



CB INDUSTRIAL PRODUCT HOLDING BERHAD

[Registration No. 199701013434 (428930-H)]

CONFLICT OF INTEREST POLICY

INTRODUCTION

CB Industrial Product Holding Berhad (“**the Company**”) and its subsidiary (collectively referred to as “**the Group**”) recognises and is committed in maintaining, observing and practicing high ethical standards of professionalism and integrity at all times in respect of its business and operations.

The Directors, Key Senior Management (*namely, Managing Director, Deputy Managing Director and/or Chief Executive Officer, Chief Financial Officer, Chief Corporate Officer, Chief Operating Officer for the respective business segments who is not a Director, and/or any other person primarily responsible for the management of the subsidiary as per Appendix A*) and Legal Representative (individually known as “**Key Person**” and collectively known as “**Key Persons**”) of the Group are expected to discharge their duties in a professional, honest and ethical manner at all times and to avoid any conflict or potential conflict between their personal interest and the Group’s interest.

The establishment of a Conflict of Interest (“**COI**”) Policy which sets out the framework and appropriate controls and measures to ensure systemic identification and management of such actual, potential or perceived conflict of interest in an effective and timely manner is therefore important in order to ensure that the interest of the Group are protected at all times and that any situation which could give rise to an actual, potential or perceived conflict of interest is properly reported, managed and recorded.

PURPOSE

The purpose of the COI Policy is to ensure that actual, potential or perceived conflict of interest are identified and managed effectively in a timely manner. It is to provide guidance on the method to address and deal with actual or potential conflict of interest situations as and when it arises and to protect the Group from serious damages (financial and non-financial) and consequences while assisting the Key Persons to discharge their duties with high integrity and ethical standards.

SCOPE

The COI Policy is applicable to the Key Persons of the Group.

This Policy shall apply whenever a Key Person is identified/recognised as being involved in an actual or potential conflict of interest situation when it arises from current or future activities of the Group.

REFERENCE

The COI Policy shall be read along with the other Policies adopted by the Group prior to the COI Policy in entirety as well as the following statutory provisions and guidelines (but not exhaustive to the list below):

- a. Paragraphs 3.05 and 3.06 of the Guidelines on Conduct of Directors of Listed Corporations and its subsidiaries;
- b. Corporate Code of Business Conduct and Work Ethics Policy for Directors, Senior Management and Employees;



CONFLICT OF INTEREST POLICY

- c. Policy for Related Party Transaction and Recurrent Related Party Transactions;
- d. Anti-Bribery and Corruption Policy; and
- e. Other related policies.

SITUATIONS THAT MAY GIVE RISE TO ACTUAL OR POTENTIAL CONFLICT OF INTEREST

- COI exists when the interest of a Key Person interfere or appears to interfere with the best interest of the Group or make it difficult to perform his/her professional duties objectively and effectively.
- COI include potential conflicts that has yet to materialise or happen, but may arise subsequently due to, among others, prevailing relationships or interest of the Key Persons.
- A COI situation occurs when a Key Person's personal interest conflict with his/her duty to act in the best interest of the Company and the Group such that it could improperly influence the performance of his/her fiduciary duties and responsibilities to the Company and the Group.
- Key Person's COI include direct financial interest, indirect financial interest, non-financial interest (e.g. arising from relationships whether family, business or professional interests) or competing loyalties or interest.
- Generally, COI may be described under the following, the list is not exhaustive:

a. Equity ownership in companies having a business relationship with the Group

This is applicable to any Key Person who is holding shares or have equity ownership in other organisation/entity, in particular to those organisation/entity that has business relationship with the Group, either directly or indirectly (i.e., through a family member).

This shall not apply to organisation/entity which have business relations with the Group if the share is publicly traded in the Stock Exchange, unless such holding exceeds 5.00% and the said interest is likely to impair the objectivity of the Key Person in concerned.

b. Directorship, partnership or other forms of interest in organisation and/or entities having a business relationship with the Group

This is applicable where a Key Person holds a position or has an interest in organisations/entities having a business relationship with the Group, including financial interest in any of the Group's projects, contracts, sale, transactions, or other business dealing or have family members, close relatives or associates with such interests.

c. Other employment, business appointments or undertakings

An actual or potential conflict of interest may arise where a Key Person hold other part-time/side employment or have other business appointments, opportunities or undertakings which may interfere with his/her proper discharge of official duties in the Group, resulting in a negative impact on their performance or give rise to an actual or potential conflict of interest with regards to their employment with the Group.



CONFLICT OF INTEREST POLICY

The Key Person is expected to devote his/her time, effort, attention and commitment when performing his/her duties. An actual or potential conflict of interest may also arise where the participation in any outside business interest or any non-business activity requires excessive time and attention from the Key Person, thereby depriving the Key Person from giving their best effort and performance on the job.

d. Personal relationships

An actual or potential conflict of interest would exist if a family member of the Key Persons has a reporting relationship with the Key Persons.

A conflict of interest would also arise if a Key Person has a family member with an interest (e.g., in the form of ownership, directorships, partnerships, employment, etc.) in entities or organisations which have a contractual arrangement with the Group.

e. Contractual dealings with Key Persons

Situations whereby the Group purchases or leases property, equipment, materials, etc. from Key Persons, or enters into contractual arrangements with Key Persons (except for employment contracts). Such situations give rise to a conflict of interest and should be declared.

f. Dealings with competitors

If a Key Person or family member of a Key Person has financial or non-financial interests or any involvement in the business of a competitor, or holds a directorship in a competitor, such a situation would give rise to an actual or potential conflict of interest.

This shall not apply to the holding of shares in competing organisations/entities that are listed on the Stock Exchange, unless such holding is considered to be substantial (i.e., 5.00% or more) and that such interest is likely to impair the objectivity of the Key Person concerned.

If a Key Person has accepted employment with a competitor, such an arrangement could also result in a conflict of interest during the period which he/she is still employed with the Group, especially since his/her position as a Key Person deals with sensitive or confidential information. As such, the actual or potential conflict of interest must be declared immediately upon acceptance of employment with the competitor to enable the Group to take the necessary actions to manage the actual or potential conflict of interest.

g. Involvement in activities where the Key Person concerned is the subject matter

An actual or potential conflict of interest arises if a Key Person participates in activities where he/she is the subject of the discussion or where the decision involves him/her. An example of this situation is where an allegation is made against a Key Person through the whistleblowing channel, and the Key Person is part of the investigating team tasked to investigate the said allegation.



CONFLICT OF INTEREST POLICY

h. Usage of the Group's Resources

The Key Person shall not use the Group's infrastructure, assets, resources or information for work not related to his/her professional duties in the Group or to engage in any direct or indirect conflicting activities with the Group.

For the purpose of this Policy, "Family Member" refers the Key Person's spouse, parents, child (including adopted child and stepchild), brother, sister and the spouse of the Key Person's child (including, brother or sister).

GENERAL RESPONSIBILITIES

All Key Persons of the Group are responsible for identifying and managing conflicts of interest on an-ongoing basis and are required to:

1. Comply with this Policy and other applicable policies and guidelines relating to the identification, documentation, escalation and management of conflicts of interest;
2. Act with objectivity, integrity and independence, and exercise sound judgement and discretion;
3. Avoid, wherever possible, situations giving rise to conflicts of interest as described in this Policy; and
4. Immediately declare any actual or potential conflict of interest in accordance with this Policy, abstaining from the decision-making process and not seeking to influence such decisions any further.

DISCLOSURE AND DECLARATION

1. All Key Person are required to make declaration of conflict of interest annually via the "Conflict of Interest or Potential Conflict of Interest Declaration Form" as set out in Appendix I of this Policy.
2. The Declaration Form must be disclosed to the Audit and Risk Management Committee ("**ARMC**") for deliberation and approval, before submitting to the Board for final endorsement and recorded by the Company Secretary in the minutes of meetings.
3. Where there is any change in the nature and extent of the Key Person's interest subsequent to the disclosure, the Key Person shall make a further disclosure of such changes.

MANAGING CONFLICT OF INTEREST

1. It is the duty of the Key Person to avoid conflict of interest and comply with the relevant



CONFLICT OF INTEREST POLICY

guidelines in respect of their fiduciary duties.

2. A Key Person, who having an interest either directly or indirectly or whether actual or potential, in any transaction or arrangement with the Group, or holding any office or possessing any property where duties or interests as Key Person may be created in conflict with his duties or interests as Key Person of the Group shall as soon as practicable after the facts have come to the Key Person's knowledge, or, after becoming Key Person or possessing the property (as the case may be), declare the nature, character and extent of the Key Person's interest and conflict to the ARMC via the "*Conflict of Interest or Potential Conflict of Interest Declaration Form*" as set out in Appendix I of this Policy.
3. The ARMC shall review the declaration made by the Key Person and propose the course of action to be taken and to manage the conflict as well as to mitigate the impact of the conflict on the decision-making process.
4. When a determination has been made that there is a conflict of interest that has arisen, persisted or may arise, the ARMC must report and make recommendations to the Board to direct the conflicted party(ies) to, but not limited to the following:
 - a) Withdraw from all his/her executive involvement in the Group in relation to the matter that has given rise to the conflict of interest.
 - b) The conflicted Key Person shall not attend Board meetings and participate in any discussion while the transaction or arrangement is being considered during the Board meeting and shall not vote on the transaction or arrangement or proposed transaction or arrangement (in case of the conflicted Key Person is a Director). The interested Director can however be counted to meet the quorum at the Board meeting save where the sole agenda at the meeting relates to the aforementioned transaction or arrangement.
 - c) The Conflicted Key Person may however at the request of the Chairman of the Board be present at the Board meeting to answer any questions. In circumstances where a party is determined to have a significant, ongoing and irreconcilable conflict-of-interest with the Group, the ARMC may determine that resignation of the conflicted party from the Group is appropriate and necessary.
5. The Company Secretary shall record in the minutes the details of the conflict of interest that has arisen, the declaration by the Interested Key Person and the fact that the Conflicted Key Person was requested to leave the Board Meeting for discussion of the matter of issue. In cases, where the declaration is made outside of meeting times, the disclosure will be documented in the minutes of the subsequent meeting.
6. The Annual Declaration Form of Conflict of Interest by Key Person will be maintained by the Company Secretary.

Adopted on 30.05.2024



CB INDUSTRIAL PRODUCT HOLDING BERHAD

[Registration No. 199701013434 (428930-H)]

CONFLICT OF INTEREST POLICY

POLICY REVIEW

This Policy will be subject to review and revision from time to time as and when the need arises, but in any event, at least once every three years.

This Policy has been adopted by the Board of Directors and shall come into force with effect from 30 May 2024.

CB INDUSTRIAL PRODUCT HOLDING BERHAD
[Registration No. 199701013434 (428930-H)]

CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST
DECLARATION FORM

Reference No. (YY/MM/Series No.):

Name of Company:

I,
(NRIC/Passport No.) hereby declare an
actual/potential conflict of interest as follows:

CATEGORIES OF ACTUAL/POTENTIAL CONFLICT OF INTEREST

(please tick (✓) whichever is applicable)

- Equity ownership in entities having a business relationship with the Group
- Directorship, partnership or other forms of interest in entities having a business relationship with the Group
- Other employment, business appointments or undertakings
- Personal relationships
- Contractual dealings with employees
- Dealings with competitors
- Involvement in activities where the Director or employee concerned is the subject matter
- Others:
Please specify:

DETAILS OF ACTUAL/POTENTIAL CONFLICT OF INTEREST

(kindly provide the details of the actual/potential conflict of interest in a separate sheet, if the space provided below is insufficient)

.....
.....
.....

I, hereby confirm that this is a complete disclosure of all actual/potential conflict of interest to the best of my knowledge as at the date of declaration.

.....
Name :
Designation :
Date of Declaration :

Disclaimer

Any false declaration submitted by the abovementioned person would be tantamount to legal proceeding(s) being initiated by the Company (and its subsidiaries).

CB INDUSTRIAL PRODUCT HOLDING BERHAD
[Registration No. 199701013434 (428930-H)]

**CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST
DECLARATION FORM**

For the use by the Audit and Risk Management Committee and Board of Directors

Reference No. (YY/MM/Series No.):

DECISION BY THE AUDIT AND RISK MANAGEMENT COMMITTEE AND BOARD OF DIRECTORS

The Audit and Risk Management Committee and Board of Directors having received the actual/potential conflict of interest disclosure and concluded as follows:

- No action is required to be taken.
- Yes, there is actual/potential conflict of interest.

Please specify:
.....
.....

Reviewed by:

Approved by:

.....
Name:
Chairman of
the Audit and Risk Management Committee
Date:

.....
Name:
Chairman of
the Board of Directors
Date: