest in entities having a business relationship with the Group

This applies to situations where a Director or any employee holds a position or has an interest in entities having a business relationship with the Group. An example would be where an employee of the Group is a Director of a company supplying materials to the 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 an employee has a reporting relationship with the employee. This also applies to situations where a family member of the Group's employee is working in a company bidding for a project to be awarded by the Group, although there is no contractual agreement yet.

d) Contractual dealings with employees

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

6. GENERAL RESPONSIBILITIES

All Directors and employees of the 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 judgment and discretion;



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- 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 seek to influence such decisions any further.

7. MANAGING CONFLICTS OF INTEREST

Any conflict of interest must be declared by filing up the Conflict of Interest Declaration Form (as attached in Appendix A). The conflict of interest must be escalated to the Head of Division or his/her direct superior for further action. In the case of Directors, the conflict must be disclosed to the Board of Directors and recorded by the Company Secretary.

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 employee becomes aware of the conflict.

The completed Declaration Form shall be forwarded by the person with the conflict concerned to the Division Head or Chief Executive Officer.

In addition to the declaration, the person with the conflict and the respective Head of Division must take reasonable steps to manage the conflict and to mitigate the impact of the conflict on the negotiation/ discussion/ decision-making process. The participation of the person with conflict should be limited and restricted. Such limitation or restriction should include, but is not limited to the following:

- a) Abstaining from the project/matter, including any involvement, discussion and/or during the process of decision making;
- b) Limiting access to information; and
- c) If necessary, re-arranging duties or responsibilities to a non-conflicting function.

In the case of a Director, who having an interest, either directly or indirectly, in any material transaction or arrangement with the Group, or, holding any office or possessing any property where duties or interests as Director may be created in conflict with his duties or interests as Director of the Group, shall as soon as practicable after the facts have come to the Director's knowledge, or, after becoming director or possessing the property (as the case may be), declare the nature, character and extent of the Director's interest and conflict to the Board by way of written notice to all members of the Board and the Company Secretary and, if the transaction or arrangement was being deliberated at a Board meeting, before the commencement of that deliberation.

Where there is any change in the nature and extent of the Director's interest subsequent to the disclosure, the Director shall make a further disclosure of such changes.

Directors are permitted to deal with the Group on the condition that full disclosure is made to the Group and shareholders' approval is obtained where required under the Companies Act 2016 ("the Act") and the Listing Requirements and/or any relevant regulatory requirements. The Act and Listing



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Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) also provide specific criteria and thresholds which, when triggered, will require the consent of shareholders of the Company at general meeting.

8. COMPLIANCE WITH THE ACT AND LISTING REQUIREMENTS

The interested Director shall comply with all conflicts of interest requirements under the Act, and, to the extent that the interest of the Director gives rise to a Related Party Transaction, requirements under the Listing Requirements or any other relevant regulatory requirements, where applicable.

9. RECORDS MAINTENANCE

For conflicts of interest involving employees, the HR & Admin functional unit shall maintain records of all conflict of interest declarations as well as other related documents. For conflicts of interest involving Directors, the Company Secretary shall maintain records of the declarations and any other related documents.

10. EXCEPTION TO THE POLICY

This Policy shall not apply to an arrangement or transaction by an entity within the Group (i) and any of its wholly-owned subsidiaries; (ii) and its holding company which holds all the issued shares of the entity within the Group; or (iii) which is a wholly-owned subsidiary of a holding company and another wholly-owned subsidiary company of that same holding company.

11. BREACH OF POLICY

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

12. REVIEW

This Policy will be reviewed periodically by the Company, updated and approved by the Board as and when deemed necessary.



CONFLICT OF INTEREST DECLARATION FORM

Conflict of interest is a situation in which an individual’s personal interest clashes with the professional interest owed to his/her employer, potentially undermining the impartiality of the individual concerned. Conflict of interest includes actual, potential or perceived conflict of interest.

Name		NRIC No.	
Designation		Department	

Section A: To be filled up by employee / director

I hereby disclosed an actual/potential Conflict of Interest as follows (tick where applicable):

1	Board / directorship in company outside MMM Group of Companies	
2	Personal Dealings with Suppliers and Customers	
3	Dealings with Suppliers, Customers, Agents and Competitors	
4	Family Members (Related Parties) has business dealings with MMM Group of Companies	
5	Investment Activities / Shareholdings in advertising media and services industry company	
6	Outside Employment and/or private business activities	
7	None of the above	

- If item 1 to 6 applies, this form shall require the acknowledgment of the CEO/COO/Division Head/ Audit Committee Chairman/Board Chairman. Also, please fill up section B.
- In the event item 7 “None of the above” apply, only the declarer signature is required.

Section B: To be filled up by employee / director

I hereby declare that I have an actual/potential conflict of interest as follows:

(briefly described the type of interest, value of transactions and the parties involved)

I hereby confirm that this is a complete disclosure of all conflicts of interest concerning personal interests or that of a related person which has business dealings with MMM Group of Companies.

I acknowledge and agree to comply with any approach identified in this form for removing or managing an actual/potential conflict of interest.

Name :
Date :

