

**11. CONFLICT OF INTEREST****11.1 INTEREST IN SIMILAR BUSINESS AND IN BUSINESSES OF OUR CUSTOMERS AND SUPPLIERS**

Save as disclosed below, as at LPD, none of our Directors and substantial shareholders has any interest, direct or indirect, in any businesses and corporations which are carrying on a similar trade as our Group, or which are customers and/ or suppliers of our Group:

<b>Name of company</b>	<b>Principal activity</b>	<b>Interested person/ Nature of interest</b>
BL Ong & Sons Ventures	Investment holding in land and handling of chicken manure	<p>Ong Boon Leng/ Ong Boon Leng is our Promoter, Managing Director and substantial shareholder. He is also the non-executive director and shareholder of BL Ong &amp; Sons Ventures</p> <p>Lim Suk Gen/ Lim Suk Gen is our Promoter, Executive Director and substantial shareholder. She is also the non-executive director and shareholder of BL Ong &amp; Sons Ventures</p> <p>Ong Keat Qian/ Ong Keat Qian is our Promoter, Executive Director and substantial shareholder. He is also the non-executive director and shareholder of BL Ong &amp; Sons Ventures</p> <p>Ong Keat Hoe/ Ong Keat Hoe is our is our Promoter, Executive Director and substantial shareholder. He is also the non-executive director and shareholder of BL Ong &amp; Sons Ventures</p>

Our Group has been selling raw manure to BL Ong & Sons Ventures subsequent to FYE 2024. From 1 October 2024 up to LPD, the total sales of raw manure to BL Ong & Sons Ventures amounted to RM0.6 million. Our Board is of the view that there is no concern on such conflict of interest between our Group and BL Ong & Sons Ventures, having assessed the following mitigating factors:

- (a) the related party transactions were carried at arm's length based on cost-plus benchmarking analysis and were not detrimental to our Group;
- (b) the sale of raw manure to BL Ong & Sons Ventures is not our core business activity, and accounted for less than 1.0% of our Group's total revenue for FYE 2024 which is not material. Our Group is not dependent on such sales;
- (c) our Group has historically collected, dried and sold the treated manure to third parties. Henceforth, our Group does not intend to undertake operations in the handling of treated manure as our Group wishes to focus on poultry farming as our core business activity; and
- (d) our Group and BL Ong & Sons Ventures operate in 2 distinct businesses and are not competing with each other. BL Ong & Son Ventures has its own management team and its business is operated and managed independently on a day-to-day basis by its management team.

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

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It is our Board's fiduciary duty to avoid conflict, and they are required to attend courses which provide them guidelines on their fiduciary duties. In order to mitigate any possible conflict of interest situation in the future, our Directors will declare to our Nomination Committee and our Board their interests in other companies at the onset and as and when there are changes in their respective interests in companies outside our Group. Our Nomination Committee will then first evaluate if such Director's involvement gives rise to an actual or potential conflict of interest with our Group's business after the disclosure provided by such Director. After a determination has been made on whether there is an actual or potential conflict of interest of a Director, our Nomination Committee will then:

- (a) immediately inform our Audit and Risk Management Committee and Board of the conflict of interest situation;
- (b) after deliberation with our Audit and Risk Management Committee, to make recommendations to our Board to direct the conflicted Director to:
  - (i) withdraw from all his executive involvement in our Group in relation to the matter that has given rise to the conflict of interest (in the case where the conflicted Director is an Executive Director); and
  - (ii) abstain from all Board deliberation and voting in the matter that has given rise to the conflict of interest.

In relation to (b)(ii) above, the conflicted Director and persons connected to him (if applicable) shall be absent from any Board discussion relating to the recommendation of our Nomination Committee and the conflicted Director and persons connected to him (if applicable) shall not vote or in any way attempt to influence the discussion of, or voting on, the matter at issue. The conflicted Director, may, however at the request of the Chairman of our Board, be present at our Board meeting to answer any questions.

In circumstances where a Director is determined to have a significant, ongoing and irreconcilable conflict of interest with our Group, and where such conflict of interest significantly impedes the Director's ability to carry out his fiduciary responsibility to our Group, our Nomination Committee may determine that a resignation of the conflicted Director from our Board is appropriate and necessary.

Where there are related party transactions between our Group with our Directors (or person connected to them) or companies in which our Directors (or person connected to them) have an interest, our Audit and Risk Management Committee will, amongst others, supervise and monitor such related party transaction and the terms thereof and report to our Board for further action. Please refer to Section 10.1 for the procedures to be taken to ensure that related party transactions (if any) are undertaken on arm's length basis.

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

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**11.2 DECLARATIONS OF CONFLICT OF INTEREST BY OUR ADVISERS**

- (a) M&A Securities has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as Adviser, Underwriter and Placement Agent for our Listing;
- (b) Tay & Helen Wong has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as Solicitors for our Listing;
- (c) KPMG PLT has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as Auditors and Reporting Accountants for our Listing; and
- (d) SMITH ZANDER has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as IMR for our Listing.

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