



POLICY ON DIRECTORS' CONFLICTS OF INTEREST

OBJECTIVE

1. The purpose of this policy is to set out the disclosure obligations of each Director with respect to conflict of interest (COI), and the procedures to be followed when a COI arises or potentially arises to ensure systematic identification, disclosure and management of COI in an effective and timely manner. A potential COI is a COI that has yet to materialise or happen, but may arise subsequently due to, among others, prevailing relationships or interests of the said person.

SCOPE

1. This policy applies to all members of Board of Chin Well Holdings Berhad.

CIRCUMSTANCES WHICH CONSTITUTE OR MAY GIVE RISE TO COI

1. A COI occurs when a Director's personal interest conflicts with his responsibility to act in the best interest of the Company in which he is a director.
2. A Director can be regarded as having a COI when he do the following to gain a benefit for himself or any other person, or cause detriment to the company, without the consent or ratification of a general meeting:
 - (a) using the property of the company;
 - (b) using any information acquired by virtue of his position as a director or officer of the company;
 - (c) using his position as such director or officer;
 - (d) using any opportunity of the company which he became aware of, in the performance of his functions as the director or officer; or
 - (e) engaging in business which is in competition with the company.
3. For a director interested in a proposed or existing contract with the company, he must:
 - (a) declare the nature of his interest at a board meeting;

(b) not participate in any discussion while the contract or proposed contract is being considered during the board meeting; and

(c) not vote on the contract or proposed contract.

4. A director who holds any office or owns any property which may give rise to a conflict with his duties or interest as director must declare the fact and nature, character and extent of the conflict.
5. Conflict situations present a risk that a Director may make a decision based on or influenced by these interests rather than in the best interest of the Company in which he or she is a Director.
6. Therefore, a Director is required to declare at all times the nature and extent of any COI, whether direct or indirect, or whether actual or potential, with the Company or the Group, and if so required by the Board, to recuse themselves from any deliberation and decision relating thereto.

DISCLOSURE OF INTEREST

1. Directors are permitted to deal with the Company or the Group if their interest is regarded as not being a material interest and on condition that full disclosure is made to the Company and shareholders' approval is obtained if required under the Companies Act 2016, the Listing Requirements and any relevant regulatory requirements. The transaction would be considered material if the consideration of such transaction in aggregate is more than RM1 million.
2. Directors are required to disclose to the Board:
 - (a) any material personal interest that he or she may have in a matter relating to the affairs of the Company or the Group; and
 - (b) any other interest in a matter relating to the affairs of the Company or the Group, which may give rise to, or be perceived to give rise to, a real or substantial possibility of a COI
3. A Director is required to disclose such COI immediately or as soon as practicable on becoming aware of the interest to the Board and the Company Secretary. A Director may at any time declare a COI in relation to a matter by way of a written notice to the Board and the Company Secretary in writing, who shall notify the other Directors of the conflict as soon as practicable. If the matter is being deliberated at a meeting of the directors, the Director is required to declare the COI before the commencement of that deliberation.

4. Where there is any change in the nature and extent of COI subsequent to the disclosure, the interested Director shall make further disclosure of such changes, in the manner as set out in (3) above.
5. If a Director is in doubt whether he has a conflict of interest, he should seek advice from the Company Secretary.

COMPLIANCE WITH COMPANIES ACT 2016 AND LISTING REQUIREMENTS

1. The interested Director shall comply with all conflicts of interest requirements under the Companies Act 2016, and, to the extent that the interest of the Director gives rise to a Related Party Transaction, the Group's Conflicts of Interests and Related Party Transactions Procedures and Guidelines, requirements under the Listing Requirement or any other relevant regulatory requirements, where applicable.

RECORDS MAINTENANCE

1. The Company Secretary shall be responsible to record all COI disclosures by the interested Director in the minutes of meeting of the Board or in the board circular resolution as the case may be, at which the declaration was made and to maintain an updated record of such COI disclosures received.
2. These records shall be made available for inspection by auditors or other regulatory authorities upon request.

COMPLIANCE AND REVIEW OF THE POLICY

1. Compliance with this policy is the responsibility of each individual Director as well as the Board as a whole.
2. The Audit Committee is tasked to review and monitor compliance with the provisions of this policy.
3. Any Director who has been found not to have complied with this policy, shall be dealt with in a manner that the Board deems fit under the circumstances.
4. The Board will review this policy periodically or as changes arise to ensure that it.

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