

## 11. CONFLICT OF INTEREST

### 11.1 INTEREST IN ENTITIES WHICH CARRY ON A SIMILAR TRADE AS OUR GROUP OR ARE OUR CUSTOMERS OR SUPPLIERS

#### 11.1.1 Involvement of our Directors and substantial shareholders in entities which carry on a similar trade as our Group

As at the LPD, save as disclosed below, none of our Directors or substantial shareholders has any interest, direct or indirect, in any entity which is carrying on a similar trade as our Group:

<u>Name of company</u>	<u>Principal activities</u>	<u>Directors and/or substantial shareholders involved</u>	<u>Nature of relationship with the entity</u>	<u>Mitigating factor</u>
Pakar Mewah	Property owner	<ul style="list-style-type: none"> <li>Datuk Yap</li> <li>Datin Loh</li> <li>Datuk Jacky Yap</li> <li>Datuk Sean Yap</li> <li>Yap Lih Shyan</li> </ul>	<p><b><u>Interested Director and substantial shareholder:</u></b></p> <p>Datuk Yap, Datuk Jacky Yap and Yap Lih Shyan are also the directors and substantial shareholders of Pakar Mewah.</p> <p><b><u>Interested Substantial Shareholder:</u></b></p> <p>Datin Loh and Datuk Sean Yap are also the directors and substantial shareholders of Pakar Mewah.</p>	<p>Pakar Mewah is a holding company which only owns a land together with residential properties measuring a built-up area of approximately 15,000 sq. ft. occupied by Datuk Yap, Datin Loh, Datuk Jacky Yap, Datuk Sean Yap and Yap Lih Shyan located in Melaka for their own personal residence.</p> <p>Based on the above, our Directors' and substantial shareholders' involvement in Pakar Mewah, which is outside our Group, would not give rise to any conflict of interest situation as the principal activities of Pakar Mewah is not similar to our Group's business.</p>

#### 11.1.2 Involvement of our Directors and substantial shareholders in entities which are our customers or suppliers

As at the LPD, save as disclosed below, none of our Directors or substantial shareholders has any interest, direct or indirect, in any entity which is a customer or supplier of our Group.

# 11. CONFLICT OF INTEREST (Cont'd)

Name of company	Principal activities	Directors and/or substantial shareholders involved	Nature of relationship with the entity	Mitigating factor
PSRSB	Properties letting and office management service	<ul style="list-style-type: none"> <li>Datuk Yap</li> <li>Datin Loh</li> <li>Datuk Jacky Yap</li> <li>Datuk Sean Yap</li> <li>Yap Lih Shyan</li> </ul>	<p><b><u>Interested Director and substantial shareholder:</u></b></p> <p>Datuk Yap, Datuk Jacky Yap and Yap Lih Shyan are also the directors of PSRSB.</p> <p>Datuk Yap is also a substantial shareholder of PSRSB.</p> <p><b><u>Interested substantial shareholder:</u></b></p> <p>Datin Loh is also a director and substantial shareholder of PSRSB.</p> <p>Datuk Sean Yap is also a director of PSRSB.</p>	<p>PSRSB rents a portion of the property bearing postal address at:</p> <ul style="list-style-type: none"> <li>No. 16A and 17A, Plaza Seri Kubu, Jalan Tan Chay Yan, 75300 Melaka as an office to SPBSB.</li> <li>No. 16, 17 and 16B, Plaza Seri Kubu, Jalan Tan Chay Yan, 75300 Melaka as an office to Laman Exotika.</li> </ul> <p>The details of the transactions are set out in <b>Section 10.1.2</b> of this Prospectus.</p> <p>The tenancy agreements entered into between PSRSB and SPBSB as well as PSRSB and Laman Exotika dated 20 December 2022 are carried out on arms' length basis and based on normal commercial terms. The property is rented for office purposes.</p> <p>Based on the above and after taking into consideration the terms of the said tenancy agreements, our Directors' and substantial shareholders' involvement in PSRSB which is outside our Group does not give rise to any conflict of interest situation as the principal activities of PSRSB is not similar to our Group's business.</p>

Datuk Yap, Datin Loh, Datuk Jacky Yap, Datuk Sean Yap and Yap Lih Shyan are not involved in the management and day-to-day operations of the Pakar Mewah and PSRSB, other than attending meetings of the board of directors of these companies. Such business does not require their involvement on a daily basis as these businesses are managed by their respective management.

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After Listing, our Audit and Risk Management Committee will oversee any conflict of interest or potential conflict of interest situations for resolution as and when they arise. Our Board will adopt an internal framework and policy to govern and oversee any potential related party transaction, ensuring that any potential related party transactions will be carried out on an arm's length basis. In line with its terms of reference as stated in **Section 5.2.5** of this Prospectus, our Audit and Risk Management Committee will review these potential related party transactions and conflict of interest situation that may arise therefrom. Our Audit and Risk Management Committee will also ensure that any such transactions are carried out on terms that are not detrimental to our Group.

Notwithstanding the above, the interests that are held by our Directors and substantial shareholders and the interests that may be held by our Directors and substantial shareholders in the future in other businesses or corporations which are carrying on a similar trade as our Group and/or our customers or suppliers may give rise to a conflict of interest situation with our business. Where such interests give rise to a conflict of interest situation, our Directors and substantial shareholders and persons connected to them shall abstain from deliberating and voting on the resolutions relating to these matters or transactions that require the approval of our shareholders in respect of their direct or indirect interests. Such transactions will be carried out on arm's length basis and on normal commercial terms.

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## 11. CONFLICT OF INTEREST (Cont'd)

### 11.2 DECLARATION BY ADVISERS ON CONFLICT OF INTEREST

#### 11.2.1 Declaration by HLIB

HLIB, its subsidiaries and associated companies as well as its penultimate holding company, namely Hong Leong Financial Group Berhad, and the subsidiaries and associated companies of Hong Leong Financial Group Berhad (collectively, the “**Hong Leong Group**”) form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, assets and funds management and credit transaction services businesses.

The Hong Leong Group may in the future, engage in transactions with and perform services for our Group. In addition, in the ordinary course of business, any member of the Hong Leong Group may at any time offer or provide its services to or engage in any transaction (on its own account or otherwise) with our Group, hold long or short positions, and may trade or otherwise effect transactions for its own account or the account of its customers in debt or equity securities or senior loans of our Group. This is a result of the business of the Hong Leong Group generally acting independent of each other, and accordingly, there may be situations where parts of the Hong Leong Group and/or its customers now have or in the future, may have interest or take actions that may conflict with the interest of our Group.

HLIB has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Principal Adviser, Bookrunner and Underwriter for our IPO.

#### 11.2.2 Declaration by Sierac

Sierac has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Financial Adviser in relation to our IPO. Its scope of work (which is intended to complement the role of HLIB) as the Financial Adviser includes the following:

- (i) to conceptualize and provide recommendation together with our Principal Adviser on our Group’s restructuring, equity and corporate structure in preparation for our IPO;
- (ii) to devise and provide recommendation together with our Principal Adviser on the listing scheme including the offering structure, IPO pricing and valuation in relation to our IPO;
- (iii) to participate as a member of the due diligence working group for the purpose of due diligence exercise as required for our IPO;
- (iv) to assist our Group in reviewing the management discussion and analysis on the financial position and results of operations of SPB Group for the Period Under Review;
- (v) to assist our Group in compiling information and documents for our IPO;
- (vi) to assist in reviewing this Prospectus and submission documents to the relevant authorities and other agencies or bodies in respect of our IPO and Listing;
- (vii) to assist in reviewing other relevant public documents prepared by the relevant advisers in relation to our IPO;
- (viii) to liaise with all professional advisers involved in our IPO; and
- (ix) to attend to general matters incidental to our IPO.

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**11. CONFLICT OF INTEREST (Cont'd)**

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**11.2.3 Declaration by Tay & Partners**

Tay & Partners has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Solicitors in relation to our IPO.

**11.2.4 Declaration by Grant Thornton Malaysia PLT**

Grant Thornton Malaysia PLT has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Auditors and Reporting Accountants for our IPO.

**11.2.5 Declaration by Protégé Associates Sdn Bhd**

Protégé Associates Sdn Bhd has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Independent Market Researcher for our IPO.

**11.2.6 Declaration by CBRE WTW Valuation & Advisory Sdn Bhd**

CBRE WTW Valuation & Advisory Sdn Bhd has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Independent Valuer for our IPO.

**11.2.7 Declaration by Henry Butcher Malaysia (Penang) Sdn Bhd**

Henry Butcher Malaysia (Penang) Sdn Bhd has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Independent Valuer for our IPO.