
11. CONFLICT OF INTEREST

11.1 INTEREST IN SIMILAR BUSINESS OF OUR GROUP, OUR CLIENT AND/OR SUPPLIER

As at the LPD, none of our Directors and/or Substantial Shareholder have any interest, whether direct or indirect, in other businesses or corporations which are carrying on a similar trade to that of our Group or which are the clients and/or suppliers of our Group.

For information purposes, our Director and Substantial Shareholder, namely Tee Chee Chiang is also a director and shareholder of Petbacker Pte Ltd and Petbacker Limited, who were our clients for FYE 2021 and FYE 2022. Please refer to Section 10.1.1 of this Prospectus for more details.

In order to mitigate any possible conflict of interest situation, our Directors will declare to the Audit and Risk Management 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.

The Audit and Risk Management 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, the Audit and Risk Management 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 deliberation and voting in the matter that has given rise to the conflict of interest.

In relation to (b) above, the conflicted Director and persons connected to him (if applicable) shall be absent from any Board discussion relating to the recommendation of the 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 Chairperson of our Board, be present at our Board meetings for the purpose of answering any questions.

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

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11. CONFLICT OF INTEREST (CONT'D)

11.2 DECLARATION BY THE ADVISERS ON CONFLICT OF INTEREST

11.2.1 Declaration by Kenanga IB

Kenanga IB confirms that there is no existing or potential conflict of interest in its capacity as the Principal Adviser, Sponsor, Underwriter and Placement Agent for our IPO.

11.2.2 Declaration by Wong Beh & Toh

Wong Beh & Toh confirms that there is no existing or potential conflict of interest in its capacity as the Solicitors for our IPO.

11.2.3 Declaration by Baker Tilly Monteiro Heng PLT

Baker Tilly Monteiro Heng PLT confirms that there is no existing or potential conflict of interest in its capacity as the Auditors and Reporting Accountants for our IPO.

11.2.4 Declaration by Protégé Associates Sdn Bhd

Protégé Associates Sdn Bhd confirms that there is no existing or potential conflict of interest in its capacity as the IMR for our IPO.

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