




UWC BERHAD


(Company No. 1274239-A)
(Incorporated in Malaysia)

**CONFLICT OF INTEREST
POLICY**

 UWC	UWC BERHAD	Department: Board	Policy no: UWC-POL-FIN-031
	(Company No. 1274239-A)		Implemented Date: 17th June 2025
	Title: CONFLICT OF INTEREST POLICY		

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1. INTRODUCTION

UWC Berhad (“**the Company**”) and its subsidiaries (hereinafter referred to as “**the Group**”) acknowledges the importance of upholding, adhering to, and engaging in the highest moral standards of professionalism and integrity in all aspects of its business and operations.


The Group has implemented Conflict of Interest Policy (collectively referred to as the “**Policy**”) to ensure that the Directors discharge their responsibilities in a professional, honest and ethical manner at all times, and are free from any conflict or potential conflict between their personal interests and the Group’s interest.

The Policy is established to lay out the framework and appropriate controls and measures to ensure systematic identification and management of such conflicts of interest (“COI”) or potential COI, including those that are actual, potential, or perceived in nature in an effective and timely manner.

In formulating the Policy, the Group has taken into account the requirements outlined in the Companies Act 2016, Guidelines on Conduct of Directors, 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 regulatory compliance.

2. POLICY OBJECTIVES

The Policy aims to safeguard the Group’s interests from any harmful COI situations, to protect the Group’s reputation, to effectively identify and manage the actual, potential and perceived COI. It provides guidance to effectively identify and evaluate the situations involving actual, potential and perceived COI as and when they arise and to handle such situations in a fair and transparent manner.

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3. SCOPE

The Policy applies to all Directors and Key Senior Management of the Group. The Policy applies whenever an individual recognises, or should reasonably recognise that COI or potential COI may arise from current or future activities.

This Policy shall be read together with the Code of Conduct, Whistle Blowing Policy, Anti-Bribery and Anti-Corruption Policy and any other relevant policies of the Company.

The scope of the Policy is relatively wide in its coverage of activities that might give rise to COI or potential COI. The guidelines in the Policy are not meant to be exhaustive, Directors or Key Senior Management are expected to exercise reasonable judgment and seek to comply with the Policy.

4. CONFLICT OF INTEREST CIRCUMSTANCES AND SITUATION

Generally, COI refers to situations where:


- i. the interests of the said person (who is often a person in a position of trust), interfere, or appear to interfere, with the interest of the listed issuer or its subsidiaries; or
- ii. the said person has interests that may make it difficult to perform his or her role objectively and effectively.

Interest in a COI involving the person is not limited to direct financial interest but also include an indirect financial interest, non-financial interest. COI may be described under the following, whereby the list is including but not limited to the following:

a. Common directorships

Director holds directorships and other roles in few companies may lead to disclosure of confidential information. The affected Director, shall not participate in any deliberations and decisions between the Group and the other company after disclosing all known relevant information and subsequently cleared by the Audit Committee. However, the above shall exclude subsidiaries or related companies in the Group where common directorships are normal.

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b. Equity ownership in companies having a business relationship with the Group

Any ownership of shares in privately-owned companies having either directly or indirectly business relationship with the Group. However, the 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.

c. Acceptance of gifts, benefits or entertainment from any person or entity connected to the Group

Director or Key Senior Management is strictly prohibited from receiving any gifts, benefits or entertainments from any person or entity who have ongoing or potential business relationship with the Group. For instance, a non-exhaustive list includes cash, voucher, food and beverages or any item that has financial value.

d. 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 relationship with the Group, where such interest could potentially influence decisions regarding the Group's relationship with said person, entity or contract.

e. Personal use of company assets

Any unauthorised use of the Group's assets, resources or information for his or her personal purpose without the prior approval from the Chairman of the Board of Directors ("Board") and, in the case involving the Chairman, approval from the Board.

f. Competing business

Director's involving either in or with a company that has similar business with the Group, where the business of the Group will be affected by such interest.

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5. DISCLOSURE REQUIREMENTS AND DECLARATION PROCEDURES

Any situation which involves COI either direct or indirect, actual or potential, must be declared to the Company Secretary promptly by completing the Declaration Form as set out in Appendix A of the Policy. The declaration shall be made as and when the conflict arises, and shall be made at the earliest opportunity when the Directors or Key Senior Management become aware of the COI or potential COI.

The declaration form must be escalated to the Audit Committee ("AC") and Board for discussion. In addition to the declaration, the participation of the person with COI or potential COI should be limited and restricted. Such limitation or restriction should include, but is not limited to the following:-

- abstaining from the subject matter, including any involvement, discussion and/or decision making;
- limiting access to information; and
- if necessary, re-arranging duties or responsibilities to a non-conflicting function.

The AC shall review the declaration and manage, resolve or mitigate the COI or potential COI and report its findings to Board. The Company Secretary has the responsibilities for keeping track of the declarations and any other relevant papers about any COI or potential COI involving the Directors of the Group.


Any information disclosed under the Policy shall be kept confidential.

6. GENERAL RESPONSIBILITIES

The following actions must be taken by all Directors and Key Senior Management of the Group in order to identify and manage, as well as to resolve, eliminate and mitigate the impact of the COI on a continuous basis:

- comply with this Policy and other relevant policies and guidelines concerning the identification, documentation, escalation, and management of COI;
- have a fiduciary responsibility to act in the best interests of the Group and its shareholders. Directors and Key Senior Management should make decisions with Group's welfare as the top priority;
- should act with integrity and independence, while exercising sound judgment and discretion in their actions;

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- d. should avoid any situations or decisions which could give rise to COI and promptly declare any COI or potential COI in accordance with the Policy, abstaining from the decision-making process and avoid from influencing such decisions any further.

7. REVIEW OF THE POLICY

The AC is responsible of reviewing and reporting on related party transactions and COI that arose or persisted and to resolve, eliminate or mitigate such COI on a regular basis and making any recommended changes as and when it deemed fit for the Board's approval. The Policy will be updated to reflect any legislative or regulatory changes.

The Conflict of Interest Policy for Directors and Key Senior Management has been approved and adopted by the Board on 17th June 2025.

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Appendix A


DECLARATION FORM OF CONFLICT OF INTEREST BY DIRECTORS AND KEY SENIOR MANAGEMENT

Section A: This form is required to be completed by the Directors and Key Senior Management of UWC Berhad (“UWC”) and its subsidiaries (“Group”).

Kindly indicate (✓) where applicable.

No.	Conflict of Interest Situations	Please indicate with a tick (✓)	
		Yes	No
1.	<p>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 UWC Berhad and/or UWC Group or that serves as a competitor or customer to UWC Group?</p> <p><i>Example: Promote or favor individuals with personal connections to the other entity, or advocate nepotism, without disclosing the relationship.</i></p>		
2.	<p>Do you hold any position as a director, advisory board member, limited partner, officer, or any other authoritative role that could exert influence, whether directly or indirectly, over any organisation, firm, or company whether joint venture, owned or partially owned that engage in direct or indirect competition with any business of UWC Group?</p> <p><i>Example: Decide for one company based on information obtained by being a director or officer of another company.</i></p>		
3.	<p>Do you act in the Group’s best interests and instead acting in favor of personal interests?</p> <p><i>Example: Make a decision based on personal interest, such as supporting a political cause or take a religious stance on an issue, that conflicts with the Group's objectives.</i></p>		

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4.	Do you aware of any other interests, activities, transactions or involvement that have occurred or may occur in the future that you believe should be disclosed to avoid any actual, potential or perceived conflicts of interest? <i>Example: Disclosed direct interest in a company but fail to disclose beneficiary interest held by family members.</i>		
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Please provide the comprehensive details including the company name, directorship and percentage of shareholdings, description of your interests for the questions that are applicable and other relevant information:

No.	Explanation for the applicable Conflict of Interest situation

I hereby confirm that I have completely disclose all conflicts of interest and/or potential conflict of interest concerning personal interests or that of a related person which has business dealings with UWC Group.

I acknowledge and agree to promptly notify the Audit Committee/Board of Director and/or the Company Secretary regarding any modifications in my responses to the preceding questions that may arise due to alterations in circumstances.

Signature

Name :
Designation :
Date of Declaration :