

Hiap Teck Venture Berhad

Conflict of Interest Policy

1. Introduction

Hiap Teck Venture Berhad (“the Company”) and its subsidiaries (“the Group”) are committed to the principles of integrity, transparency, and accountability. This Conflict of Interest Policy (“Policy”) aims to ensure that all Directors and Key Senior Management (KSM) conduct their duties objectively and in the best interests of the Group, free from any actual, potential, or perceived conflicts of interest.

This Policy should be read in conjunction with the Company’s **Directors’ Code of Conduct and Ethics, Director Fit and Proper Policy, Review Methods and Procedures for Recurrent Related Party Transactions (RRPTs), and Anti-Bribery and Corruption (ABC) Policy**, as well as applicable regulatory requirements, including the **Main Market Listing Requirements (MMLR)** of Bursa Malaysia Securities Berhad.

2. Objective

This Policy is designed to:

1. Define conflicts of interest and establish procedures for their identification, disclosure, and management.
 2. Protect the integrity of the Group’s decision-making processes.
 3. Ensure compliance with relevant regulatory frameworks and maintain stakeholders' confidence.
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3. Scope and Application

3.1 Applicability

This Policy applies exclusively to Directors and Key Senior Management of the Group.

3.2 Fiduciary Responsibilities

Directors and Key Senior Management are expected to:

- Act in the best interests of the Group, prioritizing fiduciary duties over personal interests.
- Avoid situations that may result in conflicts of interest.
- Comply with the disclosure and management procedures outlined in this Policy.

3.3 Oversight

The Board Audit Committee (BAC), in consultation with the Corporate Compliance Officer, is responsible for overseeing the implementation of this Policy

4. Identification of Conflict of Interest Situations

A conflict of interest arises when personal interests interfere with the responsibilities of Directors or Key Senior Management. The following are common situations that may give rise to conflicts:

4.1 Equity Ownership

- Direct or indirect ownership of shares ($\geq 5\%$) in entities that have business dealings with or compete with the Group.

4.2 External Directorships

- Holding a directorship or similar position in another organization that has a business relationship with or competes with the Group, without prior approval from the Board.

4.3 Transactions and Financial Interests

- Financial interests in contracts, transactions, or entities that deal with the Group.

4.4 Gifts, Entertainment, and Hospitality

- Accepting gifts, entertainment, or hospitality beyond nominal value, as outlined in the Group's **Guideline on Providing and Receiving Gifts, Entertainment, Hospitality, and Travel (HTVB-ABMS-003)**.

4.5 Family Relationships

- Situations where the interests of a family member (as defined in the Declaration of Interest Guideline) conflict with the Group's interests.
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5. Disclosure Requirements and Procedures

5.1 Annual Declaration of Interest

- Directors and Key Senior Management must submit a Declaration of Interest Form (Appendix 002-01) annually and whenever a new conflict arises.
- Directors and KSM give consent to the management to conduct periodic searches or verifications to identify potential conflicts of interest.

5.2 Immediate Notification

- **Actual Conflict:** A conflict that is currently affecting the individual's ability to act in the best interest of the Group.
- **Potential Conflict:** A situation that could develop into a conflict in the future.
- **Perceived Conflict:** A situation that may appear to a third party as a conflict, even if none exists.

All conflicts must be disclosed **in writing** to the **Corporate Compliance Officer** and the **Company Secretary** via email at [insert designated email address].

5.3 Board and Committee Disclosures

Conflicted individuals must:

1. Declare the nature of the conflict at relevant Board or Committee meetings.
2. Refrain from participating in discussions or voting on matters related to the conflict, unless otherwise approved by the Board.
3. Be excused from meetings during discussions of the conflict if deemed necessary by the Chairman or the Senior Independent Director.

5.4 Assessment and Follow-Up by the Board Audit Committee

The BAC, with input from the Corporate Compliance Officer, will:

- Assess the disclosed conflict.
- Recommend measures to mitigate or resolve the conflict, such as recusal from discussions or transactions.
- **Follow-Up Action:** The BAC will monitor the implementation of the recommended measures and ensure they are effectively executed, reporting any unresolved issues to the Board.

6. Responsibilities of Directors and Key Senior Management

6.1 Compliance

- Comply with this Policy, the ABC Policy, and relevant regulations.

6.2 Disclosure

- Promptly disclose any conflict of interest to the Corporate Compliance Officer and the Company Secretary.

6.3 Transparency

- Maintain transparency in all dealings that may give rise to conflicts.

6.4 Ethical Conduct

- Act with integrity, exercising sound judgment in all professional actions.
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7. Training and Education

The Corporate Compliance Officer will provide ongoing training and education to Directors and Key Senior Management to:

- Enhance their understanding of conflicts of interest.
 - Familiarise them with procedures for identifying, disclosing, and managing conflicts.
 - Reinforce the importance of compliance with this Policy and related governance documents.
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8. Maintenance of Records

8.1 The Corporate Compliance Officer will maintain all conflict of interest declarations and related records for regulatory and audit purposes.

8.2 Disclosures will be documented in the minutes of the relevant meetings or recorded separately if disclosed outside formal meetings.

9. Compliance and Non-Compliance

9.1 Adherence

- Directors and Key Senior Management are required to adhere to this Policy and related governance documents.

9.2 Consequences of Non-Compliance

- Non-compliance may result in disciplinary action, including removal from office, and potential civil or criminal liability.
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10. Review and Amendments

The Board Audit Committee will review this Policy periodically to ensure its relevance and effectiveness and will recommend amendments to the Board as necessary.

Adopted by the Board on 12 December 2024