

10. CONFLICT OF INTEREST

10.1 INTEREST IN SIMILAR BUSINESS AND IN BUSINESSES OF OUR CUSTOMERS AND OUR SUPPLIERS

Save as disclosed below, during the Period Under Review and up to LPD, none of our Directors or substantial shareholder have or has any interest, direct or indirect, in other businesses or corporations carrying on a similar or related trade or are the customers and/or suppliers of our Group.

(a) Visage Global

Visage Global is our customer since 2014 and had made purchases of sheet metal products such as roofing sheets and trusses as well as scaffoldings for their subcontractor services. Sales made to Visage Global represents less than 2.0% of our Group's sales during the Period Under Review. The transactions between the Group were carried out on an arms' length basis and on normal commercial terms which are not favourable to Visage Global than those generally available to third parties.

Visage Global is principally engaged in subcontractor services for construction and trading of construction materials (such as plywood, timber mix wood and autoclaved aerated cement blocks). KBH is our Managing Director of our Group as well as the director and 70.0% shareholder of Visage Global. The other directors and shareholders of Visage Global are Chee Tai Hwei (22.0%) and Heah Yew Seng (8.0%). These individuals are third parties and not related to the Promoter, Directors and key senior management of BWYS.

Upon the Listing, sales made to Visage Global shall be deemed as related party transactions under the Listing Requirements.

Our Board is of the view that any potential conflict of interest situation which may arise through the direct or indirect interests of our Directors and / or substantial shareholders is mitigated due to the following:

- (i) KBH does not hold any executive roles in Visage Global and is not involved in the day-to-day operations of Visage Global;
- (ii) Visage Global has their own independent and standalone management team to undertake its day-to-day management and operations; and
- (iii) Visage Global is not involved in the same business activities as the Group as it is principally engaged in subcontractor services for construction and trading of construction materials.

In order to mitigate any potential conflict of interest, our Audit and Risk Management Committee has reviewed the transactions with Visage Global for the Period Under Review and will review all future transactions with Visage Global to ensure that all sales made to Visage Global will be undertaken on an arm's length basis. In addition, we will also seek approval from shareholders for any related party transactions as required under the Listing Requirements.

Based on our Audit and Risk Management Committee's review, all transactions entered into with Visage Global during the Period Under Review and up to the LPD were conducted on an arm's length basis.

10. CONFLICT OF INTEREST (cont'd)

(b) Other companies involved in similar or related trade as our Group and/or were customers or suppliers of our Group

During the Period Under Review and up to the LPD, our Directors and/or substantial shareholder have interest in the following companies which were carrying on a similar or related trade as our Group and/or were customers or suppliers of our Group:

No.	Company	Nature of interest	Nature of transactions	Principal activities	
				Past	Present
1.	YHTJ Sabah	YHTJ Sabah was carrying on a similar or related trade as the Group. YHTJ Sabah was also the Group's customer and supplier during the Period Under Review. As at LPD, KBH is our Managing Director. During the Period Under Review and as at the LPD, KBH is the director and 85.0% shareholder of YHTJ Sabah.	Sales of sheet metal products, steel materials and scaffoldings to YHTJ Sabah Purchases of scaffoldings from YHTJ Sabah	Sales and rental of scaffoldings and other steel related products	Investment holding in properties
2.	Visage Industries	Visage Industries was carrying on a similar or related trade as the Group. Visage Industries was also the Group's customer and supplier during the Period Under Review. Visage Industries was a subsidiary of BWYS Steel with BWYS Steel holding 100.0% of its shares until disposal of its entire shareholdings to KBH in FYE 2022. As at LPD, KBH is our Managing Director. During the Period Under Review and as at the LPD, KBH is the director and 100.0% shareholder of Visage Industries.	Sales of sheet metal products and scaffoldings to Visage Industries Purchases of steel materials from Visage Industries	Provision of design, manufacture, supply and installation of light weight steel roof truss system and metal roofing	Investment holding in properties

YHTJ Sabah and Visage Industries have changed their principal activities to investment holding in properties on 1 August 2023 and 21 July 2023 respectively and are no longer carrying on a similar or related trade with our Group.

10. CONFLICT OF INTEREST *(cont'd)*

During the Period Under Review, our Directors and/or substantial shareholder had interest in the following companies which are carrying on similar or related trade as our Group and/or were customer of our Group:

No.	Company	Nature of interest	Nature of transactions	Principal activities
1.	Eco High	Eco High was the Group's customer during the Period Under Review. Eco High was an associate company of BWYS Steel with BWYS Steel holding 44.0% of its shares and KBH was an indirect shareholder of Eco High and is also our Managing Director.	Sales of scaffoldings and steel related products to Eco High	Manufacturing and renting of construction material and products, to involve in all kinds of construction works
2.	Solid Recycle Sdn Bhd	As at LPD, KBH is our Managing Director. During the Period Under Review, KBH was a director and 40% shareholder in Solid Recycle Sdn Bhd.	-	Dealing with building materials, scaffolding hardwares and machineries

BWYS Steel had disposed its 44.0% shareholdings in Eco High to a third party on 8 December 2022. On 26 June 2023, KBH resigned as the director of Solid Recycle Sdn Bhd and KBH had disposed its 40.0% shareholdings in Solid Recycle Sdn Bhd to a third party on 21 July 2023.

Details of the interests, shareholdings and directorships in other businesses of our Directors are disclosed in Section 5.2.2 of this Prospectus.

It is our Directors' 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 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 Board of the conflict of interest situation;
- (b) 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's deliberation and voting in the matter that has given rise to the conflict of interest.

10. CONFLICT OF INTEREST (cont'd)

In relation to (b)(ii) above, the conflicted Director and persons connected to him (if applicable) shall be absent from any Board's 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 and 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 9.1 of this Prospectus for the procedures to be taken to ensure that related party transactions (if any) are undertaken on arm's length basis.

10.2 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 the Principal Adviser, Sponsor, Underwriter and Placement Agent for our Listing.
- (b) Jeff Leong, Poon and 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 the Solicitors for our Listing.
- (c) BDO 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 the Auditors and Reporting Accountants for our Listing.
- (d) Vital Factor 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 the IMR for our Listing.