



ZHULIAN CORPORATION BERHAD

Company No. 199701000031 (415527-P)

(Incorporated in Malaysia)

CONFLICT OF INTEREST POLICY

1. INTRODUCTION

Zhulian Corporation Berhad and its subsidiaries (“the Group”) are committed to upholding the highest standards of integrity, accountability, and ethical conduct in all business dealings.

Directors, Executive Directors, Senior Management, and employees are expected to discharge their duties in a professional and transparent manner, avoiding any conflict, actual, potential, or perceived between personal interests and the interests of the Group.

This Policy provides a framework to ensure that conflicts of interest (“COI”) are identified, disclosed, and managed systematically and effectively, protecting the Group’s interests and maintaining stakeholder confidence.

2. PURPOSE

The purpose of this Policy is to:

- Define what constitutes a conflict of interest.
- Establish procedures for the identification, disclosure, and management of actual, potential, or perceived COI.
- Ensure compliance with Bursa Malaysia Listing Requirements, Companies Act 2016, and the Malaysian Code on Corporate Governance.
- Provide guidance for Directors, Senior Management, and employees in making ethical decisions and maintaining independence of judgment.

3. SCOPE

This Policy applies to all:

- Directors (Executive, Non-Executive, and Independent Directors).
- Key Senior Management (Executive Directors, CEO, CFO, Heads of Departments, and equivalent positions).

It also extends to “connected persons” including immediate family members (spouse, parent, child including adopted or step-child, sibling, and their spouses), business associates, and entities in which the individual or family members have significant interest.

4. IDENTIFICATION OF CONFLICT OF INTEREST

A conflict of interest may be actual, potential, or perceived, and may be financial or non-financial. Examples include (but are not limited to):

1. Equity Ownership – Holding substantial interests ($\geq 5\%$) in entities having business dealings with the Group.
2. Business Dealings – Direct or indirect involvement in contracts, arrangements, or transactions with the Group.
3. Competing Roles – Serving as Director, Senior Manager, or consultant in another organisation that competes with or has business relationships with the Group.
4. Use of Assets/Information – Personal use of the Group’s property, information, or resources without approval.
5. Personal Gain – Pursuing opportunities related to the Group’s business for personal benefit.
6. Family or Personal Relationships – Situations where close relationships may unduly influence business judgment.

5. DISCLOSURE REQUIREMENTS AND PROCEDURES

- Any actual or potential COI must be declared immediately once identified.
- Declarations shall be made in writing using the Conflict of Interest Declaration Form and submitted to the Company Secretary.
- Annual declarations are mandatory for all Directors and Key Senior Management, while ad-hoc declarations are required whenever a new COI arises.
- The Company Secretary will record disclosures in meeting minutes and maintain a central COI Register.
- Conflicted individuals must abstain from decision-making, discussions, and voting on matters where a COI exists, unless permitted otherwise by the Board.

6. RESPONSIBILITIES

- Board of Directors: Provides oversight of COI matters and ensures robust procedures are in place.
- Audit Committee / RMSC: Reviews and monitors COI disclosures, recommends actions to the Board.
- Directors & Senior Management: Exercise fiduciary duty, disclose COIs, and act in the best interest of the Group.
- Employees: Avoid COI situations and promptly disclose actual or potential COI to their Head of Department or HR.
- Company Secretary: Maintains records of COI disclosures and ensures compliance with reporting requirements.

7. RECORDS AND REPORTING

- All COI disclosures and actions taken will be documented by the Company Secretary.
- Records will be made available for inspection by auditors, regulators, or as required under Bursa Malaysia rules.
- Relevant disclosures may be included in the Annual Report in compliance with Bursa Malaysia requirements.

8. COMPLIANCE

- Failure to disclose or appropriately manage a COI constitutes a breach of this Policy, the Companies Act 2016, and Bursa Listing Requirements.
- Non-compliance may result in disciplinary action, including termination of employment, removal from office, or legal proceedings.

9. POLICY REVIEW

The NRC shall review and assess the effectiveness of this Policy annually or more frequently as required and recommend amendments for Board approval.

10. EFFECTIVE DATE

This Policy is reviewed and approved by the Board of Directors of Zhulian Corporation Berhad on 22 October 2025.