

## **Directors' & Senior Management's Conflict of Interest Policy**

### **THIS POLICY APPLIES TO:**

PENSONIC HOLDINGS BERHAD  
(Registration No.: 199401014746 (300426-P))

KEAT RADIO CO. SDN. BHD.  
(Registration No.: 197701001588 (32600-X))

PENSONIC (H.K.) CORPORATION LIMITED ("PHK")  
(Registration No.: 528230)

PENSONIC INDUSTRIES SDN. BHD.  
(Registration No.: 197901003315 (151380-K))

PENSIA PLASTIC INDUSTRIES SDN. BHD.  
(Registration No.: 198601002235 (151380-K))

PENSONIC PARTS & SERVICE SDN. BHD.  
(Registration No.: 198501009223 (141672-X))

PENSONIC (ZHUHAI) HOME APPLIANCES CO LTD  
(Registration No.: 91440400MABQB25C6P)

PENSONIC CORPORATION SDN. BHD.  
(Registration No.: 198201015021 (94785-H))

PENSONIC SALES & SERVICE SDN. BHD.  
(Registration No.: 198701003749 (162419-M))

KOLLEKTION DISTRIBUTION SDN. BHD.  
(Registration No.: 200201029191 (596854-A))

AMTEK MARKETING SERVICES PTE LTD  
(Registration No.: 2003-02751-W)

CORNELL SALES & SERVICE SDN. BHD.  
(Registration No.: 200301001949 (604369-P))

PENSIA INDUSTRIES SDN. BHD.  
(Registration No.: 198501000856 (133300-X))

PENSIA ELECTRONIC SDN. BHD.  
(Registration No.: 198601005806 (154966-M))

PENSONIC (CAMBODIA) CO., LTD  
(Registration No.: 00025698)

PT PENSONIC APPLIANCES INDONESIA  
(Registration No.: 9120204591475)

PT PENSONIC INDUSTRIES INDONESIA  
(Registration No.: 9120306321037)

## Directors' & Senior Management's Conflict of Interest Policy

### 1. INTRODUCTION

- 1.1 This Conflict of Interest Policy ("Policy") outlines the disclosure obligations of each Director and Key Senior Management of Pensonic Holdings Berhad ("Company") and its subsidiaries listed in the first page of this Policy (collectively including the Company, "Group") with respect to conflict of interest, and the procedures to be followed when a conflict of interest arises or potentially arises to ensure systematic identification, disclosure, and management of conflict of interest in an effective and timely manner.
- 1.2 The objective of this Policy aims to ensure that conflict of interest is identified and handled appropriately. Its function is to promoting transparency, foster a culture of honesty and accountability, as well as good governance within the Group.

### 2. DEFINITION

- 2.1 The following definitions shall apply throughout this Policy:-

**"AC"** means Audit Committee.

**"Board"** shall refer to the Board of Directors of the Company.

**"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"** shall refer to the Company's Leadership comprising the following:-

- (a) Group Executive Chairman
- (b) Group Chief Executive Officer ("CEO")
- (c) Group Executive Director
- (d) Chief Finance Officer ("CFO")
- (e) Chief Strategy Officer ("CSO")

**"Pensonic" or "the Company"** shall refer to Pensonic Holdings Berhad (Registration No.: 199401014746 (300426-P))

**"Pensonic Group" or "Group"** shall include the Company and its subsidiaries, collectively.

- 2.2 A conflict of interest arises when the interests of an individual, interfere or appear to interfere with the interests of the Group. It may also occur when an individual's interest makes it difficult to perform their roles objectively and effectively.

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- 2.3 An interest can be a financial or non-financial interest :
- (a) **Financial interests** shall mean an interest can be anything of monetary value, whether the value is readily ascertainable, which is held by an individual, their family or a business entity they own, control or direct. (e.g. salary, wages or other form of income and assets (investments, stocks)).
  - (b) **Non-financial interest** shall mean an interest other than monetary value held by an individual, their family or a business entity they own. (e.g. enhancement of education, reputation)
- 2.4 **Potential** conflict of interest is a conflict that has not yet materialised but may arise subsequently due to prevailing relationship or interest of an individual.
- 2.5 **Perceived** conflict of interest is a conflict which could exist but is not directly tied to any Director or Key Senior Management.

### 3.1 SCOPE

The Policy applies to all Directors and Key Senior Management of the Group.

It covers conflict of interest that may arise between their personal interests and the interests of the Company or its subsidiaries. The personal interests shall include but not limited to the interests of family member, i.e. spouse, parent, child (including adopted child or step- child), siblings, spouse of child or siblings of the Director and Key Senior Management of the Group or any company, corporation owned or controlled by them in which they have substantial personal interest.

### 4.1 CIRCUMSTANCES WHICH CONSTITUTE OR MAY GIVE RISE TO CONFLICT OF INTEREST

- 4.1 Conflict of interest situations may take many forms. The Directors and Key Senior Management of the Group should be vigilant in identifying situations that may give rise to a conflict of interest.
- 4.2 These situations include, but not limited to:
- (a) **Business relationships with relatives or close associates**  
Director or Key Senior Management may have relatives or close associates who are involved in businesses that have dealings with the Group. Any transactions or agreements involving such relationships must be subject to rigorous scrutiny to ensure fairness and transparency.
  - (b) **Investments or financial interests in competing entities**  
Director or Key Senior Management may have personal investments or financial interests in entities that compete with or have interests adverse to the Companies or its subsidiaries. Any decisions or actions taken by these individuals must be evaluated to ensure that they do not unduly benefit or disadvantage competing entities.

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(c) **Outside employment or Directorships**

Director or Key Senior Management may hold positions as employees, consultants or board members of other business entity. Any potential conflicts of interest arising from these outside roles must be disclosed and managed appropriately in order to avoid compromising their obligations to the Group.

(d) **Gifts, gratuities or favours**

Director or Key Senior Management may be offered gifts, gratuities, or favours from individuals or entities with whom the Company or its subsidiaries has business relationships. Acceptance of such items must be evaluated carefully to prevent the appearance of impropriety or undue influence on decision-making.

(e) **Personal relationships**

Director or Key Senior Management may have personal relationships with individuals who have business dealings with the Company or its subsidiaries. These relationships must be disclosed, and steps must be taken in order to ensure that decisions made by these individuals are not influenced by personal considerations.

### 5.1 DISCLOSURE OF CONFLICT OF INTEREST

5.1 Director or Key Senior Management who becomes aware of a conflict of interest must promptly disclose the nature and extent of the conflict to the Company.

5.2 Disclosure should occur as soon as practicable after the relevant facts have come to the knowledge of the individual and should be made on a quarterly basis, including at all board meetings.

5.3 Disclosure should include all relevant details, such as the nature and extent of interest (including interest in any competing business with the Group), the relationship or transaction involved and the potential impact on the Company using the prescribed standard form as set out in **Appendix I**.

5.4 If a Director is in doubt whether he/she has a conflict of interest, he/she should seek advice from the Company Secretary.

### 6.1 MANAGEMENT OF CONFLICT OF INTEREST

6.1 The AC shall review and report any conflict of interest situations to the Board, along with the measures taken to resolve, eliminate, or mitigate such conflicts. These disclosures should be included in the Audit Committee Report.

6.2 The AC review and disclosure must cover conflict of interest situations that arose or may arise during the financial year, as well as persisting conflict of interest from previous financial years.

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- 6.3 The Board may determine appropriate measures to address conflict of interest, including but not limited to the following:-
- (a) Require Directors and Key Senior Management of the Company to promptly and regularly declare conflicts of interest, including during board meetings and at regular intervals.
  - (b) Restrict the participation of individuals with conflicts of interest in relevant board, committees, or general meetings, requiring them to abstain or recuse themselves from deliberations and voting on matters related to the conflict.
  - (c) Conducting an assessment during annual performance appraisal and before new appointments.
  - (d) Executing non-disclosure or confidentiality agreements to protect confidential and proprietary information or trade secrets.
  - (e) Restricting Director and Key Senior Management from participating in businesses that compete with the Company or Pensonic Group.
  - (f) In cases where conflict of interest significantly affects the performance of Director or Key Senior Management, requiring them to divest the conflicting interest or consider resigning from the Company or Pensonic Group. Taking into the account the significance of the conflict of interest and potential ramifications of a failure to handle the conflict properly, Directors should consider whether to inform the Board not to send them board papers relating to the resolution.

### 7. RECORDS MAINTENANCE

- 7.1 The Company Secretary shall be responsible to record minutes of meeting of the Board or in the board circular resolution as the case may be, where conflicts of interest were discussed or addressed.
- 7.2 These records shall be made available for inspection by auditors or other regulatory authorities upon request.
- 7.3 Pensonic will take all reasonable steps to ensure compliance with Personal Data Protection Act in collecting and using the information as part of the assessment process. The information gathered from the assessments shall be strictly for the Board's use for the purpose of the assessment and not for public disclosure.

### 8. BREACH OF POLICY

Failure to disclose a conflict of interest, provide complete and accurate information on the conflict or appropriately manage the conflict is a breach of amongst others, this Policy, Listing Requirements of Bursa Malaysia Securities Berhad, the Companies Act 2016, and could result in amongst others, disciplinary action being taken by Pensonic.

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### **9. REVIEW OF POLICY**

This Policy is subject to periodic review and shall be updated as and when necessary by the Board.

-END-

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**PENSONIC HOLDINGS BERHAD [Registration No. 199401014746 (300426-P)] (Incorporated in Malaysia)**

Disclosure of Conflict of Interest or Potential Conflict of Interest Form

The Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") requires a listed issuer to disclose the nature and extent of any conflict of interest or potential conflict of interest including interest in competing business involving directors, key senior management and legal representative of a listed corporation. The purpose of this Disclosure Form is to assist the Director/Key Senior Management of **PENSONIC HOLDINGS BERHAD** ("the Company") in disclosing conflict of interest or potential conflict of interest that arises/may arise.

**Instruction to complete the form**

Kindly indicate with a  on the relevant section and complete the information as required. Supporting documents could be appended if required.

**NO CONFLICT OF INTEREST**

After having read and considered the contents of the Conflict of Interest Policy of the Company, I hereby declare that I am not aware of any conflict of interest (both financial and non-financial) or potential or perceived conflict of interest (both financial and non-financial) including interest in competing business with the Company and its subsidiaries ("**Group**").

**CONFLICT OF INTEREST (IF ANY)**

I, being a Director/Key Senior Management of the Company do hereby declare on conflict of interest (if any) with the Group as follows (to delete if not applicable):

I use property, information or position of the Group for my personal purpose or business.

Date	Property, information or position of the Group which is used	Purpose for the use of property, information or position	Impact to the Group

I channel benefits or resources meant for the Group for my personal purpose or business.

Date	Benefits or resources meant for the Group	Purpose for the use of benefits or resources	Impact to the Group

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**PENSONIC HOLDINGS BERHAD [Registration No. 199401014746 (300426-P)] (Incorporated in Malaysia)**

Disclosure of Conflict of Interest or Potential Conflict of Interest Form

I leverage on the Group's business plans/information for my personal purpose or business.

Date	Business plans/information of the Group being leveraged	Purpose for the leveraging of the business plans	Impact to the Group

I am involved in a business which offers similar products or services that are likely to substitute the products or services offered by the Group.

Name of business	Products or services offered by the business	Nature of involvement* (Director/Shareholder/Others)	Impact to the Group

*\*For shareholding, kindly state if it is direct or indirect interest and the number of shares held.*

I hold offices, directorships or shares in business which is competing with the Group.

Name of business	Nature of business	Nature of involvement* (Director/Shareholder/Others)	Impact to the Group

*\*For shareholding, kindly state if it is direct or indirect interest and the number of shares held.*

I provide financial assistance to or receive financial assistance from the Group on terms and conditions which are more favourable than normal commercial terms.

Date	Type of financial assistance provided/received	Total amount of financial assistance	Terms and conditions agreed	Terms and Conditions under normal commercial terms	Impact to the Group

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**PENSONIC HOLDINGS BERHAD [Registration No. 199401014746 (300426-P)] (Incorporated in Malaysia)**

Disclosure of Conflict of Interest or Potential Conflict of Interest Form

I discloses trade secrets to a competitor where he or she has an interest in.

Description of property	Date of purchase	Consideration	Details of Conflict	Impact to the Group

I influence decision of the Group to invest in or purchase from the company where I can enjoy the benefit either financially or non-financially.

Description of contract	Date of contract	Consideration	Details of Conflict	Impact to the Group

I priorities my private venture by depriving the Group from an identified business opportunity.

Description of Transaction	Date of Transaction	Consideration	Details of Conflict	Impact to the Group

Any other conflict of interest situation:

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Disclosure of Conflict of Interest or Potential Conflict of Interest Form

**POTENTIAL OR PERCEIVED CONFLICT OF INTEREST**

I, being a Director/Key Senior Management of the Company do hereby declare my potential or perceived conflict of interest with the Group that has yet to materialise but may arise as follows (to delete if not applicable):

I have Close Relationship\* with another Director/Key Senior Management of the Group / external stakeholder with whom the Group has business relations with (including but not limited to business associates\* of the Group and/or authorities issuing material licences or permits of the Group) / persons who may be a director, major shareholder, partner, or a person with executive power of an entity or organisation involved in competing business with the Group and/or are business associates of the Group.

Description of Close Relationship*	Nature of potential / perceived conflict of interest	Impact to the Group

\*Close Relationship refers to family member of the other person, where "family" shall have the meaning as defined in the Bursa Securities Listing Requirements, i.e.: (a) spouse, (b) parent, (c) child including adopted child and step-child, (d) brother or sister and (e) spouse of persons referred to in (c) and (d).

\*Business associates includes associated and affiliated companies of the Group, franchisees, partners, vendors, suppliers, contractors, sub-contractors, professionals, consultants, agents, representatives, and others performing work or services for or on behalf of the Group.

I have similar business with that of the Group in a geographical location which the Group is not currently operating in but may expand its venture subsequently.

Name of Business	Nature of business	Geographical location the business is currently operating in	Impact to the Group

I am involved in a business which offers similar products or services which the Group is not currently providing, but which may expand its venture subsequently.

Name of Business	Products or services offered by the business	Nature of involvement* (Director/Shareholder/Others)	Impact to the Group

\*For shareholding, kindly state if it is direct or indirect interest and the number of shares held.

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**PENSONIC HOLDINGS BERHAD [Registration No. 199401014746 (300426-P)] (Incorporated in Malaysia)**

Disclosure of Conflict of Interest or Potential Conflict of Interest Form

I hold offices, directorships or shares in business that which is not currently competing with the Group, but which might be competing with the Group if it expands its venture subsequently.

Name of business	Nature of business	Nature of involvement* (Director/Shareholder/Others)	Impact to the Group

\*For shareholding, kindly state if it is direct or indirect interest and the number of shares held.

Any other potential or perceived conflict of interest situation:

**CONFIRMATION AND UNDERTAKING**

I confirm that the above-mentioned information disclosed is true and correct to the best of my knowledge. Should any conflict of interest situation arises/may arise, I agree to undertake the declaration of the conflict of interest situation to the Board as soon as practicable after the relevant facts have come to my knowledge as well as on a periodic and regular basis including at all board meetings.

Signature : \_\_\_\_\_  
 Name : \_\_\_\_\_  
 Designation : \_\_\_\_\_  
 Date : \_\_\_\_\_