

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

As at LPD, none of our Directors and substantial shareholders has any interest, direct or indirect, in other businesses and corporations which are carrying on a similar trade as our Group.

Save as disclosed below, none of our Directors and substantial shareholders have interest in the business of our customers and/or suppliers as at LPD:

Company	Principal activities	Nature of interest
Speedlink Communications Sdn Bhd	Provision of fibre optic transmission network services	<ul style="list-style-type: none"> Datuk Dr Ting is our Managing Director, Promoter and substantial shareholder Ting Meng Pheng is sister of Datuk Dr Ting. Ting Meng Pheng is our substantial shareholder and also a non-executive director of Kum Fatt Datuk Dr Ting and Ting Meng Pheng are the directors and shareholders of Speedlink Communications Sdn Bhd Ting Meng Pheng is also the Chief Financial Officer of Speedlink Communications Sdn Bhd

Note:

(1) Speedlink Communications Sdn Bhd is a company incorporated under the laws of Malaysia on 28 January 2015 and is principally involved in the provision of fibre optic transmission network services. As at LPD, the directors and shareholders of Speedlink Communication Sdn Bhd are as follows:

Name	Designation/ Nationality	No. of shares	%
Datuk Dr Ting	Director and shareholder/ Malaysian	400,000	40.0
Ting Meng Pheng	Director and shareholder/ Malaysian	300,000	30.0
Zulkifli Bin Sakrani	Director and shareholder/ Malaysian	300,000	30.0

Speedlink Communications Sdn Bhd is principally involved in the provision of fibre optic transmission network services, which is distinct from our Group's principal activities of delivering underground utilities engineering solutions as well as manufacturing and trading of HDPE pipes. In the conduct of our Group's business activities, we participate in an underground utilities engineering project as a main contractor for the supply and installation of new underground infrastructure for Speedlink Communications Sdn Bhd. Nevertheless, our Group is not dependent on Speedlink Communications Sdn Bhd for its business operations due to the following reasons:

(a) revenue from Speedlink Communications Sdn Bhd accounted for only 0.1% of our Group's total revenue in FYE 2021 and FYE 2023; and

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- (b) as at LPD, the unbilled order book from Speedlink Communications Sdn Bhd of RM5.8 million represents only 2.6% of our Group's total unbilled order book of RM220.8 million.

As the undertaking of the project, as well as all transactions between our Group and Speedlink Communications Sdn Bhd in relation thereto are deemed related party transactions, our Group has established and is required to follow the procedures adopted by our Board in order to ensure that these transactions are undertaken on an arm's length basis and on normal commercial terms which are not more favourable to our Group than those generally available to third parties, and are not to the detriment of the interest of our Company's minority shareholders.

Datuk Dr Ting is not actively involved in the daily operations of Speedlink Communications Sdn Bhd and does not have any managerial or executive position in Speedlink Communications Sdn Bhd as this company has its own independent and standalone management team led by its Chief Executive Officer, Zulkifli Bin Sakrani to undertake its day-to-day management and operations. Datuk Dr Ting's involvement in Speedlink Communications Sdn Bhd is limited to attending meetings of the board of directors on which he serves and accordingly discharges his principal areas of responsibilities as a non-executive director of Speedlink Communications Sdn Bhd. Further, Ting Meng Pheng is a director of Kum Fatt of which her involvement is non-executive in nature and she does not participate in the day-to-day operations and decision making for Kum Fatt. Premised on the foregoing, our Board has no concern regarding the conflict of interest on the involvement of Datuk Dr Ting and Ting Meng Pheng in Speedlink Communications Sdn Bhd.

Datuk Dr Ting and Ting Meng Pheng had on 25 August 2023 entered into a conditional share sale agreement to dispose their entire equity interests in Speedlink Communications Sdn Bhd to a non-related party. The said disposal has been completed on 4 September 2023. Simultaneously, both Datuk Dr Ting and Ting Meng Pheng had on 4 September 2023 ceased and resigned as directors and Chief Financial Officer of Speedlink Communications Sdn Bhd respectively. With the completion of the said disposal and their resignations, they will no longer have any involvement in Speedlink Communications Sdn Bhd and hence this will not give rise to any further conflict of interest situation.

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 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 Nominating 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.

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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 Nominating 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 Nominating 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.

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, Sponsor, Underwriter and Placement Agent for our Listing;
- (b) Olivia Lim & Co 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) 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 Auditors and Reporting Accountants for our Listing; and
- (d) Providence 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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