

**Summit Power International Pte. Ltd.**  
**Conflicts of Interest Policy**

**Date Approved: 16/12/2016**

## **General Provisions**

### **A. Introduction**

The purpose of this policy is to set out the principles and procedures relating to conflicts of interests of directors on the board of directors of **Summit Power International Pte. Ltd.** (hereinafter the “Company”) and of its subsidiaries, affiliates, and associated companies.

As the Policy merely sets out general guidelines, Directors should abide by both the letter and spirit of the Policy as well as any applicable law, legislation or listing rules. Directors should also bring to the attention of the Board any queries or doubts in relation to the scope, the application, or any provision of this Policy.

### **B. Application of this Policy**

This policy applies to the Company’s directors and key officers. This policy is not intended to conflict with any applicable laws or regulations and if any such conflict occurs the requirements of the law or regulation shall prevail.

### **C. Avoiding instances of conflicts of interest**

Directors have a duty to act in the best interests of the Company and should ensure that this duty is not impaired in any way. The personal interests of a Director or persons associated with the Director must not be allowed to prevail over the interests of the Company or its shareholders. This includes the interests of a spouse, parent, child or sibling of the Director or any company, corporation, partnership, trust or other entity owned or controlled by the Director or in which the Director has substantial personal interest.

As such, Directors should refrain from placing themselves in a situation where these interests, whether professional or personal, would or would likely to be directly or indirectly in conflict with the interests of the Company. A conflict of interest exists where a Director’s personal or business interest interferes, or even appears to interfere, in any way with the interests of the Company. A conflict situation can arise when a Director takes actions or has interests that may make it difficult to objectively and efficiently perform his or her duties to the Company. This is in line with Section 157 of the Companies Act (Cap 50) (the “Companies Act”) which requires a Director to act honestly and use reasonable diligence in the discharge of the duties of his or her office. Directors should also avoid competing with the Company for business opportunities.

In addition, in order to protect the reputation of both the Director and the Company, Directors should as far as possible also avoid situations which might reasonably appear to be conflicts of interest and could result in an appearance of impropriety.

Nominee Directors owe a duty of loyalty to the Company as well. Any potential conflict in loyalty of a Nominee Director may be resolved by abstaining from voting on a resolution and, if necessary, recusing from participating in any discussion and decision on the matter.

**D. Disclosing conflicts of interest**

A Director should immediately disclose to the Board all conflicts of interest that have occurred or may possibly occur as soon as the Director is aware of a conflict or the possibility of a conflict. This will ensure that Directors comply with their duties under Section 156 of the Companies Act, which requires Directors and Chief Executive Officers (CEOs) to disclose conflicts of interest. Directors should be transparent in any disclosure of their interests, disclosing the nature and extent of the conflicting interest in line with the procedures or processes as may from time to time be prescribed for such disclosure. Directors may make such disclosure using the prescribed standard forms, containing details of the interest and the nature of the conflict, giving notice to the company secretary, who will disseminate the information to the Board as soon as is practicable.

This duty to disclose to the Board is non-delegable and the responsibility falls on the Director alone.

If in doubt as to whether a particular interest might conflict with the interests of the Company, Directors should err on the side of caution and disclose the potential conflict to the Board as long as there is even the slightest possibility of a potential conflict.

In particular, Directors are required to make the following disclosures to the Board:

- i. Annual disclosure of the following interests in the prescribed standard form:
  - a. the Director's interests in shares and debentures as well as interests in options in shares and warrants. The interests should include direct and deemed interests as set out under Sections 4 and 130(5) of the Securities and Futures Act as well as Section 7 of the Companies Act. In addition, a Director is deemed interested in the shares and debentures in which his immediate family members (i.e. spouse and children under 21 years old, including step-children and adopted children, provided such person is not also a Director or CEO) have an interest. Relevant details of how the deemed interests arise should also be provided;
  - b. list of other directorships and appointments;
  - c. list of trusts in which the Director or his or her immediate family members (as defined in the SGX-ST Listing Manual) are beneficiaries or, in the case of discretionary trusts, a discretionary object; and
  - d. list of principal commitments under the SGX-ST Listing Manual, such "principal commitments" shall include all commitments which involve significant time commitment such as fulltime occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations;
- ii. disclosures of any changes in the interests declared by the Director under (i) above as soon as the Director is aware of such change; and
- iii. disclosures of any actual or potential conflict of interest that may arise as soon as the Director is aware of the conflict.

Directors should consult the Chairman of the Board and the Chairman of the Nominating and Remuneration Committee prior to accepting any appointments to the board of directors or advisory board of any public or privately held company or any other principal commitments so that such appointments may be considered by the Board in accordance with corporate governance guidelines and the Policy.

**E. Abstaining from participation in matters involving conflict**

The Company's Constitution provides that a Director shall not vote in respect of any contract, arrangement or any other proposal whatsoever in which he or she has any personal material interest, directly or indirectly; but that such a Director shall be counted in the quorum at a meeting in relation to any resolution on which the Director is debarred from voting.

Directors should also recuse themselves from discussions and abstain from voting on resolutions regarding a transaction or proposed transaction in which the Director has an interest or is conflicted. This includes discussions at all levels within the Company's group of companies, including, but not limited to, the Company's subsidiaries and any committees and sub-committees that are involved in the proposed transaction. This will prevent any risk of the Director acting in the interests of persons other than the Company, and will also prevent any appearance of impropriety on the part of the Company or the Director.

Further, where the interested or conflicted Director is aware of certain facts which may be relevant to the resolution to be approved at the meeting, and knows that the other Directors may not be privy to these facts, the interested or conflicted Director should, where it is lawful to do so, disclose these facts to the other Directors, especially where the disclosure of these facts would better equip the other Directors to safeguard the interests of the Company.

Taking into account the significance of the conflict of interest and the potential ramifications of a failure to handle the conflict properly, Directors should also consider whether to inform the Board not to send them board papers relating to the resolution. In severe situations, Directors should consider whether it might be appropriate to resign from the Board. This is particularly relevant where the conflict of interest is a material one that will continue over a prolonged period or where it results in the appearance of serious impropriety on the part of the Company or the Director.

#### **F. Improper personal benefits as a result of a Director's position**

Directors should refrain from improperly using their position in the Company, or information acquired by virtue of their position, to directly or indirectly obtain benefits for themselves or persons associated with them. This is especially where this could lead to adverse consequences for or detriment to the Company. Persons associated with a Director would include any spouse, parent, child or sibling of the Director, or any company, corporation, partnership, trust or other entity owned or controlled by the Director or in which the Director has a substantial personal interest.

For instance, Directors should exercise reasonableness and refrain from accepting gifts from customers, existing or potential business partners, or members of the public inappropriately that may be construed as having the potential to influence business decisions made by the Director. Directors should also exercise restraint and discretion in entertaining and giving gifts to customers, existing or potential business partners, or members of the public.

In addition, Directors are prohibited from taking for themselves (or directing to family members and companies to which they are affiliated or to any third parties) personal business opportunities that arise through their position as Director, whether through use of information acquired or property entrusted to them as Director.

#### **G. Loans to Directors**

Loans from the Company to Directors or persons and companies associated with Directors are prohibited, except in the limited circumstances permitted under the Companies Act.

**H. Confidentiality and improper use of information and company assets**

Another aspect of the duty to avoid conflicts of interest would be to avoid making improper use of information acquired as Director or assets of the Company which have been entrusted to him or her as Director. Directors should use such information and assets only in furtherance of the Company's interests, and should not use such information and assets to further their own interests or the interests of their associates.

Directors should keep information obtained due to their position in the Company confidential. Each Director, during his or her term as a Director and after leaving the Board, must maintain the confidentiality of such information except when disclosure is authorised or legally mandated. Such information should be disclosed or released to the public only in accordance with the Company's guidelines on disclosure. In particular, information which is not publicly available and which would have a material effect on the price of shares of the Company should not be disclosed to other persons.

If a Director is legally required to disclose any such information, he or she must provide the Chairman of the Board and Chairman of the Nominating and Remuneration Committee with prompt notice of such requirement.

A Nominee Director wishing to disclose to the Nominee's principal information received by the Nominee Director from the Company must ensure that the disclosure will not be likely to prejudice the Company. Additionally, the Nominee Director is required to first seek the approval of the Board of Directors before making such disclosure.

Directors should direct all media and analyst queries to the Company's PR and Media department.

**I. Dealing in shares of the Company**

To avoid conflicts between Directors' interests and the interests of the Company, Directors should adhere to all rules and regulations relating to the dealings in shares of the Company, and must abide by any requirements established by the Board involving the sale and purchase of shares of the Company. A Director should avoid the sale and purchase of shares of the Company on short-term considerations.

Directors must not trade in the shares of the Company if, at the relevant time (including during an "open" trading period), they are in possession of information concerning the Company that is not generally available to the investing public, such information being of a nature which would, or would likely to, have a material effect on the price or value of the shares of the Company. Directors are to provide advance notice to the Company and to obtain pre-clearance from the Company's Chief Executive Officer and company secretary prior to the execution of any such trade in the shares of the Company.

**J. Compliance procedures**

Directors should communicate any suspected violations of this Policy promptly to the Chairman of the Board and the Chairman of the Nominating Committee. If the suspected violations involve the Chairman of the Board or the Chairman of the Nominating Committee, they should be communicated to the Chairman of the Audit Committee. Suspected violations will be investigated by the Board or by a person or persons designated by the Board and appropriate action will be taken in the event it is determined that any violation of this Policy has occurred.

**K. Final Provisions**

This Policy takes effect as of the date of approval, or date of effectiveness determined, by the Company in general meeting.

This Policy shall be reviewed annually to ensure its relevance to current practices and law. Directors shall be responsible for ensuring this policy is current. The Audit Committee shall review and assess the adequacy of this policy at least annually and recommend for approval by the board any changes it considers are needed.

Each member of the Board of Directors is to annually sign a confirmation that they have read and understood and will comply with this Policy.