



AWANBIRU TECHNOLOGY BERHAD

[Reg. No. 201001038336 (922260-K)]
(Incorporated in Malaysia)

CONFLICT OF INTEREST POLICY

Adopted as at 28 May 2024

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1. INTRODUCTION

- 1.1 This Conflict of Interest (“**COI**”) Policy (“**Policy**”) aims to protect AwanBiru Technology Berhad (“**Company**”) and its subsidiaries (“**Group**”) by ensuring steadfast commitment to maintaining the highest standards of integrity, transparency, and ethical conduct in all business operations.
- 1.2 In line with this commitment, the Group has implemented a comprehensive Policy to ensure that both the Board of Directors¹ (“**Board**”), Key Senior Management² and employees act in the best interests of the Group, free from any personal, financial, non-financial, or other conflicts that could compromise their judgment or impartiality.
- 1.3 This Policy shall be read together with the Board Charter, the Company’s Directors’ Code of Conduct and Ethics, Anti-Bribery and Corruption Manual, Related Party Transaction Policies and Procedures, Companies Act 2016 (“**CA 2016**”), Main Market Listing Requirements (“**MMLR**”), Capital Market Services Act 2007 and other related policies.

2. OBJECTIVE

This Policy aims to effectively identify, address, and manage a wide range of conflicts of interest or potential conflicts of interest, including those that are actual, potential, or perceived in nature.

3. SCOPE OF APPLICATION

- 3.1 This Policy extends to all Directors, Key Senior Management, and employees of the Group (including those on contract terms, temporary staff, and interns or secondments).
- 3.2 Additionally, it serves as guidance for the Audit Committee (“**AC**”) and the Board in discharging their role to oversee and review any COI situations that may arise, persist, or may arise within the Group.

4. IDENTIFICATION OF CONFLICT-OF-INTEREST SITUATION AND CIRCUMSTANCES

- 4.1 Generally, COI refers to situations where –
- a) the interests of the said person (who is often a person in a position of trust), interfere or appear to interfere, with the interests of the listed issuer or its subsidiaries (“listed

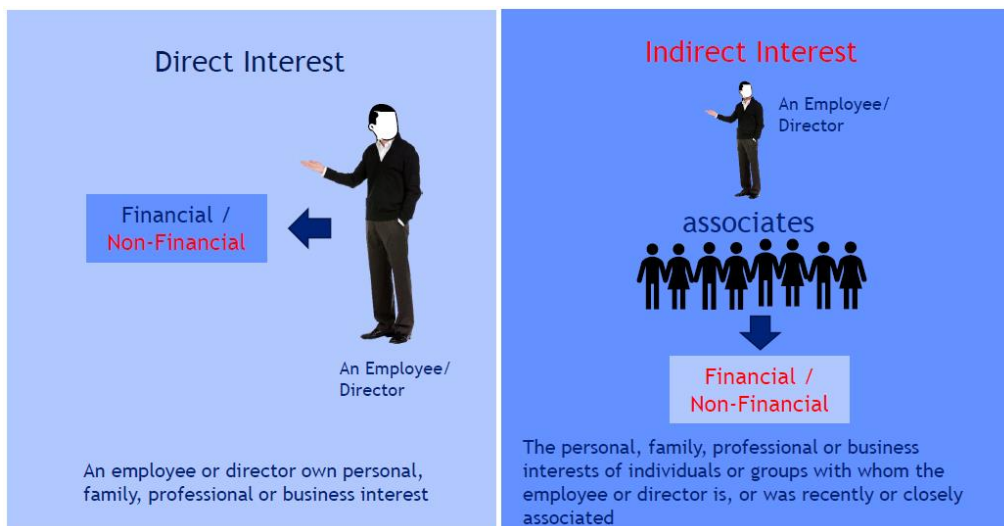
¹ Defined as Directors of the Company and its subsidiaries.

² Defined as Chief Executive Officer, Chief Operating Officer and Chief Financial Officer.

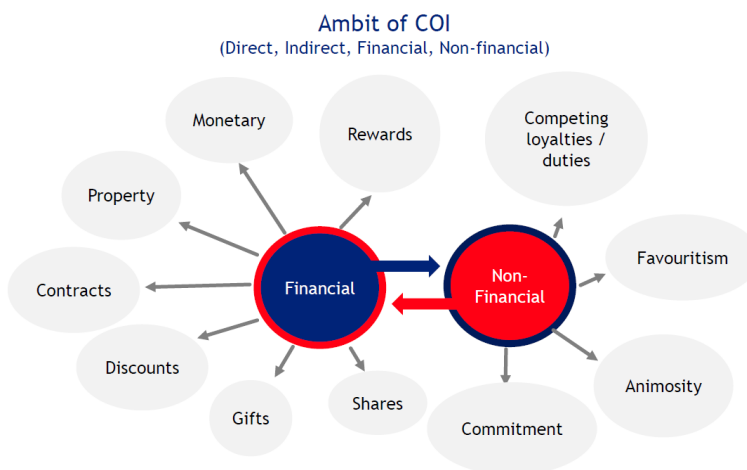
issuer group”); or

- b) the said person has interests that may make it difficult to perform his or her role objectively and effectively.

4.2 An interest can be a financial interest or a non-financial interest; a direct interest or an indirect interest as depicted in the below image:



COI - Nature of (Financial and Non-Financial)



4.2.1 **Actual interest** – refers to when there are proven facts that COI exists.

4.2.2 **A Potential COI** – refers to a COI that has yet to materialize or happen, but may arise subsequently due to, among others, prevailing relationships or interests of the said person.

4.3 COI may encompass the following situations whereby the list is non-exhaustive:

- (a) Uses property or resources of the Group for his or her personal purpose or business;
- (b) Channels benefits or recourses meant for the Group to a company in which he or she has an interest in;
- (c) Discloses trade secrets to a competitor which he or she has an interest in;
- (d) Influences the decision of the property developer Group's to develop an area where the said person owns the property so that he or she will also enjoy the benefit either financially (e.g. capital appreciation of the property) or non-financially (e.g. convenience from the infrastructure developed) from such development;
- (e) Prioritizes his or her private venture by depriving the Group's from an identified business opportunity;
- (f) Leverages on the Group's business or developmental plan by acquiring adjacent lands using the said person's private company;
- (g) Is involved in a business that offers similar products or services that are likely to replace or substitute the products or services offered by the Group;
- (h) Holds offices or directorships in competitors of the Group;
- (i) Provides financial assistance to, or receives financial assistance from, the Group on terms and conditions that are more favorable to the said person than normal commercial terms.

4.4 Meanwhile, Potential COI may include following situations (which are not exhaustive):

- (a) The said person having similar business with that of the listed issuer group in a geographical location which the listed issuer group is not currently operating in, but which the listed issuer group may expand its venture in subsequently; or
- (b) The said person purchasing substantial building materials for construction of his or her own property at a massive discount from a contractor which has been shortlisted as one of the contractors for the listed issuer's project. There could be Potential COI as the said person may favour awarding the listed issuer's project to the contractor that gave him the discount.

4.5 The determination of situations that will or will not give rise to COI can be subjective and contingent upon specific facts and circumstances. Therefore, when uncertain, the listed issuer should disclose the matter.

5. MANAGING CONFLICT OF INTEREST

A. For employees

5.1 All employees of the Group are required to make a declaration of COI on a quarterly basis to the Legal and Corporate Governance for recordkeeping. Any COI must be declared by filling up the Declaration Form of COI(s) as set out in **Appendix A** of this Policy. The COI must be informed to the immediate supervisor and/or Human

Resource Department (“HRD”) and/or Legal and Corporate Governance Department for further action.

- 5.2 Any COI must be reported by the Employee without delay, upon becoming aware of them.
- 5.3 The completed Declaration Form shall be forwarded by the person with the conflict concerned to the HRD and/or Legal and Corporate Governance Department.
- 5.4 In addition to the declaration, the person with the conflict and the respective immediate superior and/or HRD and/or the Legal and Corporate Governance Department 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.
- 5.5 Following a decision by the HRD and/or the Legal and Corporate Governance Department regarding the COI, the Legal and Corporate Governance Department will update the AC on the COI and the steps taken to resolve it during the AC meeting.

B. For the Director and Key Senior Management

- 5.1 The Nomination and Remuneration Committee (“NRC”) plays a key role in recruiting Directors, evaluating their performance and ensuring the continuous effectiveness of the Board. Before appointing a director, NRC should:
 - (a) Assess potential director’s background, skills, and experience against the agreed profile;
 - (b) Check for COI including but not limited to competing business interests and independence issues;
 - (c) Conduct background checks with the assistance from HRD and perform reference checks, including reviewing news, media reports and any publicly available information; and
 - (d) Verify the number of directorships held by the candidate.

Pursuant to the MMLR, the Board and the NRC should conduct an annual COI assessment for incumbent directors.

- 5.2 When a Director or Key Senior Management member has a direct or indirect interest, actual or potential, in any transaction, arrangement, office, or property that may create a conflict with their role in the Group, they must promptly declare the nature,

extent, and character of their interest and conflict to the Audit Committee (AC) and the Board. This declaration should occur as soon as the Director becomes aware of the facts or upon assuming the role, and it can be made via written notice or electronic means, such as email, to all board members. Subsequently, the declaration should be communicated to the Company Secretary and/or Legal and Corporate Governance Department for recordkeeping.

- 5.3 Directors should declare any interests relevant to agenda items at the start of a meeting and/or during discussion (including where there is potential for a perceived COI). Where there is a COI, the said Director will not participate in the consideration of the relevant item and shall recuse or abstain from the discussion thereon and shall not vote on the resolution in respect of the relevant item. If necessary, the Chairperson will determine whether there is a COI.
- 5.4 To enhance the disclosure of conflicts of interest (COI), it is recommended that, before the start of each meeting, Directors are reminded to declare any existing or potential COIs related to the agenda items. This reminder should be provided to ensure transparency and compliance with COI policies.
- 5.5 Additionally, all Directors and Key Senior Management are required to make a declaration of COI on a quarterly basis via the Directors/ Key Senior Management Conflict of Interest Declaration Form as set out in **Appendix B** of this Policy.
- 5.6 Where there is any change in the nature and extent of the Director's interest subsequent to the disclosure, the Director shall make further disclosure of such changes, as soon as practicably possible
- 5.7 The completed declaration form should be submitted to both the AC and the Board of Directors for the Company's records. The Company Secretary and/or the Legal and Corporate Governance department should ensure that the form is properly recorded.
- 5.8 Upon receiving the declaration of COI, the AC will evaluate the declaration submitted by the Director or Key Senior Management. Subsequently, the AC will propose a plan of action to address and manage the conflict, providing recommendations to the Board for approval.
- 5.9 After consultation and review by the AC and subsequent approval by the Board, the Director and/or Key Senior Management involved in the COI or potential COI must comply with the determination made by the AC regarding reasonable steps and measures to manage, resolve, or eliminate the COI or potential COI. The participation of the conflicted Director or Key Senior Management should be limited and restricted. Such limitation or restriction should include, but is not limited to the following: -
 - (a) abstaining from any involvement whatsoever in the matter;
 - (b) refraining from discussions about the matter;
 - (c) continue to receive board papers and other information concerning the COI matter, unless the Chairperson or the Board determines otherwise; and
 - (d) abstaining from voting on the matter.

- 5.10 The Company Secretary shall minute the declaration and decision taken on the COI matter.
- 5.11 If a majority of the non-conflicted Directors resolve that the disclosed interest should not disqualify a conflicted Director or Key Senior Management from being present while the COI matter is being considered, then Clauses 5.7 of the Policy shall not apply. The conflicted Director may be present only to make the quorum counted at the Board meeting but shall not participate and vote in any discussion while the COI matter is being considered during the Board meeting pursuant to Section 222 of the Companies Act 2016 (“CA 2016”).

6. COMPLIANCE

- 6.1 Directors or Key Senior Management shall comply with all COI requirements as stipulated in this Policy along with any requirements set forth by MMLR of Bursa Securities or other relevant regulatory guidelines.
- 6.2 If the interests of Directors or Key Senior Management result in a Related Party Transaction, they must comply with the Company’s Related Party Transaction Policies and Procedures, along with meeting any requirements specified by MMLR or other applicable regulatory guidelines.

7. RECORDS MAINTENANCE

- 7.1 For COI involving employees, the Legal and Corporate Governance department shall maintain records of all COI declarations as well as other related documents.
- 7.2 For COI involving Directors or Key Senior Management, the Company Secretary and/or Legal and Corporate Governance department shall maintain records of the declarations and any other related documents.

8. BREACH OF POLICY

- 8.1 If any ambiguities arise, the Board, Key Senior Management, or the employees of the Company should reach out to Awantec’s Legal and Corporate Governance department.
- 8.2 Failure to disclose a COI and provide complete and accurate information on the conflict is a breach of this Policy and could result in disciplinary action being taken by the Company.

9. REVIEW OF THE POLICY

- 9.1 This Policy shall be reviewed periodically by the AC in accordance with the needs of the Company, from time to time or when changes to regulatory requirements necessitate a revision, but at least once every three (3) years; any recommendation for its revision will be highlighted to the Board for approval.

Adopted by the Board on: 28 May 2024

Appendix A

AWANBIRU TECHNOLOGY BERHAD
 ("AWANTEC" or "the Company")
 [Registration No. 201001038336 (922260-K)]
 (Incorporated in Malaysia)

**DECLARATION OF CONFLICT OF INTEREST(S) FOR THE FOURTH QUARTER ENDED
 30 JUNE 2024 FOR THE FINANCIAL YEAR END 30 JUNE 2024**

All employees of Awantec and its subsidiaries (the "Group") are required to declare any Conflict of Interest(s)¹ with the Company and/or its subsidiaries pursuant to the Company's Code of Conduct ("COC") and Anti-Bribery and Corruption Manual ("ABAC").

This declaration should be made as and when a Conflict of Interest situation arises and updated on a quarterly basis. The objective of this declaration is to enable proper maintenance of documentation and to maintain the Group's reputation for integrity and business ethics.

In any case of ambiguity, the employee should seek guidance and counsel from his or her immediate superior or the Human Resource Department ("HRD") or the Legal and Corporate Governance Department.

SECTION 1: AFFIRMATION

I,, (NRIC No.) as the staff of hereby declare the following potential or existing Conflict of Interest(s), pursuant to the Company's COC and ABAC.

I affirm that I, **do/ do not*** directly and/or indirectly have any conflict of interest(s) with the Company or its subsidiaries.

** Delete whichever is not applicable*

Note:

- (a) Please complete the table below and separately declare each transaction should you directly and/or indirectly have any related conflict of interest transaction with the Company or its subsidiaries; or*
- (b) To insert "Nil" if there is none.*

Name of Connected Person	Designation of the Connected Person	Description of the Transaction	Transaction Value (RM)	Date of Transaction

SECTION 2: CONFIRMATION

I confirm the completeness and accuracy of the information given in this form.

I shall inform my immediate supervisor(s) and/or the HRD immediately when there is a Conflict of Interest(s) resulting from any contract(s) and/or transaction(s) entered into by the Company or its subsidiaries which I have direct and/or indirect interests.

 Name:
 Designation:
 Date:

APPENDIX B

AWANBIRU TECHNOLOGY BERHAD
(“AWANTEC” or “the Company”)
 [Registration No. 201001038336 (922260-K)]
 (Incorporated in Malaysia)

**DECLARATION OF CONFLICT OF INTEREST(S) BY DIRECTOR AND KEY SENIOR MANAGEMENT FOR THE
 FOURTH QUARTER ENDED 30 JUNE 2024 FOR THE FINANCIAL YEAR END 30 JUNE 2024**

This Form is required to be completed in respect of all Directors and Key Senior Management of the Company and its subsidiaries (the “Group”) who have held office as of **[date]**.

Kindly indicate (/) on the checkboxes.

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 organization that is currently having business dealings with Awantec and/or the Group or that serves as a competitor or customer to Awantec?		
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 organization, firm, or company that might, in turn, engage in direct or indirect competition with any of the businesses under the purview of Awantec and/or the Group?		
3	Do you or a person connected to you utilize Awantec and/or the 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 Awantec and/or the Group, by utilizing property, information, or your position for personal gain, or engaged in competing with Awantec and/or the 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?		

- 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:

A 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 including (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 COI Policy of Awantec.
- ii) I agree to promptly notify the Chairman/Board and/or Company Secretary of Awantec 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 Quarter 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 :