



CONFLICT OF INTEREST POLICY

Purpose

This policy (the “Policy”) is intended to set out a framework for how Aztech Global Ltd. and its subsidiaries (collectively, the “Group”) manages conflict of interest situations that may arise from time to time. This is with a view towards:

- (a) clearly expressing the Group’s expectations in respect of conflicts of interest;
- (b) advising all employees of their responsibility to disclose conflicts of interest and maintain high ethical standards; and
- (c) ensuring that all business decisions are made in the best interests of the Group.

“Conflict of Interest”

A “conflict of interest” arises in a situation where an employee has a personal interest that is sufficient to influence, or appears to influence, the objective exercise of his official duties to the Group. This can impair an employee’s ability to make objective, unbiased business decisions.

While it is not possible to define all scenarios and relationships which may give rise to a conflict of interest and each case must be assessed on a specific basis, some of the more common examples of conflicts of interest include the following:

- (a) Having any interest or dealings in respect of any business which is a competitor, a customer, a supplier or partner of the Group or any business planning to work with the Group in any of the aforementioned capacities.
- (b) A close family member (including children, in-laws, partner or spouse) having any interest or dealings in respect of any business which is a competitor, a customer, a supplier or partner of the Group or any business planning to work with the Group in any of the aforementioned capacities.
- (c) Having a close or longstanding friendship with any person who has any interest or dealings in respect of any business which is a competitor, a customer, a supplier or partner of the Group or any business planning to work with the Group in any of the aforementioned capacities.

Expectations

All employees are required to:

- (a) Act at all times, with impartiality, independence and integrity. This includes:
 - (i) rejecting any business practice which might reasonably be deemed to be improper (regardless of whether the Group benefits from such practice or not);



- (ii) never using one's role in the Group for personal gain; and
 - (iii) not putting oneself (or giving the appearance of putting oneself) in a position which may result in an actual or potential detriment to the Group's reputation and interests.
- (b) Disclose to their supervisors and seek their supervisor's directions on any issues which may conflict or potentially conflict with their responsibilities to the Group, and comply with the actions recommended by management to address such conflicts.
 - (c) Refrain from engaging in any deals on behalf of the Group with any entity in relation to which they have any interest.

Managing Conflicts of Interest

All key employees (i.e. senior management level employees) will be required to:

- (a) make a declaration of their interests in a declaration form (a sample of which is set out in the Schedule of this Policy), which will be maintained by the human resource department working together with the legal team; and
- (b) review and update their declaration from time to time on an annual basis.

If any other employee is in a conflict of interest situation or in a situation which may develop into a conflict of interest situation must immediately alert their supervisors. The supervisors will then consult with the legal team on the appropriate steps. If the legal team is of the view that such situation needs to be disclosed, the management procedure above that is applicable to key employees shall also apply to that employee. If the legal team is of the view that such situation does not need to be disclosed at the relevant point in time, the supervisors will continue to check in on that employee on an annual basis to review the situation and update the legal team.

In any case, actual conflicts of interest must be avoided and potential conflicts of interests must be carefully managed. If any employee is involved in a conflict of interest situation or in a situation which may develop into a conflict of interest situation, the management team reserves the discretion to transfer that employee to a different department such that the conflict or potential conflict is neutralised.

All employees are to approach their supervisors if they have any questions about whether they are involved in any circumstances which may give rise to a conflict of interest.



SCHEDULE: DECLARATION FORM

Date:

To: Aztech Global Ltd.

Dear Sirs,

Declaration by Key Employee

Interest in companies*

- I have an interest in the securities of the corporations listed in Part A of the Annex.
- I have no interest in the securities of the corporations listed in Part A of the Annex.

Holds office in other companies*

- I am currently serving as a member of the Board or an Executive Officer of the corporations listed in Part B of the Annex.
- I am not currently serving as a member of the Board or an Executive Officer of the corporations listed in Part B of the Annex.

I confirm that the disclosure made herein is complete and accurate.

Yours faithfully,

Name:
Designation:

*Please tick the appropriate box.



Annex: Declaration

A. Interest in Securities

Please state "NA" if not applicable.

S/N	Name of Corporation	Nature of Interest*	No. of Securities Held	% of that Class of Securities Held
1.				
2.				
3.				

* See definition of "interest" in Section 7 of the Companies Act (Chapter 50) and Sections 4 and 130(5) of the Securities and Futures Act (Chapter 289).

B. Directorships and Executive Positions

Please state "NA" if not applicable.

S/N	Name of Corporation	Nature of Appointment	Date of Appointment
1.			
2.			
3.			

Kindly note that for the purposes of Part B of this Annex, it is not necessary to state directorships and executive positions in Aztech Global Ltd. and its subsidiaries.