



MALAYSIA STEEL WORKS (KL) BHD
Registration No. 197101000213 (7878-V)

CONFLICT OF INTEREST POLICY

1. Definitions

Masteel or the Company	:	MALAYSIA STEEL WORKS (KL) BHD Registration No. 197101000213 (7878-V)
Group	:	The Company and its subsidiaries, collectively
Board	:	The Board of Directors of Masteel
Directors	:	Includes all independent and non-independent directors, executive and non-executive directors of the Group and shall also include alternate or substitute directors.
Key Senior Management	:	Includes Managing Director / Chief Executive Officer, Executive Directors or any position having authority and responsibility for planning, directing and controlling the activities of Masteel, directly or indirectly (C suite level).
Policy	:	Conflict of Interest Policy

2. Introduction

This Policy outlines the disclosure obligations of each Director and Key Senior Management of the Group with respect to conflict of interest and the procedures to be followed when a conflict of interest arises or potentially arises to ensure systematic identification, disclosure and management of conflict of interest in an effective and timely manner.

The objective of this Policy aims to ensure that conflict of interest is handled appropriately, promoting transparency, foster a culture of honesty and accountability and good governance within the Group.

3. Definitions of Conflict of Interest

A conflict of interest arises when the interest of an individual (“Individual”), such as a Director, or Key Senior Management, interfere or appear to interfere with the interests of the Group. It may also occur when an Individual’s interest makes it difficult to perform their roles objectively and effectively.

A potential conflict of interest is a conflict of interest that has not yet materialised but may arise subsequently due to prevailing relationships or interests of an Individual.

A perceived conflict of interest is a conflict which could exist but is not directly tied to any Individual.

Interest in competing business refers to direct or indirect financial interest, non-financial interest (e.g. arising from relationships whether family, business or professional interests), or competing loyalties or interests in a business that competes with the Group.

4. Scope

This Policy applies to all Directors and Key Senior Management of the Group. It covers conflict of interest that may arise between their personal interests and the interests of the Company or its subsidiaries.

The personal interests shall include but not limited to the interests of family member, i.e. spouse, parent, child (including adopted child or step-child), siblings, spouse of child or siblings of the Directors and Key Senior Management of the Group or any company, corporation owned or controlled by them in which they have substantial personal interest.

This Policy shall be read together with:-

- Anti-Bribery and Anti-Corruption Policy of the Company;
- Code of Conduct and Ethics of the Company;
- Whistleblowing Policy of the Company.

4. Circumstances which constitute or may give rise to conflict of interest

A conflict of interest may be actual, potential or perceived and may be financial or non-financial interests arising from relationships (family, business, or professional), or competing loyalties or interests.

Conflict of interest situations may take many forms. Directors and Key Senior Management should be vigilant in identifying situations that may give rise to a conflict of interest.

Examples of situations (non-exhaustive) where a conflict of interest could arise are as follows:-

- (a) where a Director or Key Senior Management is interested in a contract or proposed contract with the Group.
- (b) where a Director holds another office or possesses any property where duties or interests are created which may conflict with his duties and interest as a Director.
- (c) where a Director or Key Senior Management uses the Group's property, information or position for personal gain.
- (d) where a Director or Key Senior Management takes advantage of any opportunity which may be given to the Group.
- (e) channeling benefits or resources meant for the Company to a company in which the Director or Key Senior Management has an interest.
- (f) disclosing trade secrets to competitors when the Director or Key Senior Management has an interest in such competitors.
- (g) leveraging the Company's business plans for personal gain through private companies.
- (h) involvement in a business that competes with the Group's products.
- (i) holding offices or directorships in companies that compete with the Company.

5. Disclosure of Conflict of Interest

- (a) Any Director or Key Senior Management who becomes aware of a conflict of interest must promptly disclose the nature and extent of the conflict to the Company.
- (b) Disclosure should occur as soon as practicable after the relevant facts have come to the knowledge of the individual and should be made on a periodic and regular basis, including at all board meetings.

- (c) The disclosure should include all relevant details, such as the nature and extent of interest (including interest in any competing business with the Group), the relationship or transaction involved and the potential impact on the Company using the prescribed standard forms as set out in the **Appendix A**.
- (d) If any Director or Key Senior Management is in doubt whether he has a conflict of interest, he should seek advice from the Company Secretary.

6. Management of Conflict of Interest

- (a) The Audit Committee shall review and report any conflict of interest situations to the Board, along with the measures taken to resolve, eliminate, or mitigate such conflicts. These disclosures should be included in the Audit Committee Report.
- (b) The Audit Committee's review and disclosure must cover conflict of interest situations that arose or may arise during the financial year, as well as persisting conflict of interest from previous financial years.
- (c) The Board may determine appropriate measures to address conflict of interest, including but not limited to the following:-
 - (i) requiring prompt and periodic declaration of conflict of interest by the Director and Key Senior Management of the Group, including at board meetings and on a regular basis.
 - (ii) restricting the participation of individuals with conflict of interest in relevant board, committee or general meetings, requiring them to abstain or recuse themselves from deliberation and voting on matters related to the conflicts.
 - (iii) conducting an assessment of conflict of interest during annual performance appraisal and before new appointments.
 - (iv) executing non-disclosure or confidentiality agreements to protect confidential and proprietary information or trade secrets.
 - (v) restricting the Director and Key Senior Management from participating in businesses that compete with the Group.
 - (vi) in cases where conflict of interest significantly affects the performance of the Director or Key Senior Management, requiring them to divest the conflicting interest or consider resigning from the Group. Taking into the account the significance of the conflict of interest and potential ramifications of a failure to handle the conflict properly, the Director should consider whether to inform the Board not to send them board papers relating to the resolution.

7. Records Maintenance

- (a) The Company Secretary shall be responsible to record all conflict of interest disclosures by the interested Director(s) and Key Senior Management 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 conflict of interest disclosures received.
- (b) These records shall be made available for inspection by auditors or other regulatory authorities upon request.
- (c) The Company will take all reasonable steps to ensure compliance with Personal Data Protection Act in collecting and using the information as part of the assessment process. The information gathered from the assessments shall be strictly for the Board's use for the purpose of the assessment and not for public disclosure.

8. Periodic Review

This Policy shall be reviewed periodically or as and when necessary by the Board.

9. Breach of Policy

Failure to disclose a conflict of interest, provide complete and accurate information on the conflict or appropriately manage the conflict is a breach of amongst others, this Policy, Listing Requirements of Bursa Malaysia Securities Berhad, the Companies Act 2016, and could result in amongst others, disciplinary action being taken by the Company.

This Policy was reviewed and approved by the Board on 27 November 2023.