

Conflict of Interest Policy

Policy Ref	Version
AL-POL-COI-002	v1.0

1. Purpose and Policy Statement

- 1.1. AsiaLink is committed to ensuring that all business decisions are made objectively, in the best interests of AsiaLink and its clients, free from the influence of personal interests. This Policy establishes a framework for identifying, disclosing, managing, and where necessary prohibiting conflicts of interest.
- 1.2. This Policy is issued pursuant to the duties imposed on directors by the Companies Ordinance (Cap. 622, Laws of Hong Kong), in particular sections 465 (duty to act in the way most likely to promote the success of the company), 536 (duty to avoid conflicts of interest), and 537 (duty not to accept benefits from third parties). It supplements but does not replace those statutory obligations.
- 1.3. The existence of a conflict of interest does not necessarily mean that a breach has occurred. However, failure to disclose a known conflict of interest is a serious breach of this Policy and may constitute a breach of statutory duty.

2. Scope and Application

- 2.1. This Policy applies to all directors, officers, employees, secondees, interns, and contractors of Ambrosia Holdings Limited and its venture AsiaLink. Directors are additionally subject to the statutory duties set out in Part 11 of the Companies Ordinance (Cap. 622).
- 2.2. This Policy applies globally to all activities conducted on behalf of AsiaLink, including those conducted through third parties such as agents, partners, and contractors who act on AsiaLink's behalf.
- 2.3. Where local law imposes more stringent requirements than this Policy, the more stringent requirement shall apply. Where local law permits conduct that this Policy prohibits, this Policy shall prevail.

3. Definitions

- 3.1. "Conflict of Interest" means any situation in which an individual's personal interests, or the interests of a connected person, could or does improperly influence the individual's judgement, decisions, or actions in the performance of their duties to AsiaLink.
- 3.2. "Connected Person" means a family member (spouse, partner, parent, child, or sibling), close friend, or any entity in which the individual holds a financial interest, directorship, or management position.
- 3.3. "Material Interest" means a financial interest that is not negligible and that could reasonably be expected to affect an individual's judgement.
- 3.4. "Declaration" means a formal written disclosure of a conflict of interest or potential conflict of interest made in accordance with this Policy.

4. Types of Conflict of Interest

- 4.1. The following are examples of situations that may give rise to a conflict of interest. The list is illustrative and not exhaustive:
 - 4.1.1. holding a financial interest in, or directorship of, a supplier, client, or competitor of AsiaLink;
 - 4.1.2. having a personal relationship with a supplier, client, or counterparty from whom AsiaLink is seeking to obtain or has obtained a commercial advantage;
 - 4.1.3. receiving gifts, hospitality, or other benefits from a supplier, client, or Third Party beyond the thresholds in the Anti-Bribery Policy;
 - 4.1.4. being involved in the selection, appointment, supervision, or remuneration of a Connected Person;
 - 4.1.5. using AsiaLink's resources, relationships, or confidential information for personal benefit or for the benefit of a Connected Person;
 - 4.1.6. competing with AsiaLink or pursuing a business opportunity that AsiaLink would or might wish to pursue; and

- 4.1.7. acting as a director or adviser of another entity whose interests may conflict with those of AsiaLink.

5. Disclosure Obligations

- 5.1. All Personnel are required to disclose promptly to the CEO any actual, potential, or perceived conflict of interest as soon as it arises or becomes apparent. Directors must make disclosure to the full Board.
- 5.2. Directors are additionally required to comply with section 536 of the Companies Ordinance (Cap. 622), which requires a director to declare the nature and extent of any interest in a proposed transaction or arrangement with AsiaLink at a meeting of the directors or by notice in writing.
- 5.3. Disclosure shall be made using AsiaLink's Conflict of Interest Declaration Form and shall include: (a) a full description of the nature and extent of the conflict; (b) the names of all parties involved; (c) any financial interest or benefit received or anticipated; and (d) the steps proposed to manage the conflict.
- 5.4. Declarations shall be maintained on file by the CEO's office and reviewed annually. All Personnel are required to update their declarations promptly if circumstances change.
- 5.5. Where Personnel are uncertain whether a situation constitutes a conflict of interest, they are required to disclose it. When in doubt, disclose.

6. Management of Conflicts of Interest

- 6.1. Upon receipt of a Declaration, the CEO (or the Board in the case of a director) shall assess the conflict and determine the appropriate management measures, which may include:
 - 6.1.1. recusal of the individual from any decision, negotiation, or process in which the conflict arises;
 - 6.1.2. enhanced supervision or independent oversight of the relevant transaction or decision;
 - 6.1.3. divestment of the financial interest giving rise to the conflict;
 - 6.1.4. resignation from the conflicting role or position; or
 - 6.1.5. in the case of a director, compliance with the board approval requirements of sections 536–537 of the Companies Ordinance (Cap. 622).
- 6.2. Where the CEO is the subject of the conflict, the matter shall be referred to the Board.
- 6.3. A conflicted individual shall not participate in any decision regarding the management of their own conflict.

7. Outside Directorships and Business Interests

- 7.1. All Personnel must obtain prior written approval from the CEO before:
 - 7.1.1. accepting a directorship, partnership interest, or advisory role in any external entity;
 - 7.1.2. accepting any paid employment or consultancy outside of AsiaLink; or
 - 7.1.3. establishing or acquiring a material interest in any business that operates in a sector related to AsiaLink's business.
- 7.2. Approval may be granted subject to conditions, including restrictions on the use of AsiaLink's confidential information and limitations on the nature of the external role.
- 7.3. All approved outside interests shall be recorded in AsiaLink's Register of Interests.

8. Corporate Opportunities

- 8.1. Personnel shall not divert to themselves or to any Connected Person any business opportunity that they become aware of in the course of their duties to AsiaLink and that AsiaLink would or might reasonably be expected to wish to pursue.
- 8.2. Where Personnel become aware of a business opportunity that is outside the scope of AsiaLink's current activities, they shall disclose it to the CEO before taking any personal action in relation to it.

9. Reporting Obligations and Whistleblowing

- 9.1. All personnel are required to report promptly any actual or suspected breach of this Policy to the CEO or, where the CEO is implicated, to the Board of Directors of Ambrosia Holdings Limited.
- 9.2. Reports may be made by email to asialink@am-ho.com marked "Private and Confidential – Policy Compliance", or directly in person to the CEO or a director.
- 9.3. AsiaLink will treat all reports in strict confidence to the extent permitted by law and will not tolerate any form of retaliation against any person who makes a genuine report in good faith.

9.4. Failure to report a known or suspected breach is itself a breach of this Policy.

10. Consequences of Breach

- 10.1. Any breach of this Policy by an employee, director, officer, or contractor may result in disciplinary action up to and including summary dismissal, termination of contract, and referral to law enforcement authorities.
- 10.2. AsiaLink reserves the right to recover from any individual any loss, damage, fine, or penalty suffered by AsiaLink as a result of a breach of this Policy.
- 10.3. Breach of this Policy may also constitute a criminal offence under applicable law, including the Prevention of Bribery Ordinance (Cap. 201, Laws of Hong Kong), and may result in personal criminal liability for the individual concerned.

11. Policy Governance and Review

- 11.1. This Policy is owned by the CEO of AsiaLink and is approved by the Board of Directors of Ambrosia Holdings Limited.
- 11.2. This Policy shall be reviewed annually or sooner if required by changes in applicable law, regulatory guidance, or AsiaLink's business activities.
- 11.3. All personnel are required to acknowledge receipt and understanding of this Policy upon commencement of engagement and upon each subsequent revision.
- 11.4. Questions regarding the interpretation or application of this Policy should be directed to the CEO.

ANNUAL DECLARATION — CONFLICT OF INTEREST

I confirm that I have read and understood the Conflict of Interest Policy and that:

- ☐ I have no conflicts of interest to declare at this time.
- ☐ I have the following conflict(s) of interest to declare (attach Conflict of Interest Declaration Form).

Full Name: _____ Position: _____

Signature: _____ Date: _____