



**WELL CHIP GROUP BERHAD**  
(Registration No. 202301014119 (1508041-A))  
(Incorporated in Malaysia under the Companies Act, 2016)

## Conflict of Interest Policy

<b>File name.:</b>	Conflict of Interest Policy	<b>Effective Date:</b>	20 June 2025
<b>Revision No.:</b>	-	<b>Revision Date:</b>	-

### 1. Introduction

- 1.1. This Conflict of Interests Policy ("**Policy**") outlines the disclosure responsibilities of each Director, Key Senior Management and Employees of Well Chip Group Berhad ("**Well Chip**" or the "**Company**") and its group of companies ( "**Group**" or "**Well Chip Group**") with respect to conflicts of interest and the procedures to be followed when a Conflict of Interest arises or potentially arises, ensuring the systematic identification, disclosure, and management of conflicts in an effective and timely manner.
- 1.2. The objective of this policy aims to ensure that Conflicts of Interest are managed appropriately, fostering transparency, promoting a culture of honesty and accountability, and strengthening good governance practices within the Well Chip Group.
- 1.3. This policy should be read in conjunction with Well Chip's other policies, including the Code of Conduct, Whistleblowing, Anti-Bribery and Corruption, Anti-Money Laundering and Fit and Proper policies.
- 1.4. In formulating the policy, the requirements set forth in the Listing Requirements, as well as other relevant regulatory frameworks, have been considered to ensure compliance with the applicable obligations.
- 1.5. Additionally, this Policy provides guidance to the Well Chip Group and the Group's board of directors in fulfilling their oversight role in reviewing and addressing Conflict of Interests within the Group.

### 2. Scope

- 2.1. This Policy applies to all Directors, Key Senior Management and Employees of the Well Chip Group and addresses Conflicts of Interests that may arise between their personal interests and the interests of the Well Chip Group. This Policy applies whenever an individual recognises, or should reasonably recognise, that a conflict of interest may arise from their current or future activities.

### 3. Definitions

"**Act**" means the Companies Act, 2016 of Malaysia.

"**ARMC**" means Audit and Risk Management Committee.

"**ARMC Chairman**" means the Chairman of the ARMC.

"**Board**" means the Board of Directors of Well Chip.

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**“Business Associate”** means the partners, agents, vendors, suppliers, contractors, consultants and any other third party service providers or persons who perform services for or on behalf of Well Chip Group.

**“CIDF”** means Conflict of Interest Declaration Form, as set out in the **Appendix**.

**“Company Secretary”** means the company secretary of Well Chip.

**“Conflict of Interest”** or **“COI”** refers to situations where:

- (a) the interests of the said person (who is often a person in a position of trust), interfere, or appear to interfere, with the interests of the Well Chip and/or its subsidiaries; or
- (b) the said person has interests that may make it difficult to perform his or her role objectively and effectively.

Conflict of interest may be actual, potential or perceived as described in Clause 4.4 of this Policy.

**“Director(s)”** means directors of Well Chip Group (including Executive and Non-Executive Directors of Well Chip and the directors of the subsidiaries of Well Chip).

**“Employee”** or **“Employees”** means any person under employment of the Group, including directors and key senior management, and all other staff members working at all levels and grades, regardless in Malaysia or outside Malaysia and whether full-time, part-time, probationary, contractual or temporary basis.

**“Family member”** in relation to a person, means such person who falls within any one of the following categories:

- (i) Spouse.
- (ii) Parent.
- (iii) Child, including adopted child and step-child.
- (iv) Brother or sister.
- (v) Spouse of the person referred to paragraphs (iii) and (iv) above.

**“Interested Party”** means a Director, a Key Senior Management or an Employee who has, or 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 the position to influence the Group’s business operations or any decision making, which may undermine the Group’s interests.

**“Key Senior Management”** means the highest level of management in the Group, including chief executives who are not on the Board and any other persons whom the Board shall consider as Key Senior Management.

**“Listing Requirements”** means the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

### 4. Circumstances of Conflict of Interest

- 4.1. 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.
- 4.2. Conflicts of Interest can take various forms. Directors, Key Senior Management and employees of the Company and the Well Chip Group must remain vigilant in identifying situations that may lead to a potential Conflict of Interest.

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### 4.3. Types of interests

- (i) **Financial interests** refer to interests which are measurable in monetary terms, such as remuneration, including any salary, commission or fees, or commercial dealings such as business contracts, consultancy fees, acquisition and/or sale of assets, and includes any other monetary benefits such as discounts, gifts or rewards.
- (ii) **Non-financial interests** include all other interests which are not measurable in monetary terms, such as directorship (or involvement in organisations which are competing businesses, professional, charitable, religious or political bodies, or of a family member of such person.
- (iii) **Direct interests** refer to self-interests when a person has clear and defined rights.
- (iv) **Indirect interests** refer to situations when a person derives benefits through a third party or an intermediary.

### 4.4. Actual, potential and perceived Conflicts of Interest

- (i) **Actual** Conflict of Interest arises when an individual's interests, such as those of a Director, Key Senior Management or Employee, interfere or appear to interfere with the persons' duty and responsibilities towards the Well Chip Group and a competing personal interest, and there are proven facts that such COI exists.
- (ii) **Potential** Conflict of Interest refers to a situation where that has yet to materialise or happen, but may arise subsequently due to, amongst others, the prevailing personal relationships or interests of the said person.
- (iii) **Perceived** Conflict of Interest refers to a situation where there are no proven facts that the COI exists, however, others may reasonably perceive, or the situation gives the perception that a COI exists which could affect one's decision or responsibility towards the Well Chip Group.

### 4.5. Situations that may give rise to Conflict of Interest

The following are examples of situations which may give rise to Conflict of Interest:

- (i) When an Interested Party has an interest in a contract or proposed contract with the Company or Well Chip Group.
- (ii) When an Interested Party holds another position or owns property that creates duties or interests which may conflict with their responsibilities and interests as a director, Key Senior Management or Employee of the Company and the Well Chip Group.
- (iii) When an Interested Party uses the Company's or Well Chip Group's assets, property, information, position, or resources for personal gain.
- (iv) When an Interested Party takes advantage of any opportunity that may be presented to the Company or the Well Chip Group.
- (v) When an Interested Party directs benefits or resources intended for the Company or the Well Chip Group to a company in which he or she has an interest.
- (vi) Disclosing trade secrets to competitors in which the Interested Party has an interest in such competitors.
- (vii) Using the Company's or Well Chip Group's business plans for personal gain.
- (viii) When an Interested Party is involved in a business that competes with products or services offered by the Company or the Well Chip Group.

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- (ix) An Interested Party holding offices or directorships in companies that compete with the Company or the Well Chip Group.
- (x) When an Interested Party offers to or receives financial assistance from the Company or the Well Chip Group under terms and conditions that are more favourable than standard commercial terms.
- (xi) When an Interested Party engages in a similar business to the Company or the Well Chip Group within a geographical area where the Company or the Well Chip Group is not currently operating, but may potentially expand into in the future.

### 5. Disclosure of Conflict of Interest

#### 5.1. How to disclose a COI situation

Any disclosure of a COI situation should be made by way of completion a Conflict-of-Interest Declaration Form (“**CIDF**”) as set out in the Appendix. All completed CIDF by Key Senior Management and any Employee shall be submitted to the Human Resource and Administration Manager of the Company (“**HR Manager**”) or their respective direct superior for further action. All Directors shall submit duly completed CIDF to the Company Secretary.

#### 5.2. When to disclose a COI situation

##### For Employees

- (i) At the time of appointment or recruitment, all onboarding Employee shall submit to the HR Manager and their respective direct supervisor a duly completed CIDF as set out in **Appendix I – Conflict of Interest Declaration Form (Employees)**.
- (ii) All Employees are required to make a declaration of conflict of interest on an **annual basis** via the CIDF. Employees at the following levels shall submit the annual CIDF to the following:
  - (a) Employees at each outlet shall submit the annual CIDF to their respective outlet manager and/or area manager (as may be applicable). The area manager shall compile and submit all received CIDFs to the HR Manager no later than 30 days after 31 December of each year.
  - (b) Employees at the headquarters of the Well Chip Group shall submit the annual CIDF to the HR Manager no later than 30 days after 31 December of each year. The HR Manager shall compile all CIDFs received.
- (iii) Before execution of a new business agreement or procurement process with any new Business Associate which have not had any prior engagements with the Well Chip Group, the Employee who is responsible for the business dealing or procurement shall furnish the duly completed CIDF to the HR Manager and/or their respective direct supervisor before the onboarding of the new Business Associate. For clarity, the Employee shall not be required to submit a CIDF where the Business Associate had been previously onboarded and declarations had been made.
- (iv) The declaration shall be made as soon as the conflict arises, and shall be made at the earliest opportunity, i.e. as soon as the Employee becomes aware of the conflict.
- (v) When there is doubt as to whether there is a conflict of interest situation, the Employee shall, as soon as practicable, consult the HR Manager or his / her direct supervisor.

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- (vi) Upon submission of the declaration, the Employee involved in the conflict of interest situation and its direct supervisor shall take reasonable steps to manage the conflict and to mitigate the impact of the conflict on the negotiation / discussion / decision making proceed. The participation of the Employee involved in the conflicted situation should be limited and restricted. Such limitation should include, but not limited to the following:
  - (a) Abstaining from the transaction or project, including any discussions in relation to the decision-making process.
  - (b) Limited access to information.
  - (c) If necessary, re-arranging duties and responsibilities to a non-conflicting function.
- (vii) All CIDF submitted by the Employee shall be reviewed and acknowledged by the HR Manager and where there is a conflict of interest or potential conflict of interest, the manner and proposed action for mitigation of the conflict of interest shall be recorded in **Section C** of the CIDF and approved by the HR Manager.

### **For Directors and Key Senior Management**

- (i) At the time of appointment or recruitment, all onboarding Directors and Key Senior Management shall provide a duly completed CIDF to the Company Secretary, which shall be forwarded to the ARMC for consideration via the CIDF as set out in **Appendix II – Conflict of Interest Declaration Form (Directors and Key Senior Management)**.
- (ii) A Director or Key Senior Management, having an interest, direct or indirect, and whether actual or potential or perceived in any transaction or arrangement with the Group, or, holding any office, or possessing any property or asset or having any other interest where one's duties and interest as a Director or Key Senior Management may be in conflict with his/her duties or interest of the Group, shall, **at the earliest opportunity** after the facts have come to his/her knowledge, or after becoming a Director or Key Senior Management possessing the asset or interest (as the case may be) declare or inform the nature, character and extent of the conflict or potential conflict or perceived conflict to the ARMC and the Board by way of written notice or electronic means such as email to all members of the Board and subsequently such conflict shall be communicated to the Company Secretary for record.
- (iii) A Director **shall declare proactively** any interest relating to a deliberation of which he or she may have a Conflict of Interest at the outset of each Board or Board committee meeting. He or she should accordingly abstain from deliberation and voting at the said meetings pertaining to the COI situation.
- (iv) All Directors and Key Senior Management are required to make a declaration of conflict of interest on an **annual basis** via the CIDF.
- (v) Where there are any changes to the nature and extent of the Director or Key Senior Management's interest subsequent to the disclosure, the Interested Party shall make further disclosure of such changes.
- (vi) All declarations made by the Directors and Key Senior Management through the CIDF shall be escalated to the ARMC and the Board for review and approval by the ARMC Chairman and recorded by the Company Secretary.
- (vii) Upon declaration by any Director or Key Senior Management, the ARMC shall review the declaration made by the Director or Key Senior Management and propose the course of action to take to manage the conflict as well as to mitigate the impact of the conflict on the decision making process.

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- (viii) The Director and/or Key Senior Management who is involved in the conflict of interest or potential or perceived 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 or perceived conflict of interest. The participation of the conflicted Director/Key Senior Management 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) Refraining from continuing to receive board papers and other information in relation to the conflict of interest matter, unless the Chairman or the Board determines otherwise.
    - (d) Abstaining from voting on the decision.
  - (ix) All CIDF submitted by Directors and/or Key Senior Management shall be reviewed and acknowledged by the ARMC Chairman and where it has been established by the ARMC that there is a conflict of interest or potential conflict of interest, the manner and proposed action for mitigation of the conflict of interest shall be recorded in **Section B** of the CIDF and approved by the ARMC Chairman.
  - (x) The Company Secretary shall minute the declaration and decision taken on the conflict of interest matter.
  - (xi) To further strengthen conflict of interest disclosures, the Chairman of the Board or the Chairman of a meeting is advised to, at every meeting, before the commencement of each item on the agenda, remind the Directors to make declaration or disclosure should there be any conflict of interest (including potential or perceived conflict of interest) based on matters tabled at that particular meeting.
- 5.3. The HR Manager and/or the Company Secretary (as the case may be) shall compile all submissions of CIDF which shall be escalated in the following manner:
- (i) For Employees of the Group, the CIDF will be forwarded to the board of directors of the respective company within the Group for review and attention before being reported to the ARMC of the Board.
  - (ii) For Directors and Key Senior Management of the Group, the CIDF will be submitted to the ARMC for review and consideration, with its recommendations forwarded to the Board of Directors of the Company for approval.
  - (iii) The Company Secretary shall on a quarterly basis, report at the ARMC meetings all such disclosures received.
- ### 6. Management of Conflict of Interest
- 6.1. The ARMC shall review and report any COI situations to the Board, along with the steps to resolve, eliminate, or mitigate such conflicts. These disclosures should be included in the ARMC Report.
  - 6.2. The ARMC's review and disclosure must address COI situations that occurred or may arise during the financial year, as well as any ongoing conflicts carried over from previous financial years.
  - 6.3. The ARMC may refer to the Corporate Governance Guide (4<sup>th</sup> Edition) issued by the Bursa Malaysia on guidance for the review of situations of COI to ensure that the management is able to identify, evaluate, approve, reporting and monitoring of COI.
  - 6.4. The Board, on the ARMC's recommendation may determine appropriate measures to address Conflict of Interest, including but not limited to the following:

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- (i) Requiring declaration of COI as soon as practicable after the relevant facts have come to the knowledge of the said persons, as well as on a periodic and regular basis including at all board meetings.
- (ii) Restricting the participation of individuals with a COI in relevant board meetings, board committees or general meetings, requiring them to abstain or recuse themselves from deliberation and voting on matters related to the conflicts. However, the director concerned may be present only to count towards the quorum of the meeting.
- (iii) Conducting an assessment of COI during annual performance appraisal and before new appointments.
- (iv) Requiring the Interested Party to execute non-disclosure or confidentiality agreements to protect confidential and proprietary information or trade secrets.
- (v) Restricting the Employee, Director or Key Senior Management from participating in businesses that compete with the Company or within Well Chip Group.
- (vi) In extreme circumstances where a COI is likely to affect an Interested Party's performance, the Board may require such Interested Party to either divest the interest causing the conflict or resign from the Well Chip Group.

### 7. Managing Intercompany Conflict of Interest

- 7.1. Conflicts may also arise when a Director on the Board of a listed corporation also serves as a director on one or more boards of the listed corporation's subsidiaries. Such Director would have access or possess information that other directors on the board may not have.
- 7.2. At all times, material information that is disclosed by the subsidiaries of the Well Chip Group to the Company, particularly reports of performance, business plans and other key information that is not yet made public, shall be restricted in compliance with Well Chip Group's governance requirements.
- 7.3. A Director who by virtue of him/her serving as a board member of Well Chip and also on one or more board of Well Chip's subsidiaries shall be given access to information that is accurate, relevant, timely and in confidence thereby:-
  - (i) enabling the director to discharge his/her fiduciary duties as well as board responsibilities; and
  - (ii) limiting the risks of insider trading, related-party transactions and other forms of misuse of information that could lead to intercompany Conflict of Interest situations.

Therefore, a Director shall exercise due care in handling, disclosing, deliberating and acting on the information disclosed, for the best interest of the board that he/she serves as a board member.

### 8. Company Secretary

The Company Secretary of Well Chip shall:

- 8.1. ensure that disclosures submitted by the Directors and Key Senior Management are presented for deliberation and consideration by ARMC, with its recommendation forwarded to the Board for approval.
- 8.2. ensure that all declarations made by the Directors and Key Senior Management and the decision taken by the Board on the conflict of interest matter shall be minuted by the Company Secretary.



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- 8.3. ensure full compliance with all legal obligations concerning reporting, disclosures, record keeping and other requirements relating to Conflict of Interest, particularly those involving the Directors and Key Senior Management.
- 8.4. provide guidance to the Board on matters of corporate governance including Conflict of Interest resolution.

### **9. Records maintenance**

- 9.1. The Company Secretary shall be responsible for recording all Conflict of Interest disclosures made by the concerned Employees, Directors and Key Senior Management in the minutes of Board meetings or in the board circular resolution, as applicable.
- 9.2. These records shall be accessible for inspection by auditors or other regulatory authorities upon request.

### **10. Compliance with the Act and Listing Requirements**

- 10.1. All employees including Executive Directors and Key Senior Management have a duty to act in the best interest of Well Chip Group including avoiding Conflict of Interest whilst undertaking their work at Well Chip Group.
- 10.2. All Interested Parties shall comply with all conflict of interest requirements under the Act, and to the extent that the interest of the Interested Party gives rise to a related party transaction, Well Chip Group's Conflict of Interest Policy, the Listing Requirements or any relevant regulatory requirements, where applicable.

### **11. Breach of policy**

Failure to disclose a Conflict of Interest, provide complete and accurate information regarding the conflict, or properly manage the conflict constitutes a breach of this policy, the Listing Requirements and the Act, and may result in disciplinary action taken by the Well Chip Group or any potential civil and criminal liability.

### **12. Version and review of the Policy**

The management will review and update this policy as and when necessary, in any case, at least once every three (3) years, to reflect any changes in laws, regulations, or internal company requirements. Any updates will be communicated to Directors, Key Senior Management and Employees to ensure continued compliance and effectiveness.

### **13. Review of the policy**

This Policy has been adopted by the Board of Directors and shall come into force with effect from 20 June 2025.



## Conflict of Interest Policy 利益冲突政策

## Appendix I

### CONFLICT OF INTEREST DECLARATION FORM (EMPLOYEES) 利益冲突申报表 (员工)

#### SECTION A: To be filled up by Employee

##### A 部分：由员工填写

NAME:

姓名:

DEPARTMENT:

部门:

POSITION:

职位:

CONTACT NO.:

联系电话:

EMAIL ADDRESS:

电子邮件地址:

#### SECTION B: Declaration by Employee

##### B 部分：员工声明

Instructions: Please indicate **YES** or **NO** to each confirmation below in the column to the right. If any of the response is 'NO', please provide further information on such conflict of interest or potential conflict of interest together with supporting documents below.

说明：请在右侧栏中对以下每项确认填写“是”或“否”。如果任何回答为“否”，请在下方提供有关该利益冲突或潜在利益冲突的详细信息及支持文件。

- |  |                           |
|--|---------------------------|
| <p>(a) I confirm that I have read and understand the Well Chip Group's Conflict of Interest Policy ("<b>COI Policy</b>") and to the extent applicable, the provisions of Section 218 of the Companies Act 2016, and agree to observe and adhere to the COI Policy and the provisions of the aforementioned Section 218 of the Companies Act 2016 throughout my period of employment with the Well Chip Group.</p> <p>我确认已阅读并理解大元集团的《利益冲突政策》（“利益冲突政策”），并在适用范围内了解《2016 年公司法》第 218 条的相关规定，同意在受聘于大元集团期间遵守并执行该利益冲突政策及上述《2016 年公司法》第 218 条的规定。</p> | <p>YES / NO<br/>是 / 否</p> |
| <p>(b) I hereby declare that I do not have and I am not aware of any other interests, activities, transactions, or engagements, whether past or potentially in the future, that should be disclosed in order to provide a complete and transparent account of any actual, potential or perceived conflicts of interest.</p> <p>我特此声明，我没有且不知晓任何其他需要披露的利益、活动、交易或参与事项，无论是过去的还是未来可能发生的，以确保完整透明地呈现任何实际、潜在或被认为存在的利益冲突。</p>   | <p>YES / NO<br/>是 / 否</p> |

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<p>(c) I confirm that to the best of my knowledge, the information contained in this form is complete and accurate and I have not withheld the disclosure of any information which are conflicts of interest or potential conflicts of interest as set out in the COI Policy. I understand that the non-disclosure or partial disclosure of any conflict of interest may result in action being taken against myself by the Well Chip Group.</p> <p>本人确认据本人所知，本表格所载资料完整且准确，并且本人未隐瞒任何根据《利益冲突政策》（利益冲突政策）应披露的利益冲突或潜在利益冲突的信息。本人明白，若未披露或部分披露任何利益冲突，大元集团有权对此采取相应行动。</p>	<p>YES / NO 是 / 否</p>
<p>(d) I agree to report to the HR Manager / my direct superior of any changes to my responses to each of the foregoing statements that may result from changes in circumstances or any further financial interest, non-financial interest, situation, activity, interest or conduct that may develop before completion of my annual declaration.</p> <p>本人同意在填写本年度申报表之前，如因情况变化或出现任何新的财务利益、非财务利益、情况、活动、利益或行为，导致本人对上述声明的回答发生变化时，将主动向人力资源经理 / 直属上司报告相关变动。</p>	<p>YES / NO 是 / 否</p>
<p>Please provide further information of any conflict of interest or potential conflict of interests (if any) together with supporting documents:</p> <p>请提供任何利益冲突或潜在利益冲突的详细信息（如有），并附上支持文件：</p>	
<p>..... Signature 签名</p>	<p>Name: 姓名:</p>
	<p>NRIC No. / Passport No.: 身份证号码 / 护照号码:</p>
	<p>Date: 日期:</p>

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#### SECTION C: To be filled up by HR Manager

C 部分：由人力资源经理填写

#### Review and Decision

审核与决定

☐ There is no conflict of interest or potential conflict of interest.  
不存在利益冲突或潜在利益冲突。

Signed and acknowledged by:

签署并确认者：

.....

Name:

姓名：

Designation:

职位：

Date:

日期：

☐ There is a conflict of interest or potential conflict of interest. Proposed action to be taken to mitigate the declared conflict:

存在利益冲突或潜在利益冲突。拟采取的缓解措施如下：

Approved by:

批准者：

.....

Name:

姓名：

Designation:

职位：

Date:

日期：

*In the event of any inconsistency or discrepancy between the English version and the Chinese version of this form, the English version shall prevail.*

本表格的英文版本与中文版本如有任何不一致或歧义，概以英文版本为准。

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## 利益冲突政策

APPENDIX II

### CONFLICT OF INTEREST DECLARATION FORM (DIRECTORS AND KEY SENIOR MANAGEMENT)

利益冲突申报表  
(董事及高级管理人员)

#### SECTION A: To be filled up by Director / Key Senior Management

A 部分：由董事/高级管理人员填写

NAME: 姓名:	
POSITION: 职位:	
CONTACT NO.: 联系电话:	
EMAIL ADDRESS: 电子邮件地址:	
<p>Instructions: Please indicate <b>YES</b> or <b>NO</b> to each confirmation below in the column to the right. If any of the response is 'YES', please provide further information on such conflict of interest or potential conflict of interest together with supporting documents</p> <p>说明：请在右侧栏对以下每项确认填写“是”或“否”。如果任何回答为“是”，请提供有关该利益冲突或潜在利益冲突的详细信息及支持文件。</p>	
<p>(a) Have you or any of your family members<sup>1</sup> used the assets, property, information of or your position with the Well Chip Group for any personal gain or benefit, and have used any benefits or resources meant for the Well Chip Group for your personal gain or benefit?</p> <p>您或您的任何家庭成员<sup>1</sup>是否曾利用大元集团的资产、财产、信息或您在集团的职位谋取个人利益，或将本应属于大元集团的利益或资源用于个人利益？</p>	<p>YES / NO</p> <p>是 / 否</p>
<p>(b) Do you or any of your family members, either directly or indirectly, have any financial interest, personal interest, or affiliation with any company, customer, supplier, vendor, contractor, business enterprise or firm that conducts business with Well Chip and/or Well Chip Group or intends to establish a business or contractual relationship with them?</p> <p>您或您的任何家庭成员是否直接或间接地与大元和/或大元集团有业务往来或意图建立业务或合约关系的任何公司、客户、供应商、承包商、商业企业或公司中拥有任何财务利益、个人利益或关联关系？</p>	<p>YES / NO</p> <p>是 / 否</p>

<sup>1</sup> In accordance with the Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad (“**Listing Requirements**”), family members includes: (a) spouse; (b) parent; (c) children (including adopted child and step-child); (d) brother and sister; and (e) the spouse of the persons referred to in (c) and (d) above.

根据马来西亚证券交易所所发布的主板上市要求 (“上市要求”)，家庭成员包括：

- (a) 配偶；
- (b) 父母；
- (c) 子女（包括被收养子女和继子女）；
- (d) 兄弟姐妹；以及
- (e) 上述第 (c) 和 (d) 项所指人员的配偶。

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### 利益冲突政策

#### APPENDIX II

<p>(c) Are you or any of your family members involved, either directly or indirectly, in any business dealings, transactions, or arrangements (including tender processes) with any company, vendor, or firm that has an existing or proposed business or contractual relationship with Well Chip and/or Well Chip Group?</p> <p>您或您的任何家庭成员是否直接或间接参与与任何与大元和/或大元集团有现有或拟议业务或合约关系的公司、供应商或企业之间的任何业务往来、交易或安排（包括投标程序）？</p>	<p>YES / NO</p> <p>是 / 否</p>
<p>(d) Do you or any of your family members hold a position as a director, employee, advisory board member, partner, officer, trustee, or any other role that could exert influence over decision making, whether directly or indirectly, in any organisation, firm, or company (whether wholly owned or partially owned) that engages in direct or indirect competition with the business of Well Chip Group?</p> <p>您或您的任何家庭成员是否在任何与大元集团业务存在直接或间接竞争的组织、公司或企业（无论是全资拥有还是部分拥有）中担任董事、员工、顾问委员会成员、合伙人、高级职员、受托人，或其他可能对决策产生直接或间接影响的职务？</p>	<p>YES / NO</p> <p>是 / 否</p>
<p>(e) Are you or any of your family members involved, whether as a director or shareholder, either directly or indirectly, in any organisation, firm, or company (whether wholly owned or partially owned) which offers similar products and services with the Well Chip Group or which is likely to replace or substitute or has the potential to replace or substitute the products or services offered by the Well Chip Group?</p> <p>您或您的任何家庭成员是否以董事或股东身份，直接或间接参与任何与大元集团提供相似产品或服务的组织、公司或企业（无论是全资拥有还是部分拥有），或可能替代、取代大元集团所提供产品或服务的组织、公司或企业？</p>	<p>YES / NO</p> <p>是 / 否</p>
<p>(f) Have you or any of your family members provided any financial assistance to, or receive financial assistance from, the Well Chip Group, including on terms and conditions more favourable than on normal commercial terms?</p> <p>您或您的任何家庭成员是否曾向大元集团提供任何形式的财务资助，或从大元集团获得财务资助，包括以比正常商业条款更优惠的条件提供或获得该等资助？</p>	<p>YES / NO</p> <p>是 / 否</p>

## Conflict of Interest Policy

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Where the response indicated is 'YES', please provide details on the nature and extent of the conflict of interest, and specify whether it involves a related party transaction<sup>2</sup> or a recurrent related party transaction<sup>3</sup> conducted on an arm's length basis and usual business terms. Please attach supporting documents, as appropriate.

如所填写的回答为“是”，请提供有关利益冲突的性质和程度的详细资料，并说明该情况是否涉及关联方交易<sup>2</sup>或按独立交易基础及一般商业条款<sup>3</sup>进行的经常性关联方交易。如有需要，请附上相关支持文件。

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<sup>2</sup> A 'related party transaction' means a transaction entered into by Well Chip or its subsidiaries which involved the interest, direct or indirect, of a related party.

关联方交易"是指大元或其子公司所进行的交易，而该交易涉及关联方的直接或间接利益。

<sup>3</sup> A 'recurrent related party transaction', means a related party transaction which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of a listed issuer or its subsidiaries.

经常性关联方交易"是指具有经常性、属收入或交易性质，并且为上市发行人或其子公司日常营运所必需的关联方交易。

## Conflict of Interest Policy

### 利益冲突政策

#### APPENDIX II

DECLARATION	
<p>(a) I confirm that I have read and understand the Well Chip Group's Conflict of Interest Policy ("COI Policy") and to the extent applicable, the provisions of Section 218 of the Companies Act 2016, and agree to observe and adhere to the COI Policy and the provisions of the aforementioned Section 218 of the Companies Act 2016 throughout my period of employment with the Well Chip Group.</p> <p>本人确认已阅读并理解大元集团的《利益冲突政策》("利益冲突政策"), 并在适用范围内了解《2016 年公司法》第 218 条的相关规定, 并同意在本人于大元集团任职期间遵守并执行该利益冲突政策及上述第 218 条的规定.</p>	<p>YES / NO</p> <p>是 / 否</p>
<p>(b) I hereby declare that save as disclosed, I do not have and I am not aware of any other interests, activities, transactions, or engagements, whether past or potentially in the future, that should be disclosed in order to provide a complete and transparent account of any actual, potential or perceived conflicts of interest.</p> <p>本人没有且不知晓任何其他需要披露的利益、活动、交易或参与事项, 无论是过去的还是未来可能发生的, 以确保完整透明地呈现任何实际、潜在或被认为存在的利益冲突.</p>	<p>YES / NO</p> <p>是 / 否</p>
<p>(c) I confirm that this form has been completed to the best of my knowledge and that the information contained in this form is complete and accurate and I have not withheld the disclosure of any information which may be relevant to the declarations contained in this form. I understand that the non-disclosure or partial disclosure of any conflict of interest may result in action being taken against myself.</p> <p>本人确认已根据本人所知如实填写本表格, 且表格中所提供的信息完整且准确, 未隐瞒任何可能与本表格所载声明相关的重要信息. 本人明白, 若未披露或部分披露任何利益冲突事项, 可能会导致公司对本人采取相应的行动.</p>	<p>YES / NO</p> <p>是 / 否</p>
<p>(d) I agree to report to the HR Manager / my direct superior and/or the Company Secretary of any changes to my responses to each of the foregoing questions that may result from changes in circumstances or any further financial interest, non-financial interest, situation, activity, interest or conduct that may develop before completion of my annual declaration of this form.</p> <p>本人同意在填写本年度申报表之前, 如因情况变化或出现任何新的财务利益、非财务利益、情况、活动、利益或行为, 导致本人对上述问题的回答发生变化时, 将主动向人力资源经理 / 直属上司及/或公司秘书报告相关变动.</p>	<p>YES / NO</p> <p>是 / 否</p>
<p>.....</p> <p>Signature</p> <p>签名</p>	<p>Name:</p> <p>姓名:</p> <hr/> <p>NRIC No. / Passport No.:</p> <p>身份证号码 / 护照号码:</p> <hr/> <p>Date:</p> <p>日期:</p>



## Conflict of Interest Policy

### 利益冲突政策

#### APPENDIX II

#### SECTION B: To be filled up by HR Manager

#### B 部分：由人力资源经理填写

#### Review and Decision

#### 审查与决定

☐ There is no conflict of interest or potential conflict of interest.  
没有利益冲突或潜在的利益冲突。

Signed and acknowledged by:  
签署并确认者

.....  
Name:  
姓名:  
Designation:  
职称:  
Date:  
日期:

☐ There is a conflict of interest or potential conflict of interest. Proposed action to be taken to mitigate the declared conflict:  
存在利益冲突或潜在的利益冲突。拟采取的缓解措施如下：


Approved by:  
批准者：

.....  
Name:  
姓名:  
Designation:  
职位:  
Date:  
日期:

## Conflict of Interest Policy

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### APPENDIX II

#### SECTION C: To be filled up by ARMC Chairman

#### C 部分：由审核与风险管理委员会主席填写

##### Review and Decision

##### 审阅与决定

☐ There is no conflict of interest or potential conflict of interest.

不存在利益冲突或潜在的利益冲突。

Signed and acknowledged by:

签署并确认者

.....  
Name:

姓名:

Designation:

职位:

Date:

日期:

☐ There is a conflict of interest or potential conflict of interest. Proposed action to be taken to mitigate the declared conflict:

存在利益冲突或潜在的利益冲突。拟采取的缓解措施如下:

Approved by:

批准者:

.....  
Name:

姓名:

Designation:

职位:

Date:

日期:

*In the event of any inconsistency or discrepancy between the English version and the Chinese version of this form, the English version shall prevail.*

本表格的英文版本与中文版本如有任何不一致或歧义，概以英文版本为准。