



# IJM Corporation Berhad

## Conflict of Interest Policy

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## 1. Introduction

IJM Group means IJM Corporation Berhad ("IJM") and its subsidiaries (collectively referred to as the "**Company**") are committed to conducting its business professionally, ethically and with the highest standards of integrity. The Company practices a zero-tolerance approach against all forms of bribery and corruption and upholds all applicable laws in relation to anti-bribery and corruption.

This Policy shall be read together with the Code of Conduct and Ethics for Employees, Anti-Bribery and Corruption Policy, Anti-Bribery Management System Manual and other related policies. In the event of any conflict or inconsistency between this Policy and any other policies within the Company, the more stringent provision shall prevail.

In formulating this Policy, IJM has considered the requirements outlined in the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa"), requirements of ISO 37001 Anti Bribery Management System ("ABMS") as well as other relevant regulatory frameworks to ensure compliance with the obligations.

## 2. Scope

This Conflict of Interest Policy ("Policy") shall apply to all Directors and Employees of the Company, including full-time or permanent employees, part-time employees, employees on probation, employees on secondment and employees on fixed-term contract, trainees and interns (collectively referred to as the "**Employee**").

This Policy is not meant to cover all possible circumstance in which Employees may encounter in the course of work. It is intended to provide guidance on how to deal with conflicts of interest situations as they arise, persist or may arise within the Company and measures taken to resolve, eliminate or mitigate such conflicts.

In any circumstance which is not covered by this Policy or in case of any doubt, Director/ Employee must refer to your immediate superior, Head of Division/Department or the Human Resource Department for clarification or guidance. Directors must refer to the Chairman of the Board or the Group Chief Executive Officer & Managing Director (GCEO & MD) or the Company Secretary.

## 3. Definition

A conflict of interest arises when an individual's personal, financial, or professional interests, or the interest of their immediate family or associates, may interfere with the individual's ability to act in the best interests of the Company. This includes both actual and perceived conflicts, where personal interests may affect the objectivity, influence decisions, or lead to actions that benefit the individual at the expense of the company.

*[This remainder of the page has been left blank intentionally]*

#### 4. Roles and Responsibility

The roles and responsibilities of stakeholders are described below:

Roles	Responsibilities
Audit Committee (“AC”)	<ul style="list-style-type: none"> <li>i) Ensure compliance with all relevant laws, regulations and industry best practices, and that the organisation’s framework is robust and effective.</li> <li>ii) Review conflict of interest cases reported by the Conflict of Interest Management Committee (COIMC) and ensure appropriate actions are taken to manage, mitigate, or resolve the identified conflicts.</li> <li>iii) Provide oversight of disclosures in the Audit Committee’s annual report, including all COI cases that have arisen, persisted, or may arise, along with the actions taken to address them.</li> <li>iv) Review and evaluate material conflict of interest transactions, specifically: <ul style="list-style-type: none"> <li>a. Any transaction equal to or exceeding 0.25% of the Group’s Profit After Tax (PAT), based on the latest audited financial statements;</li> <li>b. All conflict of interest transactions involving the Company’s Directors and Key Senior Management, regardless of the transaction amount.</li> </ul> </li> </ul>
Group Chief Executive Officer & Managing Director (“GCEO & MD”)	<ul style="list-style-type: none"> <li>i) Lead and steer in the implementation and enforcement of this Policy;</li> <li>ii) Review the COIMC’s proposed resolution for any potential or actual conflict of interest transaction representing less than 0.25% of the Group’s Profit After Tax (PAT), based on the latest audited financial statements. If the transaction equals or exceeds this threshold, refer it to the Audit Committee for further deliberation.</li> </ul>
Conflict of Interest Management Committee (“COIMC”)	<ul style="list-style-type: none"> <li>i) Review disclosures of potential or actual conflicts of interest submitted by Directors and Employees;</li> <li>ii) Evaluate the nature and extent of the disclosed conflicts and determine whether a conflict exists;</li> <li>iii) Propose actions to the Group Chief Executive Officer and Managing Director to address potential or actual conflict of interest transaction representing less than 0.25% of profit after tax (based on the latest audited group financial statements); and for transactions equal to or exceeding this threshold, escalate the proposed recommendation or action plan to the Audit Committee for further review and resolution.</li> <li>iv) Monitor compliance on conflict of interest.</li> </ul>
Head of Division/Department (“HOD”)	<ul style="list-style-type: none"> <li>i) Assess each disclosure to determine whether a conflict of interest exists and, where applicable, propose appropriate measures to manage or mitigate the identified risks.</li> <li>ii) Review all conflict of interest declarations and along with the recommendations provided by HR Department.</li> <li>iii) Provide timely feedback to the HR Department, clearly communicating the rationale for any approval, rejection, or additional recommendations.</li> <li>iv) Engage with the concerned employees to ensure that agreed remedial or corrective actions are fully understood and implemented.</li> <li>v) Continuously monitor the situation for any actual or potential conflicts of interest that may arise and ensure ongoing compliance with the COI policy.</li> </ul>

Roles	Responsibilities
Human Resource Department (“HR Department”)	<ul style="list-style-type: none"> <li>i) Facilitate Employees, including new joiners where applicable, the disclosure any actual, perceived or potential conflict of interest.</li> <li>ii) Document all disclosures formally and ensure timely follow up actions in accordance with the COI Policy;</li> <li>iii) Conduct a preliminary review of each disclosure, and compile and submit a summary of all declarations to the Conflict of Interest Management Committee (COIMC) on a quarterly basis;</li> <li>iv) Identify and assess any actual, perceived or potential conflicts of interest based on employee disclosures, and recommend appropriate actions where necessary.</li> </ul>
Risk Management & Integrity Department (“RMI”)	<ul style="list-style-type: none"> <li>i) Serve as the Secretariat to the Conflict of Interest Management Committee (COIMC), providing administrative and coordination support.</li> <li>ii) Continuously assess and enhance conflict of interest management processes by incorporating best practices to strengthen mitigation efforts.</li> <li>iii) Plan and conduct training and awareness programs to educate employees on the Policy and their responsibilities.</li> <li>iv) Monitor compliance with the Policy through periodic assessments and review, identifying gaps and recommending improvements to ensure alignment with organisational standards.</li> </ul>
Internal Audit Department	<ul style="list-style-type: none"> <li>i) Perform targeted audits on selected COI cases especially those involving high-risk positions (e.g., Directors, senior management, procurement, or finance roles) to ensure appropriate resolution, mitigation, and corrective actions were taken. Conduct transaction testing to ensure that employees or executives with declared COIs are not involved in the decision-making or operational execution of related transactions.</li> <li>ii) Verify that employees with a declared conflict of interest were appropriately removed from any part of the process where their impartiality could be affected in making decision process.</li> <li>iii) Conduct transaction testing to ensure that employees or executives with declared COIs are excluded from decision-making and operational process and verify they are removed from any part of the process where their impartiality could be compromised.</li> </ul>

## 5. Identifying Conflict of Interest

For the purpose of this Policy, a conflict of interest should include potential and actual conflicts of interest. A conflict of interest involving the said employee is not limited to direct financial interest but also includes an indirect financial interest and/or non-financial interest.

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.

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

**i) Family/ Close Relatives or Personal Relationships**

An Employee must disclose a conflict of interest if the Employee has any family/ close relatives or someone with whom the Employee has an intimate/ romantic relationship with:

- a) working in the IJM Group; and to
- b) to the best of your knowledge, working or performing services for, or having a material financial interest in, any competitor, supplier, customer or other business with which the Company has significant dealings.

For purposes of this Policy, the term “family/ relative” means:

Term of “Family/ Relative*”	Definition
a) a spouse of the person	<ul style="list-style-type: none"><li>• The declarer’s spouse (legally married husband or wife)</li></ul>
b) a brother or sister of the person	<ul style="list-style-type: none"><li>• The declarer’s siblings (brother and sister)</li></ul>
c) a spouse of brother or sister of the person	<ul style="list-style-type: none"><li>• The declarer’s sibling’s spouse (brother-in-law and sister-in-law)</li></ul>
d) a brother or sister of the spouse of the person	<ul style="list-style-type: none"><li>• The declarer’s spouse’s siblings (brother-in-law and sister-in-law)</li></ul>
e) a lineal ascendant or descendant of the person	<ul style="list-style-type: none"><li>• The declarer’s parents, grandparents, children* and grandchildren</li></ul> <p><i>Including step or legally adopted children</i></p>
f) a lineal ascendant or descendant of a spouse of the person	<ul style="list-style-type: none"><li>• The declarer’s spouse’s parents (father-in-law and mother-in-law), grandparents (grandfather in-law and grandmother-in-law), children or grandchildren</li></ul>
g) a lineal descendant of a person referred to in paragraph (b);	<ul style="list-style-type: none"><li>• The declarer’s sibling’s children (niece, nephew)</li></ul>
h) the uncle, aunt or cousin of the person	<ul style="list-style-type: none"><li>• The siblings of the declarer’s parents (uncle, aunt) and children (cousin)</li></ul>
i) the son-in-law or daughter-in-law of the person	<ul style="list-style-type: none"><li>• Spouse of the declarer’s children (son-in-law or daughter-in-law)</li></ul>

*Note: The term "Declarer" refers to the definition of "Employee" as outlined in Section 2 - Scope. For further illustration, refers to Appendix 2: Family Tree.*

The above is not an exhaustive list of family/ close relatives. If the Employee is unsure whether his/her relationship with an IJM employee or an employee of a competitor, supplier or customer constitutes a conflict of interest, the Employee must consult with the HR Department.

**Intimate/ romantic relationships** between Employee in a direct or indirect reporting line can also lead to a conflict of interest, or the appearance of one. A direct reporting line is the Employee's manager and an indirect reporting line is all managers above the Employee's line manager up to the head of the Employee's function. If the Employee is in such a situation, the Employee should disclose the relationship.

Where there is no reporting relationship, management should keep the situation under review to prevent any unfairness or undue influence from arising.

If the Employee has direct or indirect business involvement with a family/ close relative or someone with whom the Employee has an intimate/ romantic relationship with a customer or supplier, management may need to make changes to the Employee's role or account responsibilities.

In the course of the Employee's work, the Employee must not have:

- a) the ability to hire, supervise, affect terms and conditions of employment, or influence the management of family/ close relatives or someone with whom the Employee have an intimate/ romantic relationship with; and
- b) any business involvement with family/ close relatives or someone with whom the Employee has an intimate/ romantic relationship with (or with any business the Employee holds a material financial interest).

Where there is a direct or indirect reporting line between two close relatives or two people involved in an intimate/ romantic relationship in the same group of company or business unit/department, management must ensure that any managerial influence is appropriately mitigated or managed to prevent conflicts of interest.

In some cases, an Employee may be required to resign if the conflict of interest cannot be negated. Should the Employee be found to be concealing such relationships, the Employee may also face disciplinary actions.

### **Equity Ownership**

Employees must not hold shares in privately owned entities that have a business relationship with the Company, either directly or indirectly (e.g., through a family member). This restriction does not apply to shares in publicly listed companies, unless the shareholding is considered material and may impair the objectivity of the Employee. If there is any potential conflict of interest, the Employee must immediately declare it to the Company.

### **Political Affiliation**

The Company is politically neutral. Employees may only be involved in political parties as passive, ordinary members. Holding any office or having any form of active participation in political parties' activities is not permitted.

If the Employee chooses to hold any office in political parties and/ or has any form of active participation in political parties' activities, the Employee must immediately resign from the Company.

ii) **Outside Employment and Dealings with Third Party**

Employees must ensure that any external activities do not interfere with their duties or present a conflict of interest. Such work must not take a significant amount of time, should not be in agreed working hours, should not impact the Employee's performance or in any way interfere with the Employee's duties and responsibility to the Company. Some situations are never permissible, for example if they involve:

- a) a competitor of the Company; and
- b) a customer or supplier the Employee deal with in the course of work in the Company.

iii) **Activities Outside Office Hours**

At no time does the Company wish to interfere in what an Employee does outside office hours. But it will, by appropriate action, officially prohibits any Employee's activities outside office hours when there is any form of indication that the Company's interests are being jeopardised. Such action will be taken in the following (or similar) circumstances:

- a) when activities outside office hours interfere with the Employee's duties and responsibilities during normal working hours;
- b) when such activities take up a substantial amount of the Employee's time, thought and effort, thereby rendering the Employee less capable of performing efficiently and productively;
- c) when the Employee's conduct reflects unfavorably on own-self, the fellow Employee and the Company in general; and
- d) when activities outside office hours create a negative impact on the reputation of the Company.

In addition, an Employee shall not serve in any capacity, including but not limited to as trustee, officer or consultant in any charitable, volunteer, civil organisation or in any organisation which is similar in nature.

## 6. Disclosure of Conflict of Interest

Each individual is responsible for understanding what constitutes a conflict of interest and must take steps to avoid, disclose and manage any conflict. They must act with integrity and in good faith in all their dealings on behalf of the Company.

As soon as an actual or potential conflict arises, an Employee must disclose it to the HR Department via the Conflict of Interest Declaration Manual Form **[APPENDIX 1]** or through the **IJM COI Declaration Platform**. Directors are obliged to disclose it to the Company Secretary. Following the disclosure, the Employee's immediate superior should engage with the Employee to review the declared conflict of interest. The immediate superior should then escalate the declaration to the HOD, who will assess whether there is any actual or potential risk to the Company and propose recommendations. Steps may need to be taken to manage or mitigate any identified risk which could include changes to the Employee's role, responsibilities or reporting line. An employee in such a situation must not be involved in any part of the process, operations, or activities that could influence the conflict of interest. They must abstain from all related activities and promptly inform their immediate superior of the situation.

If the HOD is uncertain about the declared conflict of interest, he/she should consider seeking advice from the HR Department immediately. HR will then review the declaration and proposed

recommendations before escalating the matter to the HOD for approval. The HOD will review the situation and inform HR of their decision.

HR Department shall conduct a preliminary review, prepare and submit conflict of interest report to the COIMC on a quarterly basis depending on the severity of the case.

The COIMC is responsible for reviewing disclosures of potential or actual conflicts of interest submitted by employees and Board members. The COIMC will:

- a) Evaluate the nature and extent of the disclosed conflict to determine whether a conflict of interest exists;
- b) Review and approve the recommended resolution in a fair and transparent manner for transactions involving less than 0.25% of the Group's Profit After Tax (based on the latest audited group financial statements);
- c) Escalate to the Audit Committee any proposed resolution or action plan for transactions equal to or exceeding this threshold;
- d) Refer all conflict of interest transactions involving Directors or Key Senior Management to the Audit Committee for review, regardless of the transaction amount;
- e) Propose appropriate actions to the GCEO & MD (or his assignee); and
- f) Monitor compliance with conflict of interest policy.

Once a resolution is approved, Human Resource Department will inform the employee of the outcome. The GCEO & MD (or his assignee) will be notified of all actual or potential conflicts of interest, along with the proposed measures to resolve, eliminate, or mitigate such conflicts.

The HOD, in coordination with the HR Department, will implement and monitor the rectification plan and submit a conflict of interest report to the COIMC.

## **6.1 Managing and Mitigating Conflict of Interest**

In addition to declaring the conflict of interest or potential conflict of interest, appropriate steps must be taken to manage the conflict and mitigate the impact of the conflict on the decision-making process. Ideally, the conflict should be avoided altogether, e.g., by relinquishing the interest that gives rise to conflict. However, there are circumstances where it may not be practical to totally avoid the conflict. In which case, appropriate actions must be taken, depending on the nature and severity of the conflict.

Below are some examples of action plans:

- a) Refrains from engaging in any activities related to the setting of critical criteria or the decision-making process;
- b) Restricts access to relevant information, particularly sensitive or confidential documents;
- c) Refrains from voting on decisions related to the matter, eliminating any potential conflict of interest;
- d) Reassign to responsibilities that do not overlap with the matter at hand or require supervision of related activities;
- e) Consider transferring the employee to a different project, department or area within the Company, or, if necessary, initiating the separation process from the Company;
- f) Fully disengages from all aspects of the matter, ensuring no involvement in any capacity that may influence or be perceived as influencing the process or outcomes.

## **7. Records Maintenance**

The IT Department ensures the secure handling of the declared conflict of interest management, including the daily upload of data for backup. All records are stored in a protected database with user authentication, password controls, and dual-layer access security to prevent unauthorised access.

The HR Department shall be collectively responsible for ensuring the timely submission of annual conflict of interest disclosures and relevant documents by the Employees. This ensures that appropriate mitigating actions are taken by the relevant parties.

All records will be kept securely and made available for regulatory scrutiny and review by the Audit Committee.

## **8. Review**

This Policy shall be reviewed at least once in every three (3) years or as and when necessary.

## **9. Breach of Policy**

Any infringement of this Policy, including failure to disclose a conflict of interest in an appropriate and timely manner, provide complete and accurate information on the conflict or comply with the procedures to manage and resolve the conflict constitute serious misconduct or offences warranting disciplinary action against the offenders, including termination in appropriate circumstances and further consequences under the applicable law.

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## **APPENDIX 1**

### **CONFLICT OF INTEREST DECLARATION FORM**

This declaration form is in accordance with IJM's Code of Conduct and Ethics for Employees (Clause 6). Employees are required to disclose any perceived, potential or actual conflicts of interest. This includes declaring any outside employment, external memberships or directorships held in both public and private companies.

Employees who are uncertain or unclear about the disclosure requirements should consult Human Resource Business Partner ("HRBP") for guidance. Failure to disclose a conflict of interest, or providing inaccurate information, is considered a serious violation of the Code and may result in disciplinary action.

**For Employees: Please submit the completed form to the HR Department at [askhr@ijm.com](mailto:askhr@ijm.com) or to your HRBP.**

<b>Section 1: Personal Details</b>			
<b>Name</b>		<b>Department /Project:</b>	
<b>Email:</b>		<b>Division:</b>	

<b>Section 2: Category of Conflict</b>			
For any perceived, potential or actual conflicts of interest: <i>Please provide detailed information.</i>			
If there are no conflicts of interest: <i>Please indicate by clicking 'None'</i>			
<input type="checkbox"/>	Equity Ownership	<input type="checkbox"/>	Family Members/ Close Relative/ Personal Relationship/ Romantic Relationship
<input type="checkbox"/>	Personal Relationship/ Dealings with Third Party (Suppliers, Customers, Agents, Competitors)	<input type="checkbox"/>	Interest in any competing business with IJM Corporation Berhad or its subsidiaries
<input type="checkbox"/>	Outside Employment and Activities Outside Office Hours (in a secondary or any other capacity or any position of responsibility)	<input type="checkbox"/>	Others: _____
<input type="checkbox"/>	Holds position as trustee, officer, political appointee/ candidate or consultant in any charitable, volunteer, political or civil organisation	<input type="checkbox"/>	None:

**Section 3: Details of Conflict of Interest****Description of the conflict**

Name of Third Party/ Employee	Name & Address of the Company	Nature of Interest (e.g. equity ownership, position)	Description

*(attach additional pages if required)*

**Section 4: Declaration**

I confirm that the information provided is true and accurate to the best of my knowledge and belief.

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Name:

IC Number/Passport Number:

Date:

**(FOR IMMEDIATE SUPERIOR USE ONLY)**

**Section 5: Review and Acknowledged by Immediate Superior**

Reviewed and approved by Immediate Superior

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Name:

Date:

**(FOR HEAD OF DIVISION/DEPARTMENT USE ONLY)**

**Section 6: To be Completed by Head of Division/Department**

I have reviewed the Conflict of Interest Declaration of \_\_\_\_\_ and confirm that:

- it does not constitute a conflict of interest
- it does constitute an actual, potential or perceived conflict of interest:

I propose to implement the following plan to manage the conflict (e.g. reshuffle resources, exclude from decision making)

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Name:

Date:

**(FOR COIMC USE ONLY)**

**Section 7: Review & Approve by Conflict of Interest Management Committee (“COIMC”)**

Reviewed and approved by COIMC

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Name:

Date:

## APPENDIX 2

### FAMILY TREE /FOR ILLUSTRATION/

