

**CEDAR STRATEGIC HOLDINGS LTD. (“Company”)  
AND IT’S SUBSIDIARIES (“CSH”)**

**Conflict of Interest Policy**

**1. PURPOSE**

This policy sets out the circumstances which may constitute a conflict of interest and provides guidance to employees in the avoidance and handling of conflict of interest.

**2. DEFINITION**

“Conflict of Interest” is defined as a situation in which an individual’s personal or private interests are opposed to his/her responsibility to another person or organisation. In the context of this policy, a conflict of interest would arise if an employee’s personal interests are opposed to (or clash with) his/her responsibility towards CSH.

“Personal interest” encompasses financial/pecuniary and non-financial interest of the employee concerned, whether direct or indirect.

“Third Party” means any person, firm, company, organization other than CSH. “Third Party” specifically includes suppliers, vendors, contractors, sub-contractors and customers who have business dealings with CSH, as well as competitors.

**3. POLICY**

3.1 All employees must never put themselves in a situation where their personal interests are in conflict with the interests of CSH.

3.2 The following situations give rise to or may present a conflict of interest:

- a. Soliciting or accepting gifts, favours, kickbacks, cash, payments, loans or any form of compensation or benefits (including gifts and hospitality) from suppliers, contractors, subcontractors, customers, competitors or other doing, or seeking to do, business with CSH.
- b. An employee having business interest or ownership in a Third Party (other than non-controlling investments in public listed entities) directly or indirectly through a member of his/her immediate family.
- c. An employee signing or entering into a contract (including purchase order, sales order) on behalf of CSH with the “Third Party”) in which the employee has a personal interest.
- d. An employee signing or instructing the issuance of a document (such as invoice, debit note, credit note), or authorizing payment on behalf of CSH to the Third Party in which the employee has a personal interest.
- e. Profiting or helping others to profit from having access to confidential or privileged information or business opportunities by virtue of his/her employment in CSH.

- f. Influencing or attempting to influence a business transaction between CSH and another party in which the employee has a personal interest or acts as a director, officer, employee, partner, agent or consultant or advisor.
  - g. Buying or selling securities of any other company using non-public information obtained by an employee in the course of his/her employment with CSH or providing such information to others.
- 3.3 All business dealings must be at arm's length.
- 3.4 An employee shall decline accepting any unsolicited gift items from suppliers, contractors, subcontractors, customers, competitors etc.
- 3.5 In the event of receiving unsolicited gift item, the employee concerned shall at the earliest possible opportunity, or immediately upon receipt thereof, notify/declare to the Management or HR department of CSH of such receipt.
- 3.6 An employee shall, at earliest opportunity or immediately after becoming of it, inform CSH in writing in the event of a conflict arising between his/her personal interests and CSH's interests.
- 3.7 Upon receipt of declaration from the employee concerned, CSH would address any actual or potential conflict of interest (if any) by taking one or more of the following steps:
- a. To require the employee to refrain from being involved in any decisions made by CSH regarding its dealings with such Third Party;
  - b. To require the employee to refrain from being involved in any dealings on behalf of CSH with such Third Party;
  - c. To require the employee to dispose his/her interest in such Third Party (if he/she wishes to remain in CSH's employment); and/or
  - d. Take any other action as CSH deems appropriate.
- 3.8 Employees must be scrupulous in their handling of assets, funds and property belonging to CSH, and must always refrain from being involved in any form of financial impropriety.

#### **4. DECLARATION OF INTERESTS**

- 4.1 The following employees are required to make declaration of interests annually under the prescribed declaration form in Appendix A:
- a. Employees who are in contact with customers, suppliers, vendors, contractors, or sub-contractors in the normal course of work.
  - b. All managers or with equivalent position and above.
- 4.2 For other employees, the requirement for declaration of interest will be determined on a case-by-case basis at the discretion of the Management, or at the request or recommendation of the respective employee concerned.

**5. RESPONSIBILITY AND COMPLIANCE**

- 5.1 It is the sole responsibility of every individual employee to ensure that he/she complies with this policy.
- 5.2 Any employee who breaches this policy shall be subject to disciplinary action as CSH deems appropriate.

**6. REVIEW OF POLICY**

This policy will be reviewed regularly and updated as and when required.

**CEDAR STRATEGIC HOLDINGS LTD.  
AND ITS SUBSIDIARIES**

**DECLARATION OF CONFLICT OF INTEREST**

Name of Employee: .....

Position/Department: .....

Company/Entity: .....

I hereby declare that:

I do not have any personal interest, financial or otherwise, direct or indirect, in any matter or transaction with any suppliers, vendors, contractors, sub-contractors, customers or competitors that may give rise to, or may present, a conflict of interest with my duties and responsibilities as an employee of CSH, EXCEPT as declared below:

*(Please provide name(s) of Third Party (suppliers, vendors, contractors, sub-contractors, customers, competitors etc.), your relationship with Third Party, and any other pertinent information.)*

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If there is any change in any matter on conflict of interests subsequent to this declaration, I shall make another declaration accordingly.

I understand that this declaration is made pursuant to the Conflict of Interest Policy, and I shall provide further information pertaining to this declaration if so requested or required by CSH.

Signature: .....

Date: .....

Approved by the Cedar Strategic Holdings Limited Board on 28 April 2016.