



**ZANTAT HOLDINGS BERHAD**  
(Registration No. 202101040483 (1440783-X))

## **CONFLICT OF INTEREST POLICY**



### 1. INTRODUCTION

- 1.1 Zantat Holdings Berhad (“the Company”) and its subsidiaries and associate company (collectively known as “**Zantat Group**”) are committed to upholding the highest standards of integrity, transparency, and ethical conduct in all business operations. In line with this commitment, the Group has implemented a comprehensive Conflict of Interest Policy to ensure that the Directors and Key Senior Management act in the best interests of the Group and are free from any personal, financial, non-financial or other conflicts that may compromise their judgment or impartiality.
- 1.2 This Conflict-of-Interest Policy (“**Policy**”) shall be read together with the Company’s Directors’ Code of Ethics and Conduct, Anti-Bribery and Anti-Corruption Policy and Guidelines, Whistleblowing Policy, paragraphs 3.05 and 3.06 of Guidelines on Conduct of Directors of Listed Corporations and their Subsidiaries and other related policies.
- 1.3 In formulating this Policy, the Group has considered the requirements outlined in the Listing Requirements (“**LR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”). Capital Markets and Services Act 2007 as well as other relevant regulatory frameworks, to ensure compliance with the obligations imposed.

### 2. OBJECTIVE

The primary objective of this Policy is to establish and maintain a robust framework consisting of well-defined processes and procedures that are diligently adhered to within the Group. This Policy aims to effectively identify, address, and manage a wide range of conflicts of interest or potential conflict of interest (“**COI**”), including those that are actual, potential, or perceived in nature.

### 3. SCOPE AND APPLICATION

- 3.1 This Policy outlines the framework and the processes for the purposes of preventing any conflicts from influencing or compromising the objectivity and impartiality of the business operations, as well as to safeguard the reputation and credibility of the Company. It also serves as a guide to the Audit & Risk Management Committee (“**ARMC**”) and Board of Directors (“**Board**”) of the Company in discharging their role, which is to provide oversight and review the COI situations that arose, persist or may arise within the Group.
- 3.2 This Policy applies to all Directors and Key Senior Management of the Group.
- 3.3 This Policy applies whenever COI is identified by a Director or Key Senior Management or should reasonably be anticipated from their current or future activities. This Policy provides guidance on:
  - (a) recognising and disclosing actual or potential COI; and
  - (b) creating, executing, and overseeing strategies to appropriately handle conflicts.
- 3.4 The scope is extensive, encompassing a wide range of activities that could give rise to COI. Although the Policy cannot possibly account for every conceivable situation, Directors and Key Senior Management are expected to exercise sound judgment, adhering to the intent of the Policy.

### 4. IDENTIFICATION OF CONFLICT OF INTEREST CIRCUMSTANCES AND SITUATIONS

- 4.1 A COI situation arises when a Director or Key Senior Management’s ability to carry out their

responsibilities is compromised or potentially compromised by personal interests, concerns, or relationships.

4.2 Generally, COI may be described under the following, the list is not exhaustive:

- (a) Equity ownership in companies having a business relationship with the Group  
Director or Key Senior Management has ownership of shares in privately-owned companies having a business relationship with the Group, either directly or indirectly (e.g., through a family member). However, this 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.
- (b) 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 dealings with the Group, where such interest could potentially influence decisions regarding the Group's dealings with the said person, entity or contract.
- (c) Directorships in Common  
Holding multiple roles, including being a Director or Key Senior Management of another company which may lead to disclosure of confidential information obtained by reason of being a Director or Key Senior Management of one company to another company of which he/she is also a Director or Key Senior Management.
- (d) Personal Use of the Group's Assets  
Unauthorised personal use of the Group's assets, resources, or information, without prior approval from the Chairman of the Board and, in the case involving the Chairman, approval from the Board.
- (e) Personal Gain through Business Related Opportunities with the Group  
Director or Key Senior Management pursues personal gain related to the Group's business, utilising the Group's property, information, or position for personal gain, and engaging in any form of competition with the Group for business opportunities.

For the purpose of this Policy, "Family Member" refers the Director or Key Senior Management's spouse, parent, child (including adopted child and stepchild), brother, sister and the spouse of the Director's or Key Senior Management's child, brother or sister.

## 5. DISCLOSURE REQUIREMENTS AND PROCEDURES

- 5.1 Any situation involving COI, whether direct or indirect, actual or potential, must be declared and notified to the Company Secretary immediately after the relevant facts have come to the Director and/or Key Senior Management's knowledge. A Conflicted Director or Key Senior Management may at any time declare a COI or duty in relation to a matter by notifying the Company Secretary in writing of the existence of the actual or potential COI and providing the Company Secretary with such information as will reasonably allow an informed assessment to be made by the other Non-Conflicted Directors.
- 5.2 If the COI matter is being deliberated at the Board meeting, the Conflicted Director and/or Key Senior Management shall provide written notice to the Board and the Company Secretary before the commencement of the meeting. The Company Secretary then presents the said COI matter to

the Board for discussion.

### 5.3 Identification by the Conflicted Director or Key Senior Management (Self Declaration)

- (a) Where a Conflicted Director or Key Senior Management has disclosed the COI matter as required under the Policy, the Conflicted Director or Key Senior Management:
  - (i) shall declare the nature of his/her interest at the Board meeting;
  - (ii) will continue to receive Board papers or other information in relation to the COI matter, unless the Chairman or the Board determine otherwise;
  - (iii) shall be excused from any part of the Board discussion and/or Board Committee Meeting for the duration during the matter's discussion; and
  - (iv) shall not vote on the matter.
- (b) If 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 5.3(a)(iii) 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 in pursuant to Section 222 of the Companies Act 2016 (“**CA 2016**”).

### 5.4 Identification by the Board or Others

- (a) In the event that any COI matter is anticipated or brought before the Board by the Chairman, Directors or any other concerned party that has a concern that the disclosure of such a matter to a particular Director would not be in the best interests of the Group and/or place that particular Director in a position of conflict, the COI matter shall be referred to the Chairman of the Board for further investigation.
- (b) The Chairman, in consultation with the AC Chairperson and/or the Company Secretary, will conduct a thorough assessment to determine if the Conflicted Director is indeed facing a COI situation. In such circumstances, the Conflicted Director:
  - (i) will not be provided with any Board papers or information related to the COI matter;
  - (ii) shall be excused from participating in any part of a Board or Board Committee meeting during discussions on the COI matter; and
  - (iii) shall not vote on the COI matter.

- 5.5 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 Conflict of Interest by Director and Key Senior Management** as set out in **Appendix** of the Policy.

For the purpose of this Policy, “Conflicted Director or Key Senior Management” means a Director or Key Senior Management whose personal interest either have or may potentially conflict with his/her duty to act in the Company’s best interest. “Non-Conflicted Director” means any Director who is not a Conflicted Director.

## 6. GENERAL RESPONSIBILITIES OF DIRECTORS AND KEY SENIOR MANAGEMENT

All Directors and Key Senior Management of the Group bear the responsibility of identifying and managing COI. The general responsibilities of Directors and Key Senior Management are as follows:

- (a) **Disclosure:** Directors and Key Senior Management should disclose any actual or potential COI they may have with the Group. This includes financial or non-financial interests, relationships, or affiliations that could affect their impartiality in decision-making.
- (b) **Fiduciary Duty:** Directors and Key Senior Management have a fiduciary duty to act in the best interests of the Group and its shareholders. This duty supersedes any personal interests, and Directors and Key Senior Management should make decisions with the Group's welfare as the top priority.
- (c) **Compliance:** Directors and Key Senior Management shall comply with this Policy and other relevant policies and guidelines concerning the identification, documentation, escalation, and management of COI.
- (d) **Transparency:** Directors and Key Senior Management shall avoid, whenever possible, situations or decisions which could give rise to COI and promptly declare any COI in accordance with this Policy, abstaining from the decision-making process and refraining from attempting to influence such decisions any further.
- (e) **Ethical Conduct:** Act honestly, with integrity and transparently, while exercising sound judgment and discretion in their actions.

## 7. MAINTENANCE OF RECORDS

- 7.1 The Annual Declaration Form of Conflict of Interest by Director and Key Senior Management will be maintained by the Company Secretary. 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 times, the disclosure will be documented in the minutes of the subsequent meeting.
- 7.2 The Company Secretary 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 LR of Bursa Securities 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 to the requirements specified by the LR of Bursa Securities or other applicable regulatory guidelines.

- 8.2 Any breach or non-compliance with this Policy will be subject to appropriate internal disciplinary action and applicable civil and criminal liability.

### **9. REVIEW**

- 9.1 The ARMC's role entails assessing any actual or potential COI situations that arose, persist or may arise within the Group. The ARMC shall propose with the measures to resolve, eliminate, or mitigate the COI situations and report its findings to the Board.

- 9.2 The ARMC shall review and reassess the adequacy of this Policy periodically and make such amendments to this Policy as it may deem appropriate. All reviews by the ARMC are reported to the Board for further action.

### **10. REVIEW OF POLICY**

- 10.1 This Policy to be made available on the website of the Company will be reviewed periodically to ensure they remain consistent with the Board's objectives and responsibilities as well as relevant standards of corporate governance.

This Conflict of Interest Policy was approved by the Board of Directors on 25 November 2025.