



**UNIQUE FIRE HOLDINGS BERHAD**  
Registration No. 202101013602 (1413901-D)

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# Conflict of Interest Policy

Effective Date : 19 November 2025  
Rev : 00

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## 1. Introduction

Unique Fire Holdings Berhad (“**UNIQUE**” or “**Company**”) and its subsidiaries (“**Unique Group**”) are committed to maintain the highest ethical standards in carrying out its business activities. Accordingly, Unique Group expects all directors, key senior management and all employees to conduct themselves with integrity, impartiality and professionalism at all times, and to take all reasonable steps to avoid actual, potential or perceived conflict of interest that may arise in the performance of their duties.

## 2. Objectives

The purpose of this Policy is to ensure that actual, potential and perceived conflicts of interest are identified and managed effectively. It is intended to provide guidance on how to deal with situations involving conflict of interest (including potential conflict of interest) as when they arise and protect the interest of the Company, while assisting key persons to conduct themselves with high integrity and ethical standards.

## 3. Scope

The Policy applies to all directors, key senior management and employees of Unique Group, whenever they recognise, or should reasonably recognise, that a conflict of interest may arise from their current or future actions.

The scope of this Policy is relatively wide in its coverage of activities that might give rise to conflicts of interest. As it is not possible for the policy to be all-inclusive, the directors, key senior management and employees must exercise reasonable judgement and seek to comply with this Policy.

## 4. Definitions

“**Conflict of interest**” in a situation in which a person has competing interests and the serving of one interest could improperly influence (directly or indirectly) the performance of duties and responsibilities, and which may be at the detriment and/or lead to personal gain or advantage of any kind. A conflict of interest is generally divided into three (3) categories as follows:-

- (a) **Actual** conflict of interest refers to direct or real conflict between a person's duties and responsibilities to Unique Group and a competing personal interest.
- (b) **Potential** conflict of interest refers to a situation where a person's private interest could potentially develop to influence the exercise of one's power or performance of duties or responsibilities to Unique Group.
- (c) **Perceived** conflict of interest refers to a situation where others may reasonably perceive, or give the perception, that a conflict of interest exists which could affect one's decision or responsibility.

“**Family member**” refers to spouse, parent, brother, sister, child (including adopted or stepchild) and the spouses of such brother, sister or child of the person.

**“Financial interest”** involves an actual, potential or perceived financial gain or loss. A person has a financial interest if he/she (or a family member) owns a property, holds shares, has a position in a company bidding for work, receives benefits such as concessions, discounts, gifts or hospitality from a particular source related to the organisation or can benefit financially from a decision significantly influenced or made by the organisation.

## 5. **Identifying Conflicts of Interest**

5.1 A conflict of interest would arise when a person’s ability to perform his/her duties effectively or impartially is potentially impaired by personal interest, considerations or relationships.

5.2 Generally, conflicts of interest may be described under the following broad categories:-

### **(a) Equity ownership in entities having a business relationship with UNIQUE**

This is where a Director or key senior management or an employee holds shares or equity ownership in private entities having a business relationship with Unique Group, either directly or indirectly (e.g., through a family member).

### **(b) Directorship, partnership or other forms of financial interest in entities having a business relationship with Unique Group**

This applies to situations where a Director or key senior management or an employee holds a position or has a material interest in entities having a business relationship with Unique Group, including financial interest in any of Unique Group’s projects, contracts, sales, transactions or other business dealings. An example would be where an employee of Unique Group is a director of a company supplying materials to Unique Group. Such situations would result in a conflict of interest.

### **(c) Personal relationships**

A conflict of interest would exist if a family member of the Director, key senior management or employee has a reporting relationship with the Director, key senior management or employee.

A conflict of interest would also arise if a director, key senior management or employee has a family member with an interest (e.g., in the form of ownership, directorships, partnerships, employment, etc.) in entities which have a contractual arrangement with Unique Group. An example would be where Unique employee’s spouse is working in a company providing services or trading goods to Unique Group. This also applies to situations where a family member of Unique Group staff is working in a company bidding for a project to be awarded by Unique Group, although there is no contractual agreement yet.

**(d) Contractual dealings**

This refers to situations where Unique Group purchases or leases property, equipment, materials and etc. from director, key senior management and employees of the Company or enters into contractual arrangements with directors or employees (other than employment contracts). Such situations give rise to a conflict of interest, and must be declared.

Some general examples of conflict of interest/potential conflict of interest are listed in Appendix A.

**6. General responsibilities**

All director and key senior management are responsible for identifying and managing conflicts of interest 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 conflicts of interest;
- (b) act with objectivity, integrity and independence and exercise sound judgment and discretion;
- (c) avoid, wherever possible, situations giving rise to conflicts of interest as described in this Policy; and
- (d) immediately declare the conflict of interest in accordance with this Policy, abstaining from the decision-making process and not seek to influence such decisions any further.

**7. Managing conflicts of interest**

- 7.1 In the event that the director, key senior management or employees that has an interest, either directly or indirectly or whether actual or potential, in any transaction or arrangement with Unique Group, or, holding any office or possessing any property where the director, key senior management's interests may be created in conflict with his duties to the Company, shall as soon as practicable after the facts have come to his knowledge, declare the nature, character and extent of the interest and conflict to the Audit and Risk Management Committee ("**ARMC**") and the Board by way of written notice or electronic means such as email to all members of the Board and subsequently communicated to the Company Secretary for their recordkeeping.
- 7.2 All directors and key senior management are required to make a declaration of conflict of interest on a **quarterly** basis via the Conflict of Interest Declaration Form as set out in Appendix B of this Policy.
- 7.3 Where there is any change in the nature and extent of a director and key senior management's interest subsequent to the declaration or disclosure, he/she shall make a further disclosure of such changes.
- 7.4 The declaration form must be escalated to the ARMC and the Board of the Company and it should be properly documented by the Company.
- 7.5 In addition to the declaration, the Board through the ARMC shall review the declaration made

by the director or key senior management and must take reasonable steps to manage the conflict and to mitigate the impact of the conflict on the negotiation/discussion/decision-making process.

- 7.6 Directors should declare any interests relevant to agenda items at the start of a meeting and/or during discussion (including where there is a potential conflict of interest). Where there is a conflict of interest, the said director shall not participate in the consideration of the relevant item and shall withdraw from the discussion (recuse or abstain) thereon and shall not vote on the resolution in respect of the relevant item. If necessary, the Chair will determine whether there is a conflict of interest.
- 7.7 The director and/or key senior management who is involved in the conflict of interest or potential conflict of interest after consultation and review by the ARMC, should abide by the ARMC's determination on the reasonable steps and measures to manage, resolve or eliminate the conflict of interest or potential conflict of interest. The participation of the interested Director should be limited and restricted. Such limitation or restriction should include, but is not limited to the following:-
- (a) abstaining from any involvement whatsoever in the matter;
  - (b) refraining from discussions about the matter;
  - (c) continue to receive board papers and other information in relation to the conflict of interest matter, unless the Board determines otherwise; and
  - (d) abstaining from voting on the decision.

In extreme circumstances, the said persons shall be restricted from participating in businesses which compete or conflict with the Company.

- 7.8 To further strengthen the conflict of interest disclosure, it is advisable for the Chairman of the Board/Chairman of the meeting is advisable at every meeting i.e., before the commencement of the agenda items to remind the Directors to make declaration/disclosure should there be any conflict of interest (including potential conflict of interest) pertaining to the agenda items tabled at the particular meeting.

## **8. Compliance with the Companies Act 2016 ("the Act") and Listing Requirements**

The interested director and/or key senior management shall comply with all conflicts of interest requirements under the Act, and, to the extent that the interest of the Director gives rise to a Related Party Transaction, and the relevant key person shall also comply with the requirements under the Listing Requirements or any other relevant regulatory requirements, where applicable. This Policy shall be read together with the Company's Whistleblowing Policy to ensure comprehensive management, disclosure and mitigation of conflict-of-interest situations across the Company.

**9. Records maintenance**

For conflicts of interest involving director, key senior management or employees, the Company shall maintain records of all conflict of interest declarations as well as other related documents. All such declarations shall be recorded in a Register of Conflict of Interest maintained by the Company Secretaries. The Register shall be reviewed quarterly by the ARMC and a summary of the register shall be presented to the Board annually for oversight and recordkeeping purposes.

**10. Exception to the policy**

This Policy shall not apply to an arrangement or transaction by an entity within Unique Group (i) and any of its wholly-owned subsidiaries; (ii) and its holding company which holds all the issued shares of the entity within Unique Group; or (iii) which is a wholly-owned subsidiary of a holding company and another wholly-owned subsidiary company of that same holding company.

**11. Breach of policy**

Failure to disclose a conflict of interest, provide complete and accurate information on the conflict is a breach of this Policy and could result in disciplinary action being taken by Unique Group.

**12. Review of policy**

This Policy shall be reviewed periodically by the Company, updated and approved by the Board as and when deemed necessary.

*[The rest of this page has been intentionally left blank]*

**Appendix A: Examples of conflicts of interest and potential conflict of interest*****Conflict of interest examples***

The following are some examples of conflicts of interest (which are not exhaustive) involving a said person would warrant disclosure i.e., where the said person –

- (a) uses property or resources of the company for his or her personal purpose or business;
- (b) channels benefits or resources meant for the company to another organisation which he or she has an interest in;
- (c) influences business decisions that may result in personal gain or benefit to the director, key senior management or employee, their family members or persons connected to them;
- (d) prioritises his or her private venture by depriving the company from an identified business opportunity;
- (e) leverages on the business or developmental plan by acquiring adjacent lands using the said person's private company;
- (f) 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 company;
- (g) holds offices or directorships in competitors of the company; or
- (h) provides financial assistance to, or receives financial assistance from, the company on terms and conditions which are more favourable to the said person than normal commercial terms.

***Potential conflict of interest examples***

A potential conflict of interest is a conflict of interest that has yet to materialise or happen, but may arise subsequently due to, among others, prevailing relationships or interests of the said person. Examples (which are not exhaustive) include the following:-

- (a) the said person having similar business with that of the company in a geographical location which the company is not currently operating in, but which the company may expand its venture in subsequently, in which event the company and the said person shall agree on such terms to avoid any possible conflict; or *I don't agree. Its first come first served.*
- (b) the said person purchasing substantial building materials for the 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 project. There could be potential conflict of interest as the said person may favour awarding a company's project to the contractor that gave him the discount.

**UNIQUE FIRE HOLDINGS BERHAD**  
 [Registration No. 202101013602 (1413901-D)]  
 (Incorporated in Malaysia)

**Appendix B: DIRECTORS/KEY SENIOR MANAGEMENT CONFLICT OF INTEREST DECLARATION FORM**

**Section A: This form is required to be completed by the Individual Director and Key Senior Management of UNIQUE. (kindly indicate tick (✓) where applicable)**

No.	Conflict of interest situations	Please tick (✓) where applicable
1.	Do you or a person connected to you hold, directly or indirectly, a financial interest or other personal interest or affiliation with any company, vendor or firm that engages in any business dealings with Unique Group or proposes to enter a business or contractual relationship with Unique Group?	
2.	Do you hold a position as a director, alternate director, executive, advisory board member, limited partner, officer, trustee 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 Unique Group's businesses?  <i>Example: Hold a board seat or executive position of an entity or any of its sub-entities that has competing interests to Unique Group.</i>	
3.	Do you or a person connected to you engage, whether directly or indirectly, in any business dealings, transactions or arrangement (including tender processes) with any company, vendor or firm with which Unique Group has or proposes to enter into a business or contractual relationship that has resulted in or could result in personal gain or benefit?	
4.	Is any of your family members an employee of Unique Group?	
5.	Are 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 ensure a comprehensive account of any actual, potential or perceived conflicts of interest?	
6.	None of the above.	

**DIRECTORS/KEY SENIOR MANAGEMENT CONFLICT OF INTEREST DECLARATION FORM – CONT'D**

\*Please provide the details including the company name, directorship and percentage of shareholdings and description of your interests for the questions that are applicable. In the event such interest relates to a person connected to you, please provide the aforesaid details and the relationship with the conflicted person.

<i>Individual/Company Name</i>
<i>Relationship/role</i>
<i>Nature of interest and additional comments (if any)</i>
<i>Description of the conflict or potential conflict of interest</i>

I hereby confirm that this is a complete disclosure of all conflicts of interest concerning personal interests or that of a related person which has business dealings with Unique Group.

I acknowledge and agree to promptly notify the Audit and Risk Management Committee and the Board of the Company regarding any modifications in my responses to the aforesaid questions that may arise due to alterations in circumstances.

\_\_\_\_\_  
Signature

Name:

Position:

Date of declaration:

**DIRECTORS/KEY SENIOR MANAGEMENT CONFLICT OF INTEREST DECLARATION FORM – CONT'D**

**Section B: To be filled up by Audit and Risk Management Committee**

<i>Date of Disclosure</i>	
<i>Name of individual</i>	
<i>Description of the nature of the conflict</i>	
<i>Approved by the board?</i>	
<i>Outline of the discussion about managing the conflict</i>	
<i>Details of the actions agreed to manage the conflict in the best interests of the Company</i>	
<i>Date from which the conflict arose:</i>	
<i>Annual report disclosure?</i>	

Acknowledged by:

\_\_\_\_\_

Signature

Name:

Designation: