

**PRESTAR RESOURCES BERHAD**  
[Registration No. 198401010527 (123066-A)]  
(Incorporated in Malaysia)

**CONFLICT OF INTEREST POLICY**  
**(Adopted on 29 May 2024)**

**1. Introduction**

Prestar Resources Berhad ("**the Company**") and its subsidiaries ("**the Group**") are committed to upholding the highest standards of integrity, transparency, and ethical conduct in all business activities and operations. In line with this commitment, the Group has implemented a comprehensive Conflict of Interest Policy ("**COI Policy**") to ensure that the Directors and Key Senior Management act in the best interests of the Group and free from any personal, financial, non-financial, or other conflicts that may compromise their judgement or impartiality.

This COI Policy shall be read together with the Company's Board Charter, Code of Conduct and Ethics for Directors, Anti-Bribery and Anti-Corruption Policy, paragraphs 3.05 and 3.06 of Guidelines on Conduct of Directors of Listed Corporations and Their Subsidiaries, and other related policies.

The Group has also taken into account the requirements of Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") Main Market Listing Requirements ("**MMLR**"), Capital Markets and Services Act 2007 as well as other relevant regulatory frameworks to ensure compliance with the obligations imposed when preparing this COI Policy.

**2. Objective**

The objective of this COI Policy is to ensure that any actual, potential, and perceived conflicts of interest are identified and managed effectively. This COI Policy aims to effectively identify, address, and manage a wide range of Conflicts of Interest or potential Conflicts of Interest, including those that are actual, potential, or perceived in nature.

**3. Scope and application**

- 3.1 This COI Policy applies to all Directors and Key Senior Management of the Group.
- 3.2 This COI Policy also serves as a guide to the Audit Committee of the Company ("**AC**") and the Board of Directors of the Company ("**Board**") in discharging their role, which is to provide oversight and review of the Conflicts of Interest situations that arose, persist, or may arise within the Group.
- 3.3 This COI Policy applies whenever the Conflict of Interest is identified by a Director or Key Senior Management or should reasonably be anticipated from their current or future activities.
- 3.4 This COI Policy may not possibly account for every conceivable situation, Directors and Key Senior Management are expected to exercise sound judgement, adhering to the intent of the COI Policy.

**4. Definitions**

"**Conflict(s) of Interest**" means any situation in which a Director or Key Senior Management's personal, financial, non-financial, or other interests may influence

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or appear to influence his or her objectivity, integrity, or decision-making in the performance of his or her duties and responsibilities as a Director or Key Senior Management of the Group. A conflict of interest may be actual or potential.

**“Conflicted Director or Key Senior Management”** means a Director or Key Senior Management whose personal interest either has or may potentially conflict with his/her duty to act in the Company’s best interest.

**“Family Member”** refers to the Director’s or Key Senior Management’s spouse, parent, child (including adopted child or stepchild), brother, sister, and the spouse of the Director’s or Key Senior Management’s child, brother, or sister.

**“Director(s)”** 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”** means individuals holding executive positions with significant decision-making authority in the Group and/or holding substantial influence over the Group’s operations and strategic direction as may be determined by the Board from time to time.

**“Proxy”** means an individual or body corporate is accustomed, or is under an obligation, to act in accordance with the directions, instructions or wishes of the appointer formally in writing.

**“Related Party”** means a Director, Key Senior Management or Family Member and/or Proxy of such Director or Key Senior Management.

**“Related Party Transaction”** means a transaction entered into by the Company and/or its subsidiaries which involves the interest, direct or indirect, of a Related Party

**5. Identification of Conflict of Interest circumstances and situations**

A Conflict of Interest situation would arise when a Director or Key Senior Management’s ability to perform his/her duties effectively or impartially is potentially impaired by personal interests, considerations, or relationships. Generally, Conflict of Interest may be described under the following broad categories (non-exhaustive):

(a) **Equity ownership in companies having a business relationship with the Group**

Director or Key Senior Management holds shares or equity ownership in privately owned companies having a business relationship with the Group, either directly or indirectly (for example, through a Family Member and/or appointed Proxy). However, this COI Policy does not apply to shares held in publicly quoted companies that have a business relationship with the Group unless such holding is considered substantial and could potentially compromise the Director’s or Key Senior Management’s objectivity.

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(b) **Having an interest in a person, entity, or contract that deals 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 of the Board, 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 businesses, utilising the Group's properties, information, or position for personal gain, and engaging in any form of competition with the Group for business opportunities.

**6. General responsibilities of Directors and Key Senior Management**

All Directors and Key Senior Management of the Group are responsible for identifying and managing Conflicts of Interest. The general responsibilities of Directors and Key Senior Management are as follows:

- (a) Disclose any actual or potential Conflict of Interest 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) Act in the best interests of the Group and its shareholders. This fiduciary duty supersedes any personal interests, and Directors and Key Senior Management should make decisions with the Group's welfare as the top priority.
- (c) Comply with this COI Policy and other applicable policies and guidelines relating to the identification, documentation, escalation, and management of Conflicts of Interest;
- (d) Avoid, whenever possible, situations or decisions that could give rise to Conflicts of Interest and promptly declare any Conflict of Interest in

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accordance with this COI Policy, abstaining from the decision-making process and refraining from attempting to influence such decisions any further; and

- (e) Act honestly, with integrity, and transparently, while exercising sound judgement and discretion in their actions.

**7. Managing conflict of interest**

- (a) A Director or Key Senior Management who has an interest, either directly or indirectly or whether actual or potential, in any transaction or arrangement with the Group, or holding any office or possessing any property where duties or interests as Director or Key Senior Management may be created in conflict with his/her duties or interests as Director or Key Senior Management of the Group, shall as soon as practicable after the facts have come to his/her knowledge or after becoming a Director or Key Senior Management or possessing the property (as the case may be), declare the nature and extent of his/her interest and conflict to the AC and the Board by way of written notice or electronic means to all members of the Board and subsequently communicated to the Company Secretaries for recordkeeping.
- (b) Directors or Key Senior Management should declare any interests relevant to agenda items at the start of a meeting and/or during discussion (including where there is potential for a perceived Conflict of Interest). Where there is a Conflict of Interest, the person concerned will not participate in the consideration of the relevant item and shall withdraw from the discussion thereon and shall not vote on the resolution in respect of the relevant item. If necessary, the Chairman of the meeting will determine whether there is a Conflict of Interest.
- (c) All Directors and Key Senior Management are required to make a declaration of Conflict of Interest yearly via the Conflict of Interest or Potential Conflict of Interest Declaration Form as set out in Appendix A of this COI Policy.
- (d) Where there is any change in the nature and extent of the Directors or Key Senior Management's interest subsequent to the disclosure, he/she shall make a further disclosure of such changes.
- (e) The said Conflict of Interest or Potential Conflict of Interest Declaration Form must be escalated to the AC and the Board and recorded by the Company Secretaries.
- (f) In addition to the declaration, the AC 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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- (g) Director or Key Senior Management who have a Conflict of Interest or potential Conflict of Interest after consultation and review by the AC, should abide by and comply with the AC'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 Conflicted Director or Key Senior Management in negotiation, discussion, or decision-making process should be limited and restricted. Such limitation or restriction should include, but is not limited to the following:
  - i. abstaining from any involvement whatsoever in the matter;
  - ii. refraining from discussions about the matter;
  - iii. continue to receive board papers and other information concerning the Conflict of Interest matter, unless the Chairman of the meeting or the Board determines otherwise; and
  - iv. abstaining from voting on the decision.
- (h) The Company Secretaries shall minute the declaration and decision taken on the Conflict of Interest matter.
- (i) To further strengthen the Conflict of Interest disclosure, the Chairman of the meeting should at every meeting i.e., before the commencement of the agenda items to remind the Directors or Key Senior Management to make a declaration or disclosure should there be any Conflict of Interest (including potential Conflict of Interest) based on matters tabled at the particular meeting.

**8. Compliance**

- 8.1 Directors and Key Senior Management are obligated to adhere to all Conflicts of Interest requirements as stipulated in this COI Policy along with any requirements set forth by Bursa Malaysia Securities MMLR or other relevant regulatory guidelines. Furthermore, should a Director and/or Key Senior Management's interest lead to a Related Party Transaction, they must also adhere to the Company's Related Party Transaction Procedures and Guidelines, in addition to meeting any requirements specified by Bursa Malaysia Securities MMLR or other applicable regulatory guidelines.
- 8.2 Any breach or non-compliance with this COI Policy will be subject to appropriate internal disciplinary action and applicable civil and criminal liability.

**9. Maintenance of records**

- 9.1 The Conflict of Interest or Potential Conflict of Interest Declaration Form by the Directors and Key Senior Management will be securely maintained by the Human Resources department. The Company Secretaries shall record each instance of Conflicts of Interest disclosure made by the Conflicted Director and Key Senior Management in the minutes of the 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.

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- 9.2 The Human Resource department shall ensure proper maintenance and retention of documentation to facilitate scrutiny of the Conflicts of Interest matter by regulators, Board members or auditors. Such documentation should be readily accessible to regulators and other relevant parties.

**10. Review**

- 10.1 The AC's role entails assessing any actual or potential Conflict of Interest situations that arose, persist, or may arise within the Group. The AC shall propose the measures to resolve, eliminate, or mitigate the Conflicts of Interest situations and report its findings to the Board.
- 10.2 The AC shall review and reassess the adequacy of this COI Policy periodically and make such amendments to this COI Policy as it may deem appropriate. All reviews by the AC are reported to the Board for further action.
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**CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST  
DECLARATION FORM****Section (i)**

This section is required to be completed by the **Individual Director** and **Key Senior Management** of the Group. *(please indicate "Yes" or "No" where applicable)*

<b>No.</b>	<b>Conflict of interest situations</b>	<b>*Please indicate "Yes" or "No" where applicable</b>
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 the Group or proposes to enter a business or contractual relationship with the Group?	
2.	Do you hold a position as a 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 Group businesses?	
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 the 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 the 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?	

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DECLARATION FORM****Section (ii)**

\*Where you have indicated "Yes" in the questions above, please provide the details including the company name, directorship and percentage of shareholdings, and description of your interests for the applicable questions. In the event such interest relates to a person connected to you, please provide the aforesaid details and the relationship with the conflicted person.

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

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

I acknowledge and agree to promptly notify the Audit Committee, Board of Directors, and/or Company Secretaries of the Group regarding any modifications in my responses to the aforesaid questions that may arise due to alterations in circumstances.

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 Signature

Name:

NRIC/Passport No.:

Position:

Date of Declaration:



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## CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST DECLARATION FORM

This section is required to be followed up and confirmed by Audit Committee.

Date of Disclosure	
Name of individual	
Description of the nature of the conflict	
Approved by the Board of Directors?	
Outline of the discussion about managing the conflict	
Details of the actions agreed to manage the conflict in the best interests of the Group	
Date from which the conflict arose:	
Annual report disclosure?	

Acknowledged and confirmed by Chairman of Audit Committee:

\_\_\_\_\_  
Signature

Name: