

CONFLICT OF INTEREST POLICY

1. INTRODUCTION

SWS Group (“SWS” or “Company”) is committed to maintain highest level of ethical standards and integrity. Employees are expected to conduct their relationships with each other, the SWS Group and outside organisations with objectivity, integrity, impartiality and professionalism. Employee is obligated to avoid any conflict of interest which may arises in carrying out their duties.

This Conflict-of-Interest Policy (“Policy”) is to provide guidance in identifying and handling actual, potential and perceived conflict of interest as they arise.

2. SCOPE

This Policy applies to all directors and employees of SWS Group, and this includes employees on contract terms, temporary staff and those on internship or secondment.

3. DEFINITION

Conflict of interest (“COI”) arises where there is personal interest that can be considered to have potential interference with objectivity in performing duties or exercising judgment on behalf the Company. Conflict of interest is deemed to exist when an employee, by virtue of holding a particular position, causes him/her to obtain an improper gain or advantage, in which such gain or advantage adversely affects SWS Group’s interest.

“Actual COI” refers to the Employee is faced with a real and existing conflict.

“Potential COI” refers to the Employee is in or could be in a situation that may result in a conflict of interest.

“Perceived COI” refers to the Employee is in or could be in a situation that appears to be a conflict of interest, even if this is not the case.

“Family member” which includes their spouse, parent, child (including adopted child and stepchild, brother, sister and the spouse of his child, brother, or sister)

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4. PRECEDURES AND GUIDELINES

Procedure for reporting and managing Conflicts of Interest:

- i) If there is uncertainty about whether a conflict of interest exists, advice must be sought from the Head of Department (HOD) or the Compliance Committee.
- ii) Any conflicts between the private interests of the employee and their duties should be promptly identified and managed.
- iii) Annual statement of Conflict of Interest must be undertaken by all employees in a prescribed COI Declaration Form provided by SWS Group which would include:
 - Disclosing both financial interests and participation in the transaction of the company as an employee.
 - Name of the employee (including department and title), whether the employee.
 - currently holds equity in the company, and whether the employee currently serves or will serve on the company Board of Directors (“BOD”) or any Management Committee.
 - The Nature of the Conflict.
 - The Specific Transactions.
- iv) Implementing effective management strategies to minimise the development of actual conflict of interests, such as withdrawing from participating in the process of the decision making of a transaction or identifying factors that may mitigate the likelihood of actual conflicts of interest.
- v) All employees have an obligation to disclose and manage conflicts of interest.
 - All employees must comply with the procedures contained in this policy.
 - If there is a breach of disclosures by failing to comply with the policy and procedures, including refusal to take any responsible as directed to resolve a conflict of interest, it may constitute misconduct and where appropriate, disciplinary actions are taken which may result in termination of employment.
- vi) Key Stakeholders are to declare identified potential or actual conflict by completing the COI Declaration Form.
- vii) The COI Declaration Form is to be kept and maintained in the Personnel file.

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5. COMPLIANCE COMMITTEE

The Compliance Committee comprising:

- i) Head of Legal / Compliance Officer
- ii) Chief Financial Official
- iii) Head of Human Resources

6. PERIODIC REVIEW AND DISCLOSURE

- i) All disclosed interests must be reviewed and approved at least on an annual basis to ensure that the information remains correct.
- ii) The Policy Owner is the Compliance Unit and is responsible for disseminating and implementing the procedures.
- iii) The Company shall disclose this policy in its Corporate Website.