

Niche Capital Emas

NICHE CAPITAL EMAS HOLDINGS BERHAD GROUP CONFLICT OF INTEREST POLICY

1. POLICY STATEMENT

Niche Capital Emas Holdings Berhad (“**NICE**”) and its subsidiaries (collectively, the “**Group**”) are committed to upholding high standards of corporate governance, professionalism, integrity and ethical conduct in line with the Malaysian Code on Corporate Governance 2021 (“**MCCG 2021**”) and the Corporate Governance Guide (4th Edition) issued by Bursa Malaysia Securities Berhad (“**Bursa Securities**”).

All Directors and Key Senior Management of the Group are expected to discharge their duties honestly, diligently and in good faith, and to avoid situations where their personal interest’s conflict, or may reasonably be perceived to conflict, with the interests of the Group.

This Policy supports, among others, MCCG 2021 Practices relating to ethical conduct, integrity in decision-making, transparency, accountability and the management of conflicts of interest, including the proper handling of Related Party Transactions.

The objective of this Policy is to ensure that appropriate processes and procedures are observed by Directors and Key Senior Management of the Group (as defined in Clause 3) in identifying, disclosing, managing and, where necessary, mitigating actual, potential or perceived conflicts of interest (“**COI**”), including circumstances that may give rise to Related Party Transactions (as defined in Clause 3).

2. SCOPE AND APPLICATION

This Policy applies to all Directors and Key Senior Management of the Group, including the Chief Executive Officer, Chief Financial Officer, Chief Operations Officer of the Company or any of its subsidiaries, and any other person primarily responsible for the management of any subsidiary of the Group (“**Person**”).

3. DEFINITIONS

COI generally refers to situations where:

- a) the interests of a Person (who is often a person in a position of trust), conflict, or appear to conflict, with the interests of the Company or its subsidiaries; or

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b) a Person has interests that could compromise, or be perceived to compromise, his or her ability to perform duties objectively, independently and effectively.

Other definitions:

“**CA**” means the Companies Act 2016.

“**Related Party Transaction**” means a transaction entered into by the Company or its subsidiaries involving the direct or indirect interest of a related party, as defined in the Main Market Listing Requirements of Bursa Securities.

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

4. WHAT CONSTITUTE A CONFLICT OF INTEREST

In accordance with MCCG 2021 and the Corporate Governance Guide (4th Edition), a COI arises where a Person with a vested interest in the Company is in a position, or has the opportunity, to influence the Company’s business, strategy or decision-making processes in a manner that may result in personal gain, benefit or advantage, whether financial or non-financial.

A COI may be actual, potential or perceived, and includes situations where the independence, objectivity or fiduciary obligations of a Person may be impaired or may reasonably be perceived to be impaired.

An interest giving rise to a COI is not limited to direct financial interests and may include indirect financial interests as well as non-financial interests.

Type of Interests

- **Direct Interest** – interests held directly by a Person including personal, family, professional or business interest.
- **Indirect Interest** – interests held by family members, close associates, or entities with which a Person has, or recently had, a close personal, professional or business interests’ relationship.

Nature of Interest

- **Financial Interest** may include, but are not limited to remuneration, fees or rewards, monetary benefits, property or assets, contracts or business opportunities, discounts, gifts or hospitality, and shares or other securities.

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- **Non-Financial Interests** may include, but are not limited to competing loyalties or duties, favouritism or bias, personal relationships, animosity or conflicts of allegiance, and commitments to external organisations.

Potential COI refers to circumstances where a conflict has not yet materialised, but may reasonably be expected arise in the future due to existing relationships, interests or positions held by a Person, consistent with the forward-looking approach advocated under MCCG 2021.

5. GUIDING PRINCIPLES

Consistent with MCCG 2021, the Board is responsible for establishing policies and procedures to identify, manage and, where appropriate, mitigate conflicts of interest to safeguard the interests of the Company and its shareholders.

A Person shall at all times act in the best interests of the Company. Where a conflict arises between a Person's duty to the Company and his or her personal interests, the duty to the Company shall prevail.

A Person shall avoid placing himself or herself in situations of actual, potential or perceived COI. Where avoidance is not possible, a Person must promptly and fully disclose the relevant interest in accordance with this Policy.

In relation to directorships, employment or appointments with other organisations or entities, consideration may be given in line with MCCG 2021 where such roles relate to family-owned businesses or non-commercial entities such as social, charitable or community-based organisations, provided that such roles do not impair a Person's ability to act in the best interests of the Company.

A Person must safeguard the confidentiality of the Group's information and shall not use such information for personal benefit or for the benefit of any other person, nor cause or recommend any third party to do so.

A Person shall not use his or her position within the Group to influence business decisions in a manner that results in personal benefit to himself or herself, family members or connected persons.

All business decisions must be made based on integrity, sound judgment, accountability and ethical considerations, free from personal interests, in line with the principles of MCCG 2021.

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A Person shall act in the best interest of the Company and in the event of any conflict between his/her duty to act in the best interest of the Company and his/her personal interest, he/she shall not subordinate his/her duty to act in the best interest of the Company against his personal interest.

6. CIRCUMSTANCE WHICH CONSTITUTE OR GIVE RISE TO COI

In line with the Corporate Governance Guide (4th Edition), the following examples illustrate circumstances that may give rise to COI which may be direct or indirect, actual or potential, and financial or non-financial and require heightened scrutiny, disclosure and appropriate management measures:

Examples of situations (which are not exhaustive) that may give rise to a COI include:

- where a Person has an interest in a contract or proposed contract with any Group company;
- where a Person holds another office or owns property that may conflict with his or her duties to the Group;
- where a Person uses the Group's assets, information or position for personal gain; and
- where a Person takes advantage of a business opportunity that properly belongs to the Group.

7. PROCEDURES FOR DEALING WITH COI

The procedures set out below are intended to ensure transparency, accountability and independence in decision-making, as envisaged under MCGG 2021 and the Corporate Governance Guide (4th Edition).

a) Contracts with the Group

A Person may enter into transactions with the Group provided that full disclosure of the interest is made and all necessary approvals are obtained in accordance with the CA, the LR and any other applicable regulatory requirements. Certain transactions may require approval by shareholders of the Company at a general meeting, subject to the applicable thresholds and criteria.

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b) Duty of disclosure and recusal

- A Person who has a direct or indirect interest in any material transaction or arrangement involving the Group, or who holds any office or property that may give rise to a conflict, must declare the nature, extent and details of such interest to the Board and the Company Secretary in writing as soon as practicable after becoming aware of the relevant facts.
- Disclosure is also required where the interest relates to the Person's spouse or child, including an adopted or stepchild, in line with the connected person concept under the LR.
- Where there is any change in the nature or extent of a previously disclosed interest, a further disclosure must be made promptly.
- An interested Person shall abstain from all deliberations and decision-making in respect of the relevant transaction or arrangement. The interested Person shall not be present during discussions or voting on the matter and shall withdraw from the meeting where required, consistent with MCCG 2021 expectations on independent judgment.
- The interested Director may be counted towards the quorum of the Board meeting, except where the sole or principal business of the meeting relates to the relevant transaction or arrangement.

c) Compliance with Legal and Regulatory Requirements

A Person must comply with all applicable requirements relating to COI under the CA, the LR, MCCG 2021, the Corporate Governance Guide (4th Edition), the Group's policies on COI and Related Party Transactions, as well as any other relevant laws or regulations.

8. RECORDS MAINTENANCE

All disclosures of COI shall be properly recorded by the Company Secretary in the minutes of the Board meeting at which the disclosure is made, or, if made outside a meeting, in the minutes of the next Board meeting.

Such records shall be maintained and made available for inspection by auditors or relevant regulatory authorities upon request.

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9. REVIEW AND PUBLICATION

In accordance with MCCG 2021, the Board shall periodically review the adequacy and effectiveness of this Policy at least once every three (3) years, or earlier if required by changes in laws, regulations, listing requirements or business circumstances.

Any material amendments to this Policy shall be approved by the Board.

This Policy shall be published on the Company's website at www.nichecapital.com.my to promote transparency and accessibility to shareholders and stakeholders.

Adopted by the Board of Directors on 24 February 2026

CONFLICT OF INTEREST POLICY DOCUMENT VERSION CONTROL	
VERSION	DATE ISSUED / REVISED
1.0	24 Feb 2026