EGH INTERNATIONAL BERHAD

REGISTRATION NO. 202501050529 (1651937-K)

CONFLICT OF INTEREST POLICY

Conflict of Interest Policy			
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1. INTRODUCTION

EGH International Berhad ("EGH" or "the Company") and its subsidiaries ("EcoGroup" or "the Group") are committed to maintaining the highest standards of integrity, transparency, and professionalism. This Conflict-of-Interest Policy establishes the principles and procedures to ensure systematic identification, disclosure, and management of conflict of interest in an effective and timely manner.

2. PURPOSE

The objectives of this Policy are to:

a) Ensure that actual, perceived, or potential conflicts of interest are identified and managed appropriately.

b) Promote transparency, foster a culture of honesty and accountability, and good governance within the Group.

3. SCOPE

This Policy applies to all Directors and Key Senior Management of the Group. It covers conflict of interest that may arise between their personal interests and the interests of the Company or its subsidiaries.

The personal interests shall include but not limited to the interests of family members, i.e. spouse, parent, child (including adopted child or step-child), spouse of child, siblings of the Directors and Key Senior Management of the Group or any company, corporation owned or controlled by them in which they have substantial personal interest.

This Policy shall be read in conjunction with the following policies:

i. Board Charter;

ii. Code of Conduct and Ethics;

iii. Whistleblowing Policy; and

iv. Anti-Bribery and Corruption Policy.

4. DEFINITION OF CONFLICT OF INTEREST

A Conflict of Interest may be actual or potential and may be financial or non-financial interests arising from relationships (family, business, or professional), or competing loyalties or interests.

Conflict of Interest situations may take many forms. Directors and Key Senior Management should be vigilant in identifying situations that may give rise to a conflict of interest.

Examples of situations (non-exhaustive) where a Conflict of Interest could arise are as follows:

i. Where a Director or Key Senior Management is interested in a contract or proposed contract with the Company or EcoGroup.
ii. Where a Director holds another office or possesses any property where duties or interests are created which may conflict with his duties and interest as a Director.
iii. Where a Director or Key Senior Management uses the Group's property, information or position for personal gain.
iv. Where a Director or Key Senior Management takes advantage of any opportunity which may be given to the Group.
v. Channeling benefits or resources meant for the Company to a company in which the Director or Key Senior Management has an interest.
vi. Disclosing trade secrets to competitors when the Director or Key Senior Management has an interest in such competitors.
vii. Leveraging the Company's business plans for personal gain through private companies.
viii. Involvement in a business that competes with the Group's products.
ix. Holding offices or directorships in companies that compete with the Company.

5. DISCLOSURE OF CONFLICT OF INTEREST

Any Director or Key Senior Management who becomes aware of a Conflict of Interest must promptly disclose the nature and extent of the conflict to the Company.

Disclosure should occur as soon as practicable after the relevant facts have come to the knowledge of the individual and should be made on a periodic and regular basis, including at all board meetings.

The disclosure should include all relevant details, such as the nature and extent of interest (including interest in any competing business with the Company and/or its subsidiaries), the relationship or transaction involved and the potential impact on the Company using the prescribed standard forms marked as Appendix I attached hereto.

If any Director or Key Senior Management is in doubt whether he or she has a Conflict of Interest, he or she should seek advice from the Company Secretary.

6. MANAGEMENT OF CONFLICT OF INTEREST

The Audit and Risk Management Committee (ARMC) shall review and report any Conflict of Interest situations to the Board, along with the measures taken to resolve, eliminate, or mitigate such conflicts. These disclosures should be included in the ARMC Report.

The ARMC's review and disclosure must cover Conflict of Interest situations that arose or may arise during the financial year, as well as persisting Conflict of Interest from previous financial years.

The Board may determine appropriate measures to address Conflict of Interest, including but not limited to the following:-

i. Requiring prompt and periodic declaration of Conflict of Interest by the Director and Key Senior Management of the Group, including at board meetings and on a regular basis.

ii. Restricting the participation of individuals with Conflict of Interest in relevant board, committee or general meetings, requiring them to abstain or recuse themselves from deliberation and voting on matters related to the conflicts.

iii. Conducting an assessment of Conflict of Interest during annual performance appraisal and before new appointments.

iv. Executing non-disclosure or confidentiality agreements to protect confidential and proprietary information or trade secrets.

v. Restricting Director and Key Senior Management from participating in businesses that compete with the Group.

vi. In cases where Conflict of Interest significantly affects the performance of Director and Key Senior Management, requiring them to divest the conflicting interest or consider resigning from the Group. Taking into the account the significance of the Conflict of Interest and potential ramifications of a failure to handle the conflict properly, Directors should consider whether to inform the Board not to send them board papers relating to the resolution.

7. RECORDS MAINTENANCE

The Company Secretary shall be responsible to record all Conflict of Interest disclosures by the interested Director and Key Senior Management in the minutes of meeting of the Board or in the Directors' Circular Resolution as the case may be, at which the declaration was made and to maintain an updated record of such Conflict of Interest disclosures received.

These records shall be made available for inspection by auditors or other regulatory authorities upon request.

8. REVIEW AND AMENDMENTS

The Policy will be reviewed at least once every three (3) years or as and when necessary. This Policy shall be disclosed on the Company's website.

Any revision or amendment to the Policy, as proposed by the ARMC shall first be presented to the Board for its approval.

Upon the Board's approval, the said revision or amendment shall form part of the Policy and this Policy shall be considered duly revised or amended.

EGH INTERNATIONAL BERHAD (Registration No. 202501050529 (1651937-K))

Disclosure of Conflict of Interest or Potential Conflict of Interest Form

The ACE Market Listing Requirements of Bursa Malaysia Securities Berhad requires a listed corporation to disclose the nature and extent of any conflict of interest or potential conflict of interest including interest in competing business involving directors, key senior management and legal representative of a listed corporation. The purpose of this Disclosure Form is to assist the Director/Key Senior Management of EGH International Berhad ("the Company") in disclosing conflict of interest or potential conflict of interest that arises/may arise.

Instruction to complete the form

Kindly indicate with a ✓ on the relevant section and complete the information as required. Supporting documents could be appended if required.

No Conflict of Interest

☐ I am not aware of any conflict of interest (both financial and non-financial) or potential conflict of interest (both financial and non-financial) including interest in competing business with the Company.

Conflict of Interest (if any)

I, being a Director/Key Senior Management of the Company do hereby declare on conflict of interest (if any) with the Company as follows (to delete if not applicable):

☐ I use property, information or position of the Company for my personal purpose or business.

Date	Property, information or position of the Company which is used	Purpose for the use of property, information or position	Impact to the Company

☐ I channel benefits or resources meant for the Company for my personal purpose or business.

Date	Benefits or resources meant for the Company	Purpose for the use of benefits or resources	Impact to the Company

I leverage on the Company's business plans/information for my personal purpose or business.

Date	Business plans/information of the Company being leveraged	Purpose for the leveraging of the business plans	Impact to the Company

I am involved in a business which offers similar products or services that are likely to substitute the products or services offered by the Company.

Name of business	Products or services offered by the business	Nature of involvement* (Director/Shareholder/Others)	Impact to the Company

**For shareholding, kindly state if it is direct or indirect interest and the number of shares held*

I hold offices, directorships or shares in business which is competing with the Company.

Name of business	Nature of business	Nature of involvement* (Director/Shareholder/Others)	Impact to the Company

**For shareholding, kindly state if it is direct or indirect interest and the number of shares held*

I provide financial assistance to or receive financial assistance from the Company on terms and conditions which are more favourable than normal commercial terms.

Date	Type of financial assistance provided/received	Total amount of financial assistance	Terms and conditions agreed	Terms and Conditions under normal commercial terms	Impact to the Company

☐ I possess property where interests created is in conflict with my duties as a Director/Key Senior Management of the Company.

Description of property	Date of purchase	Consideration	Details of Conflict	Impact to the Company

☐ I am interested in a contract that the Company has entered into.

Description of contract	Date of contract	Consideration	Nature of Interest/Details of Conflict	Impact to the Company

☐ I am interested in Recurrent Related Party Transaction as disclosed in the Circular to the Shareholders at the last Annual General Meeting of the Company.

Description of Transaction	Date of Transaction	Amount of Transaction	Nature of Interest/Details of Conflict	Impact to the Company

☐ Any other conflict of interest situation:

_____

_____

Potential Conflict of Interest

I, being a Director/Key Senior Management of the Company do hereby declare my potential conflict of interest with the Company that has yet to materialise but may arise as follows (to delete if not applicable):

I have similar business with that of the Company in a geographical location which the Company is not currently operating in but may expand its venture subsequently.

Name of Business	Nature of business	Geographical location the business is currently operating in	Impact to the Company

I am involved in a business which offers similar products or services which the Company is not currently providing, but which may expand its venture subsequently.

Name of Business	Products or services offered by the business	Nature of involvement* (Director/Shareholder/Others)	Impact to the Company

**For shareholding, kindly state if it is direct or indirect interest and the number of shares held*

I hold offices, directorships or shares in business that which is not currently competing with the Company, but which might be competing with the Company if it expands its venture subsequently.

Name of business	Nature of business	Nature of involvement* (Director/Shareholder/Others)	Impact to the Company

**For shareholding, kindly state if it is direct or indirect interest and the number of shares held*

Any other potential conflict of interest situation:

_____

_____

I confirm that the above-mentioned information disclosed is true and correct to the best of my knowledge. Should any conflict of interest situation arises/may arise, I agree to undertake the declaration of the conflict of interest situation to the Board as soon as practicable after the relevant facts have come to my knowledge as well as on a periodic and regular basis including at all board meetings.

Signature : _____

Name : _____

Designation : _____