

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

- (i) As at the LPD, save as disclosed below, none of our Directors or substantial shareholders has any interest, direct or indirect, in other businesses or corporations which are carrying on a similar or related trade as our Group:

<b>Director</b>	<b>Company</b>	<b>Position held</b>	<b>Principal Activities</b>	<b>Shareholdings held (%)</b>
<b>Tan Sri Dato' Sri Mohamad Fuzi Bin Harun</b>	Tropicana Corporation Berhad (Listed on the Main Market of Bursa Securities)	Independent Non-Executive Director	Investment holding engaged in property development, property management, property investment, recreation resort and others	-
<b>Dato' Sri Shahril bin Mokhtar</b>	Sungai Klang Expressway Sdn Bhd	Managing Director	Construction and operation of infrastructure and property developments	-
	SKE Venture Sdn Bhd	Executive Director	Investment holding engaged in construction and operation of infrastructure and property developments	-
<b>Datuk Lim Tong Lee</b>	LBS Bina Group Berhad ("LBS Bina") (Listed on the Main Market of Bursa Securities)	Independent Non-Executive Director	Investment holding company engaged in property development, construction and trading, motor racing circuit and management, investment and others	-

Our Board is of the view that the interest of our Directors in the above companies does not give rise to a conflict of interest situation based on the following:

**(a) Tropicana Corporation Berhad**

Tropicana Corporation Berhad is an investment holding principally engaged in property development, property management, property investment, recreation resort and others. It is not actively engage in any construction activities for other property developers which is the principal activity of our Group.

Tan Sri Dato' Sri Mohamad Fuzi Bin Harun is appointed as the Independent Non-Executive Director of Tropicana Corporation Berhad whereby he is not involved in the day-to-day operations of the company as its daily operations are managed by the company's personnel, and he only attends meeting of the board of directors on which he serve and accordingly discharge his principal areas of responsibilities as a director of the company.

**(b) SKE Venture Sdn Bhd and Sungai Klang Expressway Sdn Bhd**

SKE Ventures Sdn Bhd and its wholly-owned subsidiary, Sungai Klang Expressway Sdn Bhd ("**SKE Group**"), are primarily involved in the construction and operation of infrastructure and property development and

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

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they are not involved in construction of non-residential and residential buildings which our Group is involved in. As such, they do not carry on the same principal activity as our Group given the nature of the construction activities of the SKE Group.

In line with our intention to expand our presence into the civil engineering segment, focusing on the construction of roads, bridges and highways, Dato' Sri Shahril bin Mokhtar's experience in SKE Group will contribute positively to our expansion plan.

**(c) LBS Bina**

LBS Bina is an investment holding company principally engaged in property development and construction and trading, motor racing circuit and management, investment and others. Datuk Lim Tong Lee is appointed as the Independent Non-Executive Director of LBS Group whereby he is not involved in the day-to-day operations of the businesses of the company as its daily operations are managed by the company's personnel, and he only attend meeting of the board of directors on which he serve and accordingly discharge his principal areas of responsibilities as a director of the company.

Taking into consideration of above, our Board is of the opinion that the involvement of the Directors in the above companies does not give rise to any conflict of interest situation and will not affect their contribution to our Group or negatively impact their abilities to act as an Independent Non-Executive Director of our Group.

Our Board has also taken into account that these Independent Director's exposure to construction activities will allow them to contribute more effectively in the Board's decision-making process.

- (ii) As at the LPD, none of our Directors or substantial shareholders has any interest, direct or indirect, in other businesses or corporations which are the customers and/or suppliers of our Group.
- (iii) It is our Director'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 Nominating 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 Nominating Committee will first then 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 Nominating Committee will then:

- (a) Immediately inform our the Audit and Risk Management Committee 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:
  - (aa) 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

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

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- (ba) Abstain from all Board deliberation and voting in the matter that has given rise to the conflict of interest.

In relation to (b)(aa) above, the conflicted Director and persons connected with him (if applicable) shall be absent from any Board discussion relating to the recommendation of our Nominating Committee and the conflicted Director and persons connected with 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 Nominating Committee may determine that 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 with them) or companies in which our Directors (or person connected with 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 of the Prospectus, for the procedures to be taken to ensure that related party transactions (if any) are undertaken on arm's length basis.

**11.2 DECLARATIONS OF CONFLICT OF INTEREST BY OUR ADVISERS****(i) Declaration by M&A Securities**

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, Sponsor, Underwriter and Placement Agent for our Listing;

**(ii) Declaration by Ben & Partners**

Ben & Partners 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;

**(iii) Declaration by KPMG PLT**

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

**(iv) Declaration by Protégé**

Protégé 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.