

11. CONFLICT OF INTEREST

11.1 INTEREST IN ENTITIES CARRYING ON A SIMILAR TRADE OR CUSTOMERS AND/OR SUPPLIERS OF OUR GROUP

11.1.1 Involvement of our Directors and substantial shareholders in entities which carry on a similar trade as that of our Group or which are our customers or suppliers

As at the LPD, save as disclosed below, our Directors and substantial shareholders do not have any interest, direct or indirect, in any entities which are carrying on a similar trade as that of our Group or which are our customers and/or suppliers:

No.	Entity	Directors and/or substantial shareholders	Nature	Principal activity	Nature of interest
1.	Systemizer Technic Sdn Bhd (“ Systemizer Technic ”)	<u>Substantial shareholder</u> Moh Ung Nang	Supplier of network configuration and professional services to our Group	Selling types of information technology, installing and maintaining hardware	Moh Ung Nang holds 10.00% equity interest in Systemizer Technic. Moh Ung Nang is our substantial shareholder and Non-Independent Executive Director.
2.	KL-Kepong Rubber Products Sdn Bhd (“ KLK Rubber Products ”)	<u>Directors</u> Dr. Tunku Alina Binti Raja Muhd Alias and Anne Rodrigues née Koh Lan Heong	Similar trade as that of our Group	Manufacturing and trading in rubber products	Dr. Tunku Alina Binti Raja Muhd Alias is an Independent Non-Executive Director of Batu Kawan Berhad (“ BKB ”). She does not have any shareholding in BKB and holds 1,000 ordinary shares in Kuala Lumpur Kepong Berhad (“ KLKB ”), representing less than 0.01% equity interest. Anne Rodrigues née Koh Lan Heong is an Independent Non-Executive Director of KLKB. She holds 1,523 ordinary shares in KLKB, representing less than 0.01% equity interest. KLK Rubber Products is a wholly-owned subsidiary of KL-Kepong Industrial Holdings Sdn Bhd, which in turn is a wholly-owned subsidiary of KLKB. BKB holds 47.16% equity interest in KLKB.

11. CONFLICT OF INTEREST (Cont'd)

No.	Entity	Directors and/or substantial shareholders	Nature	Principal activity	Nature of interest
3.	Synthomer	<u>Directors</u> Dr. Tunku Alina Binti Raja Muhd Alias and Anne Rodrigues née Koh Lan Heong	Supplier of nitrile latex to our Group	Manufacturing, blending, trading and sale of synthetic latex	<p>Dr. Tunku Alina Binti Raja Muhd Alias is an Independent Non-Executive Director of BKB. She does not hold any equity interest in BKB and holds 1,000 shares (representing less than 0.01% equity interest) in KLKB.</p> <p>Anne Rodrigues née Koh Lan Heong is an Independent Non-Executive Director of KLKB. She holds 1,523 shares (representing less than 0.01% equity interest) in KLKB.</p> <p>Synthomer is a wholly-owned subsidiary of Synthomer Holdings Limited, which in turn is a wholly owned subsidiary of Synthomer plc. Synthomer plc is an associate of KLKB. BKB holds 47.16% equity interest in KLKB.</p>
4.	CCM Chemicals Sdn Bhd (“ CCM Chemicals ”)	<u>Directors</u> Dr. Tunku Alina Binti Raja Muhd Alias	Supplier of liquid chlorine and other chemicals to our Group	Manufacturing and marketing of chlor-alkali and coagulant products and marketing of industrial and specialty chemicals	<p>Dr. Tunku Alina Binti Raja Muhd Alias is a Non-Independent Non-Executive Director of Chemical Company of Malaysia Berhad.</p> <p>CCM Chemicals is a wholly-owned subsidiary of Chemical Company of Malaysia Berhad.</p>

11. CONFLICT OF INTEREST (Cont'd)

Notwithstanding the above, our Board is of the view that the interests of our Directors and substantial shareholder in other entities which are carrying on a similar trade as that of our Group or who is a supplier of our Group do not give rise to a conflict of interest situation due to the following:

- (I) Systemizer Technic
 - (a) Systemizer Technic is not a major supplier to our Group and we are not dependent on Systemizer Technic's products for our operations. For FYEs 31 December 2018, 31 December 2019 and 31 December 2020, the value of the products and services supplied by Systemizer Technic to our Group amounted to RM0.1 million, RM0.3 million and RM0.1 million, respectively. These amounts are not deemed material.
 - (b) All the purchases from Systemizer Technic are carried out on arm's length basis and on normal commercial terms which are not more favourable to Systemizer Technic than those generally available to third parties.
- (II) KLK Rubber Products
 - (a) Dr. Tunku Alina Binti Raja Muhd Alias and Anne Rodrigues née Koh Lan Heong are Independent Non-Executive Directors of BKB and KLKB, respectively. They are not directors of KLK Rubber Products nor is Anne Rodrigues née Koh Lan Heong involved in the day-to-day operations or decision-making of KLK Rubber Products.
 - (b) Dr. Tunku Alina Binti Raja Muhd Alias and Anne Rodrigues née Koh Lan Heong do not have any direct equity interest in KLK Rubber Products. Their respective indirect equity interest of less than 0.01% in KLK Rubber Products is not significant.
 - (c) The contribution of KLK Rubber Products to the revenue of KLKB for FYEs 30 September 2017, 30 September 2018 and 30 September 2019 amounted to RM69.4 million, RM65.6 million and RM71.4 million which comprised 0.3%, 0.4% and 0.5% respectively of the total revenue of KLKB of RM21.0 billion, RM18.4 billion and RM15.5 billion for the respective financial years.
- (III) Synthomer
 - (a) Synthomer plc is an associate company of BKB via KLKB and is listed on the London Stock Exchange with its own management team who is responsible for the day-to-day operations and decision-making of the Synthomer group of companies which includes Synthomer.
 - (b) Dr. Tunku Alina Binti Raja Muhd Alias and Anne Rodrigues née Koh Lan Heong are Independent Non-Executive Directors of BKB and KLKB, respectively and are not directors of Synthomer.
 - (c) Dr. Tunku Alina Binti Raja Muhd Alias and Anne Rodrigues née Koh Lan Heong do not have any direct equity interest in Synthomer. Their respective indirect equity interests of less than 0.01% each in Synthomer is not significant.
 - (d) All the purchases from Synthomer are carried out on arm's length basis and on normal commercial terms which are not more favourable to Synthomer than those generally available to third parties.

11. CONFLICT OF INTEREST (Cont'd)**(IV) CCM Chemicals**

- (a) Dr. Tunku Alina Binti Raja Muhd Alias is a Non-Independent Non-Executive Director of Chemical Company of Malaysia Berhad and is not a director of CCM Chemicals, nor is she involved in the day-to-day operations or decision-making of Chemical Company of Malaysia Berhad or CCM Chemicals.
- (b) Dr. Tunku Alina Binti Raja Muhd Alias does not have any direct or indirect equity interest in either Chemical Company of Malaysia Berhad or CCM Chemicals.
- (c) All the purchases from CCM Chemicals are carried out on arm's length basis and on normal commercial terms which are not more favourable to CCM Chemicals than those generally available to third parties.

As set out in Section 10.2.1 of this Prospectus, our Audit Committee will review such conflict of interest situation that may arise within our Company or our Group including such transaction, procedure or course that raises questions on management integrity. Our Audit Committee will also ensure that any such transactions are carried out on terms that are not detrimental to our Group.

Notwithstanding, 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. Although such interests may 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.

11.2 DECLARATION BY ADVISERS ON CONFLICTS OF INTEREST**11.2.1 Declaration by Maybank IB**

Maybank IB, being the Principal Adviser for our Listing, Joint Global Coordinator, Joint Bookrunner, Managing Underwriter and Joint Underwriter for our IPO, and its related and associated companies ("**Maybank 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 Maybank Group has engaged and may in the future, engage in transactions with and perform services for our Company and/or our affiliates, in addition to the roles set out in this Prospectus. In addition, in the ordinary course of business, any member of the Maybank Group may at any time offer or provide its services to or engage in any transaction (on its own account or otherwise) with any member of our Group, our shareholders and/or our affiliates and/or any other entity or person, hold long or short positions in securities issued by our Company and/or our affiliates, 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 any member of our Group and/or our affiliates. This is a result of the businesses of the Maybank Group generally acting independently of each other, and accordingly, there may be situations where parts of the Maybank 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. Nonetheless, the Maybank Group is required to comply with applicable laws and regulations issued by the relevant authorities governing its advisory business, which require, among others, segregation between dealing and advisory activities and Chinese wall between different business divisions.

11. CONFLICT OF INTEREST (Cont'd)

As at the LPD, the Maybank Group has extended credit facilities to our Group in our ordinary course of business and is proposing to participate in a new syndicated facility with OCBC Group (as defined below) and another financial institution. Subsequent to the LPD, the facility agreement for such new syndicated facility was entered into on 10 March 2021. The total amount of the new syndicated facility is up to RM282.7 million (with options to upsize up to RM462.7 million), whereby Maybank Group's exposure as at 19 March 2021 is RM84.8 million.

Maybank IB is of the view that the abovementioned does not give rise to a conflict of interest situation in its capacity as Principal Adviser of our Listing, Joint Global Coordinator, Joint Bookrunner, Managing Underwriter and Joint Underwriter for our IPO due to the following:

- (i) the Maybank Group is a licensed commercial bank and the extension of credit facilities to our Group arose in the ordinary course of business of the Maybank Group;
- (ii) the conduct of the Maybank Group in its banking business is strictly regulated by, among others, the Financial Services Act, 2013, Islamic Financial Services Act, 2013 and the Maybank Group's own internal controls and checks; and
- (iii) the total aggregate outstanding amount owed by our Group to the Maybank Group of about RM59.6 million as at 19 March 2021 is not material when compared to the audited NA of the Maybank Group as at 31 December 2020 of RM84.4 billion.

Maybank IB confirms that there is no conflict of interest situation in its capacity as the Principal Adviser of our Listing, Joint Global Coordinator, Joint Bookrunner, Managing Underwriter and Joint Underwriter for our IPO.

11.2.2 Declaration by OASB and OCBC

OASB, a member of the OCBC Group (as defined below) has been appointed as the Financial Adviser for our IPO and OCBC has been appointed as a Joint Bookrunner for our IPO.

OCBC and its affiliates ("**OCBC Group**") form a diversified financial services group. These entities engage in a wide range of retail, commercial and investment banking, brokerage, fund management and other activities for their own account and for the account of others. OCBC Group may be involved in the ordinary course of their business in commercial and investment banking with our Group, the purchase and sale of securities, financing arrangements or financial advisory relationships which may create potential conflict of interest with the appointments of OASB and OCBC. Furthermore, any member of the OCBC Group may at any time offer or provide its services to or engage in any transactions (on its own account or otherwise) with our Group and may trade or otherwise effect transactions for its own account or the account of its customers in debt or equity securities (or related derivative instruments) or senior loans of our Group. This is a result of the businesses of the OCBC Group generally acting independent of each other, and accordingly there may be situations where parts of the OCBC Group now have or in the future, may have interest or take actions that may conflict with the interests of our Group.

As at the LPD, OCBC Bank (Malaysia) Berhad ("**OBMB**") and its subsidiaries and associates ("**OBMB Group**"), a member of the OCBC Group, has, in the ordinary course of their banking business, granted credit facilities (including hedging financial products) ("**Credit Facilities**") to our Group, and is proposing to provide our Group with a new syndicated facility. The facility agreement for such new syndicated facility was entered into on 10 March 2021. Subsequent to the LPD, the facility agreement for such new syndicated facility was entered into on 10 March 2021. The total amount of the new syndicated facility is up to RM282.7 million (with options to upsize up to RM462.7 million), whereby OBMB Group's exposure as at 19 March 2021 is RM75.2 million.

11. CONFLICT OF INTEREST (Cont'd)

Each of OASB and OCBC is of the view that the abovementioned extension of the Credit Facilities and the new syndicated facility does not / will not result in a conflict of interest situation in respect of its respective capacity as the Financial Adviser and Joint Bookrunner for our IPO due to the following:-

- (i) OCBC is a licensed banking group and the Credit Facilities arises / will arise in the ordinary course of business and is/will be negotiated on an arm's length basis by the OBMB Group;
- (ii) there are established "Chinese Walls" between the departments and companies within the OCBC Group to ensure confidentiality of sensitive information, and each department and company within the OCBC Group has separate and distinct operations which are independent of each other;
- (iii) the conduct of the respective businesses of the OCBC Group are regulated by the applicable laws and regulations issued by the relevant authorities governing their respective businesses, and their own internal control and checks; and
- (iv) the total aggregate outstanding amount owed by our Group to the OCBC Group (excluding hedging financial products) of about RM113.5 million as at 19 March 2021 is not material when compared to the audited consolidated total assets of the OCBC Group as at 31 December 2020 of SGD521.4 billion.

Having regard to the foregoing, each of OASB and OCBC confirms that there is no conflict of interest situation in its respective capacity as the Financial Adviser and Joint Bookrunner for our IPO.

11.2.3 Declaration by JPMorgan

JPMorgan and/or its subsidiaries, branches, affiliates and associates (together, the "**JPMorgan Group**"), in its capacity as principal or agent, is and may in the future, be involved in a wide range of commercial banking and investment banking activities globally (including investment advisory, asset management, wealth management, research, securities issuance, trading (customer and proprietary) and brokerage) from which conflicting interests or duties may arise. The JPMorgan Group has engaged, and may in the future engage, in transactions with, and has performed, and may in the future perform, services for members of our Company, in addition to the roles set out in this Prospectus.

In addition, in the ordinary course of its global investment banking and commercial banking activities, JPMorgan and other members of the JPMorgan Group may at any time offer or provide services to or engage in any transaction (on its own account or otherwise) with members of our Company and/or any other persons, or hold long or short positions, and may trade or otherwise effect transactions, for its own account or the accounts of its customers, in debt or equity securities (or related derivative instruments) or senior loans of members of our Company.

JPMorgan confirms that there is no conflict of interest situation which prevents it from acting in its capacity as Joint Global Coordinator and Joint Bookrunner for our IPO.

11. CONFLICT OF INTEREST (Cont'd)

11.2.4 Declaration by Credit Suisse

Credit Suisse AG, together with its affiliates, branches and subsidiaries (together, the "**Credit Suisse Group**"), comprise a full service financial services provider engaged in securities trading, brokerage activities as well as investment banking and financial advisory services. In the ordinary course of trading and brokerage activities, members of the Credit Suisse Group may hold positions for its own account or the accounts of its customers, in equity, debt or other securities of members of our Group.

The Credit Suisse Group may engage in transactions with, and perform services for our Group in the ordinary course of business and has engaged, and may in the future engage, in commercial banking and investment banking transactions, including providing loans or entering into other financing arrangements, with our Group, for which the Credit Suisse Group has received, or may in the future receive, customary compensation.

Having regard to the foregoing, Credit Suisse confirms that there is no conflict of interest situation in its capacity as Joint Global Coordinator and Joint Bookrunner in relation to our IPO as the Credit Suisse Group has not made any loan to our Company (to the knowledge of Credit Suisse) and Credit Suisse will not receive any proceeds from our IPO, except with respect to the fees payable to, and expenses incurred by Credit Suisse in connection with its role as Joint Global Coordinator and Joint Bookrunner in relation to our IPO.

11.2.5 Declaration by CIMB

CIMB and its related and associated companies, as well as its holding company CIMB Group Holdings Berhad and the subsidiaries and associated companies of its holding company ("**CIMB Group**") form a diversified financial group and are engaged in a wide range of businesses relating to amongst others, retail banking, investment banking, commercial banking, brokerage, securities trading, asset and funds management and credit transaction services business. The CIMB Group has engaged and may in the future, engage in transactions with and perform services for our Company and/or our affiliates.

In addition, in the ordinary course of business, any member of the CIMB Group may at any time offer or provide its services to or engage in any transactions (on its own account or otherwise) with our Company and/or our affiliates, any other entity or person, hold long or short positions in securities issued by our Company and/or our affiliates, make investment recommendations and/or publish or express independent research views on such securities, and may trade or otherwise effect transactions for its own account or the account of its other customers in debt or equity securities or senior loans of our Company and/or our affiliates. This is a result of the business of the CIMB Group generally acting independent of each other, and accordingly, there may be situations where parts of the CIMB 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 Company and/or our affiliates.

CIMB confirms that there is no conflict of interest situation in its capacity as Joint Bookrunner for our IPO.

11. CONFLICT OF INTEREST (Cont'd)

11.2.6 Declaration by HLIB

HLIB and its related and associated companies, as well as its holding company, Hong Leong Financial Group Berhad (collectively, "**Hong Leong Group**"), form a diverse range of industries and businesses including banking and financial services, insurance and principal investments amongst others.

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 transactions (on its own account or otherwise) with any member of our Company and/or our affiliates, and/or any other entity or person, hold long or short positions in securities issued by our Company and/or our affiliates, make investment recommendations and/or publish or express independent research views on such securities, and may trade or otherwise effect transactions for its own account or the account of its other customers in debt or equity securities or senior loans of our Company and/or our affiliates. 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 is of the view that there is no conflict of interest situation in its capacity as Joint Bookrunner for our IPO.

11.2.7 Declaration by Crowe

Crowe confirms that there is no conflict of interest situation in its capacity as the Auditors and Reporting Accountants to our Company in relation to our IPO.

11.2.8 Declaration by Albar & Partners

Albar & Partners confirms that there is no conflict of interest situation in its capacity as the legal adviser to our Company as to Malaysian law in relation to our IPO.

11.2.9 Declaration by Clifford Chance Pte Ltd

Clifford Chance Pte Ltd confirms that there is no conflict of interest situation in its capacity as the legal adviser to our Company as to United States federal securities law and English law in relation to our IPO.

11.2.10 Declaration by Kadir, Andri & Partners

Kadir, Andri & Partners confirms that there is no conflict of interest situation in its capacity as the legal adviser to the Joint Global Coordinators, Joint Bookrunners, Managing Underwriter and Joint Underwriters as to Malaysian law in relation to our IPO.

11.2.11 Declaration by Latham & Watkins LLP

Latham & Watkins LLP confirms that there is no conflict of interest situation in its capacity as the legal adviser to the Joint Global Coordinators and Joint Bookrunners as to United States federal securities law and English law in relation to our IPO.

11.2.12 Declaration by Vital Factor

Vital Factor confirms that there is no conflict of interest situation in its capacity as the IMR in relation to our IPO.

11. CONFLICT OF INTEREST (Cont'd)**11.3 SALIENT TERMS OF ENGAGEMENT AND SCOPE OF WORK OF THE FINANCIAL ADVISER**

The salient terms of engagement and scope of work of the Financial Adviser are, among others, as follows:-

- (i) to advise and work with our Company on the preparatory work for our IPO, including setting out the initial IPO roadmap, with due regard to the overall objective of our IPO;
- (ii) in consultation with the Promoters and Principal Adviser, assist on conceptualising and advising our Company on the IPO structure / restructuring exercise in preparation for our IPO, as well as the planning and implementation of our IPO;
- (iii) together with the Principal Adviser, recommend, assist and co-ordinate the appointment of certain other relevant professional advisers necessary for the implementation of our IPO;
- (iv) together with the Principal Adviser, advise and assist in the implementation process and procedures in relation to our IPO, including assisting in the review of the submission documents to the authorities and this Prospectus as a member of the due diligence working group;
- (v) to advise and assist on loan related matters including coordinating discussions between the lenders and advise our Company on the requirements/covenants of the lenders, with regards to the objectives of our IPO; and
- (vi) facilitating the co-ordination and flow of information between our Company and the relevant advisers working on our IPO.