

**OCK GROUP BERHAD**  
**Registration No. 201101027780 (955915-M)**

**Conflict of Interest Policy**

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## 1. INTRODUCTION

OCK Group Berhad (“**the Company**”) and its subsidiaries (“**the Group**”) are committed to upholding the highest standards of integrity, transparency, and ethical conduct in all business operations. In line with this commitment, the Group has implemented a comprehensive Conflict of Interest Policy to ensure that the Directors, Key Senior Management and Employees act in the best interests of the Group and free from any personal, financial, non-financial or other conflicts that may compromise their judgment or impartiality.

This Conflict of Interest Policy (“**Policy**”) shall be read together with the Company’s Code of Business Conduct and Ethics, Anti-Bribery and Anti-Corruption Policy, paragraphs 3.05 and 3.06 of Guidelines on Conduct of Directors of Listed Corporations and their Subsidiaries and other related policies.

In formulating this Policy, the Group has taken into account the requirements outlined in the Main Market Listing Requirements (“**MMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), Capital Markets and Services Act 2007 as well as other relevant regulatory frameworks, to ensure compliance with the obligations imposed.

## 2. OBJECTIVE

The primary objective of this Policy is to establish and maintain a robust framework consisting of well-defined processes and procedures that are diligently adhered to within the Group. This Policy aims to effectively identify, address, and manage a wide range of conflicts of interest or potential conflict of interest (“**COI**”), including those that are actual, potential, or perceived in nature.

## 3. SCOPE AND APPLICATION

3.1 This Policy outlines the framework and the processes for the purposes of preventing any conflicts or potential conflicts from influencing or compromising the objectivity and impartiality of the business operations, as well as to safeguard the reputation and credibility of the Company. It also serves as a guide to the Audit and Risk Management Committee (“**ARMC**”) and Board of Directors (“**Board**”) of the Company in discharging their role, which is to provide oversight and review the COI situations that arose, persist or may arise within the Group.

3.2 This Policy applies to all Directors, Key Senior Management and Employees of the Group.

- 3.3 This Policy applies whenever COI is identified by a Director, Key Senior Management or Employee or should reasonably be anticipated from their current or future activities. This Policy provides guidance on:
- (a) recognising and disclosing actual or potential COI; and
  - (b) creating, executing, and overseeing strategies to appropriately handle conflicts.
- 3.4 The scope is extensive, encompassing a wide range of activities that could give rise to COI. Although the Policy cannot possibly account for every conceivable situation, Directors, Key Senior Management and Employees are expected to exercise sound judgment, adhering to the intent of the Policy.
- 3.5 The Board takes cognisance that the Company has more than one Executive Director, hence top Management has valuable contributions to make in Board deliberations. In certain cases, where conflict arises with such Executive Director, it will be up to the Independent Director to decide if the Executive Director needs to be absent or present from deliberations requiring decisions.

#### **4. IDENTIFICATION OF CONFLICT OF INTEREST CIRCUMSTANCES AND SITUATIONS**

- 4.1 A COI situation arises when a Director, Key Senior Management or Employee's ability to carry out their responsibilities is compromised or potentially compromised by personal interests, concerns, or relationships.
- 4.2 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**

Director, Key Senior Management or Employee has ownership of shares in privately-owned companies having a business relationship with the Group, either directly or indirectly (e.g., through a family member). However, this Policy does not extend to shares held in publicly quoted companies that have a business relationship with the Group unless the holding is considered substantial and could potentially compromise the Director's objectivity.

**(b) Having interest in Person, Entity or Contract that has dealing with the Group**

Any direct or indirect financial or other interest in a person, entity, or contract that has dealings with the Group, where such interest could potentially influence decisions regarding the Group's dealings with said person, entity or contract.

**(c) Directorships in Common**

Holding multiple roles, including being a Director, Key Senior Management or Employee of another company which may lead to disclosure of confidential information obtained by reason of being a Director, Key Senior Management or Employee of one company to another company of which he/she is also a Director, Key Senior Management or Employee.

**(d) Personal Use of the Group's Assets**

Unauthorised personal use of the Group's assets, resources, or information, without prior approval from the Chairman of the Board and, in the case involving the Chairman, approval from the Board.

**(e) Personal Gain through Business Related Opportunities with the Group**

Director, Key Senior Management or Employee pursues personal gain related to the Group's business, utilising the Group's property, information, or position for personal gain, and engaging in any form of competition with the Group for business opportunities.

For the purpose of this Policy, "Family Member" refers to the Director, Key Senior Management or Employee's spouse, parent, child (including adopted child and step child), brother, sister and the spouse of the Director, Key Senior Management or Employee's child, brother or sister.

## **5. MANAGING CONFLICT OF INTEREST**

- 5.1 Any conflict of interest must be declared by filling up the Annual Declaration Form of Conflict of Interest or Potential Conflict of Interest by Director, Key Senior Management and Employee ("the Form", please refer to Appendix A). The conflict of interest must be escalated to the Human Resources Department for further action. In the case of Directors, the conflict must be disclosed to the Board of Directors and recorded by the Company Secretary. The declaration shall be made as and when the conflict arises, and shall be made at the earliest opportunity, i.e. as soon as the Director, Key Senior Management or Employee becomes aware of the conflict.
- 5.2 The completed Form shall be forwarded to the Group Chief Executive Officer's Office ("GCEO's Office) by the Human Resources Department for further action.
- 5.3 In addition to declaring the conflict of interest, appropriate steps must be taken to manage the conflict and mitigate the impact of the conflict on the decision-making process. Ideally, the

conflict should be avoided together, e.g., by relinquishing the interest that gives rise to the conflict. However, there are circumstances where it may not be practical to totally avoid the conflict, in which case, appropriate actions must be taken, depending on the nature and severity of the conflict.

5.4 Where the conflict is not likely to arise frequently, and the impact of the conflict is minimal, the participation of the person in the decision-making process should be restricted. The restriction should include, but is not limited to the following:

- a) Not participating in any critical criteria setting or decision-making role in the process.
- b) Refraining from discussions about the matter.
- c) Limiting access to information and denying access to sensitive documents or confidential information in the process.
- d) Abstaining from voting on the decision.

5.5 Where the conflict is ongoing and could have serious implications, the person with the conflict should be removed from the process, which includes the following:

- a) Abstaining from any involvement whatsoever in the matter.
- b) Rearranging duties and responsibilities to a non-conflicting function but not to a person who is supervised by the person with the conflict.
- c) Transferring the person with the conflict to another project or another area of the Company.

## **6. MONITORING CONFLICT OF INTEREST**

6.1 The GCEO's Office is responsible for monitoring conflicts of interest involving Employees. Upon receiving the Form, the GCEO's Office shall review the actions taken to address the conflict and decide, on a case-by-case basis whether such actions are appropriate and/or sufficient.

6.2 If the GCEO's Office is of the view that actions taken by the person with the conflict or the Human Resources Department are not sufficient to manage or address the conflict, further action shall be recommended by the GCEO's Office.

- 6.3 In the event of a dispute between the person with the conflict or Human Resources Department and the GCEO's Office, the matter shall be escalated to Group Managing Director ("GMD") for a decision to be made. The GMD's Office shall be consulted if there are any doubts with regards to a conflict of interest situation.
- 6.4 For conflicts of interest involving Employees, records of all conflict of interest declarations as well as other related documents such as documentation reflecting the mitigating actions taken shall be maintained. A copy of the Form shall be retained by the Human Resources Department for the duration of the personnel's employment. For the conflict of interest involving Directors, the Company Secretary shall maintain records of the declarations and any related documents.
- 6.5 The process for declaring, managing and monitoring conflict of interest involving Employees is shown in Appendix B.

## 7. GENERAL RESPONSIBILITIES OF DIRECTORS, KEY SENIOR MANAGEMENT AND EMPLOYEES

All Directors, Key Senior Management and Employees of the Group bear the responsibility of identifying and managing COI. The general responsibilities of Directors, Key Senior Management and Employees are as follows:

- (a) **Disclosure:** Directors, Key Senior Management and Employees must disclose any actual or potential COI they may have with the Group. This includes financial or non-financial interests, relationships, or affiliations that could affect their impartiality in decision-making.
- (b) **Fiduciary Duty:** Directors, Key Senior Management and Employees have a fiduciary duty to act in the best interests of the Group and its shareholders. This duty supersedes any personal interests, and Directors, Key Senior Management and Employees should make decisions with the Group's welfare as the top priority.
- (c) **Compliance:** Directors, Key Senior Management and Employees shall comply with this Policy and other relevant policies and guidelines concerning the identification, documentation, escalation, and management of COI.
- (d) **Transparency:** Directors, Key Senior Management and Employees shall avoid, whenever

possible, situations or decision which could give rise to COI and promptly declare any COI in accordance with this Policy, abstaining from the decision-making process and refraining from attempting to influence such decisions any further.

(e) **Ethical Conduct:** Act honestly, with integrity and transparently, while exercising sound judgment and discretion in their actions.

## **8. MAINTENANCE OF RECORDS**

8.1 The Annual Declaration Form of Conflict of Interest or Potential Conflict of Interest by Director, Key Senior Management and Employee will be securely maintained by the Corporate Services Department. The Company Secretary shall record each instance of COI disclosure made by the Conflicted Director, Key Senior Management and Employee in the minutes of meeting during which the declaration was submitted. In cases where the declaration is made outside of meeting times, the disclosure will be documented in the minutes of the subsequent meeting.

8.2 The Corporate Services Department shall ensure proper maintenance and retention of documentation to facilitate scrutiny of the COI matter by regulators or auditors. Such documentation should be readily accessible to regulators and other relevant parties.

## **9. COMPLIANCE**

9.1 Directors, Key Senior Management and Employees are obligated to adhere to all COI requirements as stipulated in this Policy along with any requirements set forth by the MMLR of Bursa Securities or other relevant regulatory guidelines. Furthermore, should a Director, Key Senior Management and/or Employee's interest leads to a Related Party Transaction, they must also adhere to the Company's Related Party Transactions Policy, in addition to meeting any requirements specified by the MMLR of Bursa Securities or other applicable regulatory guidelines.

9.2 Any breach or non-compliance with this Policy will be subject to appropriate internal disciplinary action and applicable civil and criminal liability.

## **10. REVIEW**

10.1 The ARMC must also review and report its findings to the Board, any actual or potential COI situations that arose, persist or may arise within the Group, together with the measures taken to resolve, eliminate or mitigate the COI situations, as well as disclose them in the ARMC Report.

For this purpose, the ARMC's review and disclosure in the ARMC report must cover any COI that arose or might arise during the financial year as well as persisting COI from previous financial years.

10.2 The ARMC shall review and reassess the adequacy of this Policy periodically and make such amendments to this Policy as it may deem appropriate. All reviews by the ARMC are reported to the Board for further action.

## **11. RESOURCES**

The Corporate Services Department will provide guidance, education and procedures for implementing this Policy, including requirements for reporting, monitoring and review.

## **12. MODIFICATIONS**

The Company reserves the right to modify or amend this Policy at any time as it may deem necessary in order to align the Policy with the relevant regulatory frameworks.

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|------------------------------|
| <b>Adopted by the Board:</b> |
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**ANNUAL DECLARATION FORM OF CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST BY DIRECTOR, KEY SENIOR MANAGEMENT AND EMPLOYEE**

This Form is required to be completed in respect of all Directors, Key Senior Management and Employees of OCK Group Berhad (“OCK”) and its subsidiaries (“OCK Group”) who has held office as at *[date]*.

Kindly indicate (/) on the check boxes.

| NO. | CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST SITUATIONS   | Please indicate with a tick (/) |    |
|-----|---|---------------------------------|----|
|     |   | YES                             | NO |
| 1.  | Do you or a person connected to you have a substantial direct or indirect ownership interest or other relationship with a company, firm or organisation that is currently having business dealings with OCK and/or OCK Group or that serves as a competitor or customer to OCK?   |                                 |    |
| 2.  | Do you hold a position as a director, advisory member, limited partner, trustee, or any other authoritative role that could exert influence, whether directly or indirectly, over any organisation, firm, or company that might, in turn, engage in a direct or indirect competition with any of the businesses under the purview of OCK and/or the OCK Group?  |                                 |    |
| 3.  | Do you or a person connected to you utilise OCK and/or OCK Group’s assets, resources or information for personal use without obtaining prior approval from the Chairman of the Board or the Board or not as part of the approved Board reimbursement?   |                                 |    |
| 4.  | Do you or a person connected to you exploit personal opportunities linked to the businesses of OCK and/or the OCK Group, by utilising property, information, or your position for personal gain, or engaged in competing with OCK and/or the OCK Group for business opportunities?  |                                 |    |
| 5.  | Are there any additional interests, activities, investments, or involvements that you believe should be disclosed to ensure a comprehensive account of any actual, apparent or potential conflicts of interest?<br><i>Nature &amp; Extent of any Conflict of Interest [“COI”] or potential COI including interest in any competing business with the Company or its subsidiaries. E.g. Contracts/Agreements, Properties, Offices and etc.</i> |                                 |    |

\* In cases where you have indicated 'YES', please provide comprehensive details regarding your interests such as the company name, number of shares, percentage of shareholding, the nature of the relationship, or any other pertinent information. Additionally, kindly furnish the corresponding supporting documents as needed.

| No. | * Explanation for items indicated 'YES' |
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|     |   |
|     |   |

**Definition:**

**Person connected** under Paragraph 1.01 of the MMLR of Bursa Securities means such person (referred to as “said Person”) who falls under any one of the following categories:

- (a) a family member of the said Person include (i) spouse (ii) parent (iii) child including adopted child and step-child (iv) brother or sister and (v) spouse of child, brother or sister;
- (b) a trustee of a trust (other than a trustee for a share scheme for Employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;
- (c) a partner of the said Person;
- (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
- (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
- (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
- (g) a body corporate which is a related corporation of the said Person.

**Name:** ..... **NRIC/Passport No** ..... do hereby solemnly affirm and declare the following:

- (i) I agree to comply with the Conflict of Interest Policy of OCK.
- (ii) I agree to promptly notify the Chairman/Board and/or Company Secretary of OCK regarding any modifications in my responses to the aforementioned questions that may arise due to alterations in circumstances.
- (iii) I agree to report any additional financial interests, situations, activities, interests, or conduct that may arise before the completion of the next annual disclosure.
- (iv) The information contained in this Annual Declaration Form of Conflict of Interest or Potential Conflict of Interest by Director, Key Senior Management and Employee is true and accurate to the best of my knowledge and belief.

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Signature

Name :

Position :

Date of Declaration :

## Appendix B

