



**TEXCHEM RESOURCES BHD**  
**[Reg. No.: 197301002868 (16318-K)]**

## **CONFLICT OF INTEREST POLICY**

### **1.0 Policy**

- 1.1 Texchem Resources Bhd (“**Texchem**”) and its subsidiaries (“**Texchem Group**”) are committed to carry out their business activities in accordance with the highest standards of responsibility, integrity and ethical conduct.
- 1.2 This Policy on Conflict of Interest is formulated to ensure that Texchem Group’s:
- (a) directors and key senior management (“**Key Persons**”); and
  - (b) all other employees,
- (collectively “**Texchemers**”) must at all times not act or do anything that may conflict with their responsibilities to Texchem Group or compromise, or appear to compromise, the quality of their work performance, their commitment to their work or their ability to make impartial business decisions.
- 1.3 Texchemers must at all times act in the best interests of Texchem Group and be free from any personal, financial, non-financial or other conflict of interest including interest in any competing business, real, apparent or potential conflict, that may compromise their fiduciary duty to Texchem Group.
- 1.4 Texchemers shall comply with all requirements governing conflict of interest as set out in this Policy, Bursa Malaysia Securities Berhad’s Main Market Listing Requirements and other relevant regulatory guidelines.

### **2.0 Definition**

- 2.1 Conflict of interest refers to a situation where a Texchemer’s ability to carry out their responsibilities is compromised or potentially compromised by personal interests, concerns, or relationships.
- 2.2 An interest may be a financial or a non-financial interest or a direct or indirect interest.
- 2.3 For the purpose of this Policy, “**Family Member**” refers a Texchemer’s spouse, parent, child (including adopted child and step child), brother, sister and the spouse of the Texchemer’s child, brother or sister.

### **3.0 Categories of Conflict of interest**

3.1 The following list, which list is not exhaustive, serves as a guide as to when a conflict of interest situation may arise:

(a) Shareholding in another company

A Texchemer directly or indirectly through his Family Member owns shares in a company which is not part of Texchem Group and such company has a business relationship with Texchem Group. The ownership of such shares may potentially compromise the Texchemer's objectivity in decision making progress.

(b) Financial or non-financial interest

A Texchemer having a direct or indirect financial or other interest in a person or entity that has dealings with Texchem Group or in a contract or transaction where such interest could potentially influence his decisions regarding Texchem Group's dealings with such person or entity; or the contract or transaction.

(c) Common Directorship

A Texchemer holds multiple positions, 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.

(d) Personal gain or use of Company Assets

Personal gain derived from the use of Texchem Group's assets, resources or information or through position.

(e) Non-Competition

A Texchemer is directly or indirectly through his Family Member involved in or engaged in any form of business venture which is or may be in competition with Texchem Group.

### **4.0 Consequence of non-compliance**

4.1 Texchemers shall at all times comply with this Policy and the applicable legal requirements governing conflict of interest.

4.2 If a Texchemer fails to make the required disclosure on his/her own accord and Texchem becomes aware of an instance of conflict of interest that ought to be disclosed, such Texchemer may be subject to legal claims or proceedings or disciplinary action.

## 5.0 Disclosure Procedure

- 5.1 Texchemers with any real, apparent or potential conflict of interest including interest in any competing business shall disclose such real, apparent or potential conflict of interest **before** any contract is entered into or any transaction is carried out by the relevant company within Texchem Group.
- 5.2 Such affected Texchemer shall complete the Disclosure Form for Conflict of Interest (“**COI Disclosure Form**”) (as attached in Appendix 1 herewith) and submit the completed COI Disclosure Form to:
- (a) the Company Secretary in the case of Key Persons; and
  - (b) the Group Human Resource Department (“GHRD”) in the case of all other employees.

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

- 5.3 When a Key Person has a real or potential interest in any transaction, arrangement, office, or property that may create a conflict with their role in Texchem Group, they must promptly declare the nature, extent and character of their interest and conflict to the Audit Committee (“AC”) and the Board.
- 5.4 This declaration should occur as soon as the affected Key Person becomes aware of the facts or upon assuming the role, and it can be made via written notice or electronic means, such as email, to the Board. Subsequently, the declaration should be communicated to the Company Secretary for recordkeeping.
- 5.5 Where there is a conflict of interest, the said Key Person will not participate in the consideration of the relevant item and shall recuse or abstain from the discussion thereon and shall not vote on the resolution in respect of the relevant item.
- 5.6 All Key Persons are required to make a declaration of conflict of interest annually via the COI Disclosure Form. Where there is any change in the nature and extent of the Key Person’s interest subsequent to the disclosure, the Key Person shall make further disclosure of such changes, as soon as practicably possible.
- 5.7 The completed COI Disclosure Form should be submitted to both the AC and the Board of Directors. The Company Secretary and/or the Group Legal and Secretarial Services Department should ensure that the COI Disclosure Form is properly recorded.
- 5.8 The participation of the Key Person involved in the real or potential conflict of interest should be restricted where such 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; and
  - (c) abstaining from voting on the matter.

**For employees**

- 5.9 Employees are required to make a declaration of conflict of interest to the GHRD annually or as and when necessary for GHRD's further action recordkeeping.
- 5.10 Any real or potential conflict of interest must be declared by filling up the Conflict of Interest Disclosure Form for Employees as set out in Appendix 2 of this Policy and submitted to GHRD for further action.
- 5.11 Any real or potential conflict of interest must be reported by the employee promptly upon becoming aware of them.
- 5.12 The employee with the real or potential conflict of interest and the respective immediate superior and/or GHRD must take reasonable steps to manage the conflict and to mitigate the impact of the conflict on the negotiation, discussion and/or decision-making process.
- 5.13 The participation of the employee with the real or potential conflict of interest must be restricted, which restriction should include, but is not limited to the following:
  - (a) abstaining from the project/matter, including any involvement, discussion, and/or during the process of decision-making;
  - (b) limiting access to information; and
  - (c) if necessary, re-arranging duties or responsibilities to a non-conflicting function.

**6.0 Conditions for approval**

- 6.1 Transactions with parties with whom a conflict of interest exists or may exist shall only be undertaken if all of the following conditions are complied with:
  - (a) The details of the real, apparent or potential conflict of interest shall be fully and promptly disclosed in the COI Disclosure Form to the Company Secretary or the GHRD.
  - (b) The Company Secretary or the GHRD shall submit the duly completed COI Disclosure Form to the relevant Divisional Head or to the Board, where applicable, for review and approval of the contract or transaction.
  - (c) The person with the conflict of interest or potential conflict of interest shall be excluded from all discussion, negotiation, tender, voting and/or approval of such contract or transaction.
  - (d) A competitive bid or comparable valuation of the contract or transaction has been carried out.

- (e) The Divisional Head or in the event that the Divisional Head is excluded due to conflict of interest, then the designated person approving the contract or transaction/Executive Director/Executive Chairman/the Board has determined that the contract or transaction is in the best interest of TRB Group.

## **7.0 Cross reference**

- 7.1 This Policy forms part of and shall be read together with Texchem's Code of Conduct and Ethics.

## **8.0 Review of Policy**

- 8.1 This policy shall be reviewed from time to time to ensure its compliance with the relevant laws.

[End]



**TEXCHEM RESOURCES BHD**  
**[Reg. No.: 197301002868 (16318-K)]**

**Disclosure Form for Conflict of Interest (“COI Disclosure Form”) for Directors and Key Senior Management of Texchem Resources Bhd and its subsidiaries**

**A. DECLARATION**

I hereby declare that:

No.	Declaration	Please indicate with “√”
1	I do not have any real or potential conflict of interest, including interest in any competing business; OR	
2	I have a real or potential conflict of interest, including interest in any competing business.	

Details of my conflict of interest are set out as follows:

No.	Description	Please indicate with “√”
1	Board Directorship in external companies	
2	Investment in external businesses	
3	Dealings with suppliers, customers, agents, etc	
4	Family members or close personal relationships	
5	Employment and activities outside Texchem Group	
6	Others	

Please state details of the real or potential conflict of interest including interest in any competing business:

Name of competing business	
Nature of conflict	
Extent of conflict	

**Texchem Resources Bhd****Disclosure Form for Conflict of Interest (“COI Disclosure Form”) for Directors and Key Senior Management of Texchem Resources Bhd and its subsidiaries**

---

I hereby declare that:

- (1) all the particulars given in this COI Disclosure Form are to the best of my knowledge and belief, true and correct.
- (2) in the event there is any change, I shall immediately submit a new COI Disclosure Form to inform the Company of the change.
- (3) I agree and accept that if this declaration is in any part false or incorrect, the Company reserves the right to take appropriate actions against me.

\_\_\_\_\_  
Signature

Date:

Name	:	
Designation	:	
Company	:	
Division	:	

**B. APPROVAL**

I have reviewed the conflict of interest disclosure (and plan) and have taken the following action in relation to this matter to resolve/ mitigate/eliminate the conflict of interest:


\_\_\_\_\_  
Signature

Date:

Name	:	
Designation	:	
Company	:	
Division	:	

**Notes:**

1. “Conflict of interest” refers to a situation where a Texchemer’s ability to carry out their responsibilities is compromised or potentially compromised by personal interests, concerns, or relationships.
2. “Family Member” refers a Texchemer’s spouse, parent, child (including adopted child and step child), brother, sister and the spouse of the Texchemer’s child, brother or sister.



# CONFLICT OF INTEREST AGREEMENT

FORM 10A

I the undersigned, have read and understood the content of Texchem on Conflict of Interest Policy and I agree to conduct my activities in accordance with its contents. I also understand that breaching these standards may result in disciplinary action, including termination and/or other legal remedy available to the Company.

I the undersigned, hereby declare that my immediate family, immediate relatives and I are \* \_\_\_\_\_ in managing, operating, controlling, consulting or engaging in any personal businesses that are in conflict of interest with the Company as at the date of this agreement. *(State the company and nature of business, if you and/or relatives are involved).*

*Immediate family means spouse, children and parents.*

*Immediate relatives means brothers, sisters, parents-in-law, brothers-in-law & sisters-in-law.*

_____ (Company Name)	_____ (Nature of business)	_____ (Name & Relationship with Employee)
-------------------------	-------------------------------	--

_____ (Company Name)	_____ (Nature of business)	_____ (Name & Relationship with Employee)
-------------------------	-------------------------------	--

_____ (Company Name)	_____ (Nature of business)	_____ (Name & Relationship with Employee)
-------------------------	-------------------------------	--

## EMPLOYEE

## WITNESS

\_\_\_\_\_  
(Print name)

\_\_\_\_\_  
(Print name)

\_\_\_\_\_  
(Company)

\_\_\_\_\_  
(Company)

\_\_\_\_\_  
(Department)

\_\_\_\_\_  
(Department)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Date)

\* Please state in the blank **involved/not involved**