

UMS-NEIKEN GROUP BERHAD
(Registration No. 200401011970 (650473-V))

CONFLICT OF INTEREST POLICY AND PROCEDURES

1. INTRODUCTION

UMS-Neiken Group Berhad (“the Company”) and its subsidiaries (“UMS Group” or “Group”) aim to maintain the highest ethical standards in carrying out the business activities. In line with this commitment, the Group seeks to implement a comprehensive Conflict of Interest Policy (“Policy”) to ensure that the Directors and Key Senior Management 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.

2. PURPOSE

The purpose of this Policy is to ensure that actual, potential and perceived conflicts of interest are identified and managed effectively. It is intended to provide guidance on how to deal with situations involving conflict of interest situations when they arise, including those that are actual, potential, or perceived in nature.

3. SCOPE

This Policy is intended to apply to all Directors and Key Senior Management of UMS Group. This Policy applies whenever an individual recognises, or should reasonably recognise, that a conflict of interest may arise from their current or future activities. The Directors and Key Senior Management must exercise reasonable judgment and seek to comply with this Policy.

4. SCOPE AND APPLICATION

4.1 A conflict of interest may arise where a person might be seen to be influencing the Group matters for actual, potential or perceived personal benefit. Such a conflict may arise in a situation when a director or an employee, is able to influence (directly or indirectly) the Group’s business, or other decisions in ways that could lead to gain for themselves, their family¹ or others.

4.2 A conflict of interest may relate to a person’s own interests or to a connected person, which means family, relatives, close associates, or persons from any business of which the person may hold any direct or indirect interest.

4.3 An interest can be a financial or non-financial interest:

- a. **Financial interests** include remuneration (such as salary, wages, commission, consultancy fees, or other form of income) and assets (investments, stocks, bonds, property).
- b. **Non-financial interests** include enhancement of career, education or reputation, access to privileged information or facilities.

Although many of these interests may not compete with the person’s current duties and responsibilities to the Group, however, where a person’s obligations to the Group are, or may appear, to be compromised, then a conflict of interest may still occur.

4.4 For the purpose of this Policy and Procedures, the Group defines conflicts of interest broadly as:

- a. **Actual** Conflicts of Interest (the person faces a real, existing conflict).

¹ Means the spouse of the person, children, parents, brother, sister, and spouse of child, brother or sister of the person.

- b. **Potential** Conflicts of Interest (the person is in or could be in a situation that may result in a conflict, but this has not fully materialised); and
 - c. **Perceived** Conflicts of Interest (the person is in or could be in a situation that may appear to be a conflict, even if this is not the case).
- 4.5 All three types of Conflict of Interest above are potential risk to the Group. Therefore, all actual, potential or perceived conflicts that may arise, as a result of a business or personal relationship, should be declared.

5. GENERAL RESPONSIBILITIES

All Directors and Key Senior Management of UMS Group are responsible for identifying and managing conflicts of interest on an ongoing basis and are required to:

- (a) Comply with this Policy and other applicable policies and guidelines relating to the identification, documentation, escalation and management of conflicts of interest;
- (b) Act with objectivity, integrity and independence and exercise sound judgment and discretion;
- (c) Avoid, wherever possible, situations giving rise to conflicts of interest as described in this Policy; and
- (d) Immediately declare the conflict of interest in accordance with this Policy, abstaining from the decision-making process and not seek to influence such decisions any further.

6. MANAGING CONFLICTS OF INTEREST

- 6.1 Any conflict of interest must be declared by filling up the Conflict of Interest (“COI”) Declaration Form (see Appendix A) and notify the Company Secretary immediately after the relevant facts have come to the knowledge of the Director and/or Key Senior Management. The declaration form must be escalated to the Audit Committee and the Board and recorded by the Company Secretary.
- 6.2 In addition to the declaration, the person with the conflict must take reasonable steps to manage the conflict and to mitigate the impact of the conflict on the negotiation/ discussion/ decision making process. The participation of the person with conflict should be limited and restricted. Such limitation or restriction should include, but is not limited to the following:-
- (a) Abstaining from the project/matter, including any involvement, discussion and/or during the process of decision making;
 - (b) Limiting access to information; and
 - (c) If necessary, re-arranging duties or responsibilities to a non-conflicting function.
- 6.3 In the case of a Director having an interest, either directly or indirectly, in any material transaction or arrangement with UMS Group, or, holding any office or possessing any property where duties or interests as Director may be in conflict with his duties or interests as Director of UMS Group for his/her personal interest/gain, shall as soon as practicable after the facts have come to the Director’s knowledge, or, after becoming director or possessing the property (as the case may be), declare the nature, character and extent of the COI to the Board. The conflicted Director:
- (a) will not be provided with any Board papers or information related to the COI matter;
 - (b) shall be excused from participating in any part of a Board or Board Committee meeting during discussions on the COI matter; and
 - (c) shall not vote on the COI matter.
- 6.4 To further strengthen the COI disclosure process, all Directors and Key Senior Management are required to make an annual declaration of COI or potential COI via the Annual Declaration Form of COI by Director and Key Senior Management as set out in Appendix A of this Policy.

7. RECORDS MAINTENANCE

- 7.1 The Annual Declaration Form of COI by Director and Key Senior Management will be securely maintained by the Corporate Affairs Division. The Company Secretary shall record each instance of COI disclosure made by the conflicted Director and Key Senior Management in the minutes of meeting during which the declaration was submitted. In cases where the declaration is made outside of meeting, the disclosure will be documented in the minutes of the subsequent meeting.
- 7.2 The Corporate Affairs Division 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.

8. COMPLIANCE

- 8.1 Directors and Key Senior Management are obligated to adhere to all COI requirements as stipulated in this Policy along with any requirements set forth by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") or other relevant regulatory guidelines. Furthermore, should a Director and/or Key Senior Management's interest leads to a Related Party Transaction, they must also adhere any requirements specified by the MMLR of Bursa Securities or other applicable regulatory guidelines.

9. REVIEW

This Policy will be reviewed periodically by the Company, updated and approved by the Board as and when deem necessary.

This Policy is approved and adopted by the Board of Directors on 26 February 2024.



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ANNUAL DECLARATION FORM OF CONFLICT OF INTEREST BY DIRECTOR AND KEY SENIOR MANAGEMENT

This Form is required to be completed in respect of all Directors and Key Senior Management of UMS-Neiken Group Berhad (“UMS”) and its subsidiaries (“UMS Group”) who has held office as at

Kindly indicate (/) on the check boxes:-

NO.	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 UMS and/or UMS Group or that serves as a competitor or customer to UMS?		
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 UMS and/or the UMS Group?		
3.	Do you or a person connected to you utilise UMS and/or UMS 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 UMS and/or UMS Group, by utilising property, information, or your position for personal gain, or engaged in competing with UMS and/or UMS 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?		



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* 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'

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.



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

- (i) I agree to comply with the Conflict of Interest Policy of UMS-Neiken Group Berhad.
- (ii) I agree to promptly notify the Chairman/Board and/or Company Secretary of UMS-Neiken Group Berhad 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 by Directors and Key Senior Management is true and accurate to the best of my knowledge and belief.

Signature

Name:

Position:

Date of Declaration: