Conflict of Interest Policy

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Wintech Group of Companies:

Wintech Metal Berhad
Wintech Metal Processing Sdn Bhd
Wintech Worldwide Sdn Bhd

Reviewed By:	Approved By:
HR MANAGER	CEO

DEFINITIONS

For the purpose of this Policy, the following definitions shall apply:

"Actual Conflict"	**:** A situation where there is a real conflict of interest between the Director or Employees and the performance of his/her duties in the best interests of the Group
"ARMC"	**:** Audit and Risk Management Committee of the Company
"Board of Directors"	**:** The Board of Directors of the Company
"Bursa Securities"	**:** Bursa Malaysia Securities Berhad
"Close Associates"	**:** Persons with whom a Director or Employees has a close relationship, including but not limited to: **a)** Close Relatives**;** **b)** any person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Employees; and **c)** any corporate entity or partnership arrangement in which a Director or Employees and/or his or her Close Relative(s) has/have control or joint control, significant influence [accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Employees or Close Relative(s)], or is part of the key management team of that corporate entity or partnership arrangement
"Close Relatives"	**:** In relation to the Director or Employees, covers biological and non-biological relationships and includes but is not limited to spouse(s), children (including stepchildren and adopted children), parents, step-parents, siblings, step-siblings, grandparents, grandchildren, in-laws, uncles, aunts, nieces, nephews and first cousins
"Company"	**:** Wintech Metal Berhad
"Company Secretary"	**:** The Company Secretary of the Company

" Conflict of Interest" or "COI": Circumstances where a person who/which is deemed to have a vested, potential or perceived vested interest directly and/or indirectly, in the Group and/or is in a position or would be in a position to exert/exercise influence on the Group's business or other decisions in ways that could lead to personal gain or advantage of any kind. In this context, COI is where:

a) the interests of the Conflicted Director/Employees interfere, may potentially or appear to interfere, with the interests of the Group; or

b) the Director/Employees has interests that may make it difficult to perform his or her role objectively and effectively.

COI (e.g. arising from relationships whether through Close Relatives or Close Associates) is not limited to direct financial interest but also includes indirect financial interest and non-financial interest or competing loyalties or interests or any transaction, procedure or code of conduct that raises questions about integrity. COI can be actual, potential or perceived

"COI Declaration Form" or "Declaration" **:** The declaration form for COI as per Annexure A

"Conflicted Director" **:** The Director for whom a COI may exist

"Conflicted Employee(s)": The Employee(s) for whom a COI may exist

"Director" **:**Shall have the meaning assigned to it in the Companies Act 2016, the Listing Requirements and Capital Markets and Services Act 2007

"Employee(s)" **:**Person(s) employed by the Group and for the purpose of this Policy solely, and includes contract staff, temporary staff, interns and those on secondment

"Group" **:**Wintech Metal Berhad and its subsidiaries

"HR" **:**The Head of Human Resource Department

"Key Senior Management" :Managing Directors and/or Chief Executive Officer (who is not a Director), Chief Operating Officer, Chief Financial Officer and/or other person primarily responsible for the management of the subsidiary

"Listing Requirements" :ACE Market Listing Requirements of Bursa Securities

"Perceived Conflict" :A situation in which a reasonably well-informed person would believe that a Director or Employees could be influenced in the performance of his/her duties by factors relating to the personal interest of the Director or Employees or by association with Close Relatives or Close Associates

"Policy" :This Conflict of Interest Policy

"Potential Conflict" :A situation where a COI that has yet to materialise or happen but may occur at some point in the future, either based on current circumstances or a change in circumstances

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1. INTRODUCTION AND OBJECTIVES

The Group is committed to maintain the highest ethical standards and recognises that it must at all times be acting and/or seen to be acting in accordance with the best corporate governance practices.

Accordingly, the Group expects all its Directors and Employees to conduct themselves with integrity, impartiality and professionalism at all times, and to avoid any COI situations that may arise in the performance of their duties.

Given their important fiduciary position they hold in the Group, the Directors and Employees are expected to exercise more vigilance in the discharge of their duties and obligations. They should avoid situations where a reasonable person would think that there is a risk that a Director's or Employee's duties to the Group could be adversely affected by their self-interest or duties to another party.

Proper identification and management of COI ensure business decisions are made in the best interests of the Group and to protect the Group from any consequential damage to its activities and reputation.

This Policy is established to ensure that actual, potential and/or perceived COI are identified and managed effectively. It is intended to provide guidance on how to:

a) identify and declare COI;

b) develop and implement measures to appropriately manage a COI situation; and

c) deal with breaches of this Policy, if any.

2. APPLICABILITY

This Policy applies to all Directors and Employees of the Group.

COI not specifically addressed in this Policy must be dealt with according to the principles and intent of this Policy.

3. IDENTIFYING CONFLICT OF INTEREST

A COI would arise where a person's ability to perform his/her duties effectively or impartially is impaired, potentially impaired or may be perceived to be impaired by personal interest, considerations or relationships with Close Associates.

The following are some examples of COI situations (which are not exhaustive):

a) uses property or resources of the Group for his or her personal purpose or business;

b) channels benefits or resources meant for the Group to a company which he or she has an interest in, whether directly or indirectly;

c) discloses trade secrets to a competitor where he or she has an interest in, whether directly or indirectly;

d) influences decision of the Group to develop an area where the said person owns 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) prioritises his or her private venture by depriving the Group from an identified business opportunity;

f) leverages the Group's business or developmental plan by acquiring adjacent lands using the said person's private company;

g) engages in business which is in competition with the Group or is involved in a business which offers similar products or services that are likely to replace or substitute the products or services offered by the Group;

h) holds offices, directorships, partnership or other forms of beneficial interest in businesses that compete with the Group;

i) has an equity ownership in entities having a business relationship with the Group;

j) has other employment, business appointments or undertakings;

k) provides financial assistance to, or receives financial assistance from, the Group or the Directors or Employees on terms and conditions which are more favourable to the said person than normal commercial terms;

l) has similar business with that of the Group in a geographical location which the Group is not currently operating in, but which the Group may expand its venture into subsequently;

m) purchases 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 Group's project(s);

n) purchases/disposes or leases, properties, equipment, materials, etc. from or to the Group, or enters into contractual arrangement with the Group which may give rise to a COI with his/her duties or interest; or

o) has a personal relationship or family member where such person can influence the hiring, work assignments or assessments of another person in the Group.

4. GENERAL RESPONSIBILITIES

All Directors and Employees are responsible for identifying and managing COI 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 COI;

b) comply with relevant provisions of the Companies Act 2016, the Listing Requirements, Guidelines on Conduct of Directors of Listed Corporations and their Subsidiaries issued by the Securities Commission Malaysia, and other laws and regulations relating to COI, where applicable;

c) act with objectivity, integrity and independence, and exercise sound judgement and discretion;

d) avoid, wherever possible, situations giving rise to COI as described in this Policy; and

e) immediately declare the COI in accordance with this Policy, remove themselves from the decision-making process and refrain from further influencing such decisions.

5. MANAGING CONFLICT OF INTEREST

The situations which will or will not give rise to COI may be subjective and depend on the specific facts and circumstances. However, when in doubt, it is recommended that such situations be disclosed so that the Board of Directors is informed and made aware of such potential COI.

The measures to address COI situations are as follows:

a) **Declaring the COI** as soon as practicable after the relevant facts have come to the knowledge of the Director or Employees as well as on a periodic and regular basis including at all board meetings.

The Declaration shall be made by the Directors or Employees at the earliest opportunity which is as soon as the COI arises, or the Directors or Employees becomes aware of the conflict, by completing a **COI Declaration Form** in the form of **Annexure A** of this Policy.

For an Employee, the COI Declaration Form must be escalated to his or her line manager or next senior officer and the HR for further action.

In the case of a Director, the COI Declaration Form must be escalated to the ARMC for further action.

The COI Declaration Forms received by the HR from the Directors and Employees shall be compiled and escalated to:

(i) the board of directors of the subsidiary, where the COI involves a Director or Employee at the subsidiary level, for attention before reporting to the ARMC and Board of Directors of the Company; or

(ii) where the COI involves a Director or Employee of the Company, the ARMC and Board of Directors at their respective meetings for review and consideration.

The Company Secretary shall record the COI declarations, deliberations and decisions in the minutes of the ARMC and Board of Directors' meetings accordingly.

The Conflicted Director or Conflicted Employee shall update their disclosures on an ongoing basis, notifying the Board of Directors (through the Company Secretary) / HR of any changes or developments regarding the disclosed COI.

b) **Restricting the participation** of the Conflicted Director or Conflicted Employee at the relevant Board of Directors and/or board committee meetings or management meetings or general meetings and requiring him/her to abstain or recuse himself/herself from discussion, deliberation and voting on matters relating to the COI;

c) **Undertaking an assessment on COI** of the Director by the Nomination Committee of the Company during the performance appraisal on an annual basis and for the new appointments of Directors and Employees, before the appointment;

d) **Executing a non-disclosure or confidentiality agreement** by the Conflicted Director or Conflicted Employee to protect any type of confidential and proprietary information or trade secrets of the Group;

e) **Restricting Directors and Employees from participating** in businesses which compete with the Group;

f) **Limiting access to confidential and sensitive information, documents and data** to only a few select persons in the management and access to others on a "need-to-know-basis";

g) **In extreme circumstances**, requiring the Conflicted Director or Conflicted Employee to either divest the interest causing the conflict or to resign from the Group if the COI is likely to continue affecting his/her performance;

h) **Rearranging duties and responsibilities to a non-conflicting function or transferring the Conflicted Employee** to another project or another division of the Group; and/or

i) **Providing training on COI** to ensure the Directors and Employees understand the objective of the Policy and to equip the Group to manage COI situations effectively.

6. ANNUAL DECLARATION BY DIRECTORS AND KEY SENIOR MANAGEMENT

The Directors and Key Senior Management are required to submit their **annual declaration of COI** to the Company Secretary, by completing a **COI Declaration Form** in the form of **Annexure A** of this Policy, as part of ongoing compliance.

These disclosures should be made at an ARMC Meeting, outlining the full details and nature of their interests.

7. REVIEW BY THE ARMC

The responsibilities of ARMC shall include the following:

a) To ensure there are established policies and procedures for the purposes of identifying, evaluating, approving, reporting and monitoring all COI situations. This is to ensure that:

(i) There will be standard treatment of COI;

(ii) All COI situations are dealt with and addressed expeditiously;

(iii) The role, responsibilities and accountability of relevant parties in dealing with and resolving COI are outlined clearly; and

(iv) All candidates for the appointment of Director and Employee must be screened for connections with current Directors, Employees, their family members, and the suppliers' and customers' shareholders and directors.

b) To review and report to the Board of Directors, any COI situations that arose, persist or may arise within the Group during the financial year together with the measures taken to resolve, eliminate or mitigate such conflict. A summary of these activities undertaken by the ARMC during the financial year shall be disclosed in the ARMC Report of the Company's Annual Report.

In reviewing the COI, the ARMC shall consider the following factors:

(i) The nature of COI situations, and the impact on the Group;

(ii) Identity of the Conflicted Director or Conflicted Employee; and

(iii) Controls in place/corrective actions to be taken – to ensure the Conflicted Director or Conflicted Employee does not abuse his or her power to gain an unfair advantage.

8. RETENTION OF RECORDS

The COI documents as mentioned in Paragraph 5(a) must be kept by the Group for at least seven (7) years from the date of resolution, meeting or decision, as the case may be.

9. BREACH OF POLICY

Failure to disclose a COI situation, provide complete and accurate information on the COI or appropriately manage the COI is a breach of this Policy and could result in disciplinary action being taken by the Group included but not limited to issuance of warning letter, termination of employment and legal actions, if necessary.

10. REVIEW OF POLICY

This Policy shall be reviewed periodically to assess its effectiveness and update any changes as and when required.

This Policy was adopted by the Board of Directors on 29 September 2025 and is made available on the Company's website at https://www.wintech.com.my/

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ANNEXURE A: CONFLICT OF INTEREST DECLARATION FORM BY DIRECTORS AND EMPLOYEES

Name of Company : ....

Name of Director/Employees : ....
Position : ....
Department : ....

I hereby declare that:

☐ I do **NOT** have a Conflict of Interest with **Wintech Metal Berhad** and or its subsidiaries (“**Group**”).

☐ I have a Conflict of Interest with the Group. The details are as follows:

1. I am an officer and/or member of the following corporations/firms and I am to be regarded as interested (whether directly or indirectly) in the contract/arrangement which has been, or will be, or may be entered into between the Group with the said corporations or firms. The interest has resulted in or could result in a conflict between my personal interests, considerations or relationships with Close Relatives or Close Associates and my responsibilities as a Director or a Employee:

Name of corporations or firms	Office held by me in the corporations or firms	My interest in shares of the corporations or firms		Description of the nature and extent of the Conflict of Interest#
		Direct (In units and %)	Indirect (In units and %)	

2. My Close Relatives and/or Close Associates have or may have a Conflict of Interest in the following contract/arrangement with the Group:

Name of Close Relatives/ Close Associates	Relationship	Description of the nature and extent of the Conflict of Interest#

3. I own the following property that could give rise to a Conflict of Interest with my responsibilities as a Director or a Employees:

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4. Any other information that might be relevant to this declaration:

I confirm that I have read the Company's Conflict of Interest Policy, and my declaration of the above information is, to the best of my knowledge and belief, correct and complete.

Dated:

____
Signature

Notes:

1. *#Include the description of the contract or arrangement. Where the nature of the Conflict of Interest involves a property, please state the postal address or identification (lot, title number, relevant mukim, district and state) of the property, land or building, approximate area, etc.*
2. *"Director", "Conflict of Interest", "Close Relatives" and "Close Associates" shall bear the same meanings as defined in the Conflict of Interest Policy.*