

B.I.G. INDUSTRIES BERHAD 199001003718 (195285-D)
(Incorporated in Malaysia)

CONFLICT OF INTEREST POLICY

1. PURPOSE

The primary objective of the Conflict of Interest Policy (“Policy”) is to establish a robust framework of processes and procedures to identify, address, and manage conflict of interest (“COI”) situations that arose, persist or may arise within the Company or the Group effectively.

2. DEFINITIONS

- 2.1 “B.I.G.” means B.I.G. Industries Berhad 199001003718 (195285-D) or the Company.
- 2.2 “Group” means B.I.G. and its subsidiaries.
- 2.3 “Board” means Board of Directors of the Company or its subsidiaries.
- 2.4 “AC” means the Audit Committee of the Company.
- 2.5 “Senior Management” means key senior management as disclosed in the annual report.
- 2.6 “Family Member” means the Director or Senior Management’s spouse, parent, child (including adopted child and step child), brother, sister and the spouse of the Director or Senior Management’s child, brother or sister.

3. SCOPE

The Company and all its operating subsidiaries are included in the Group’s reporting scope and cover situations where COI is identified or reasonably anticipated from current or future activities.

4. CONFLICT OF INTEREST GOVERNANCE STRUCTURE

The Policy outlines the framework and processes to prevent conflicts from compromising the objectivity and impartiality of business operations, thereby

safeguarding the reputation, credibility and enhancing investors' confidence of the Group.

The Policy provides guidance on:

- Identification of COI situations.
- Disclosure requirements and procedures.
- Creating and overseeing strategies to manage COI situations.

5. IDENTIFICATION OF CONFLICT OF INTEREST SITUATIONS

5.1 A COI situation arises when a Director or Senior Management's responsibilities are compromised or potentially compromised by personal interests, concerns, or relationships either directly or indirectly.

5.2 Examples of COI situations may include, but are not limited to:

- **Equity ownership:** Director or Senior Management has ownership of shares in privately owned companies with business relationships with the Group either directly or indirectly through a family member. It excludes shares held in publicly quoted companies unless such holding is considered substantial and could potentially impair the objectivity of the Director or Senior Manager.
- **Interest in person, entity, or contract:** A direct or indirect financial or other interests that could potentially influence decisions regarding the Group's dealings with the said person, entity or contract.
- **Multiple directorships and positions:** Holding roles in other companies or entities that could/may lead to a disclosure of confidential information obtained by the positions held.
- **Personal use of the Group's assets:** Unauthorised use of the Group's assets or resources without prior approval.
- **Personal gain:** Pursuing personal gain related to the Group's business opportunities by using the Group's property, information or position.
- **Same business:** Competing interest where the Director or Senior Management or any of their family member is involved in the same business as that of the Company and the Group.

6. DISCLOSURE REQUIREMENTS AND PROCEDURES

6.1 Immediate notification

Any COI situation must be declared and notified to the Company Secretary immediately. Conflicted Directors or Senior Management must notify in writing and provide relevant information for assessment by Non-Conflicted Directors.

6.2 AC and Board meetings

If a COI matter is to be reviewed and deliberated at an AC meeting and a Board meeting, a written notice must be provided before the meetings. The Company Secretary presents the COI matter to the AC and the Board for review and discussion.

6.3 Self-Declaration

Conflicted Directors or Senior Management must:

- Declare the nature of the COI situations.
- Not participate in any critical criteria setting or decision making.
- Refrain from discussions about the matter.
- Have limited access to information and denied access to sensitive documents or confidential information in the process.
- Abstain from voting on the matter.

6.4 Identification by others

If a COI matter is anticipated or brought up by the Chairman, Directors or any other concerned party that could have a concern that the disclosure of the matter to a particular Director will not be in the best interests of the Company and the Group or place that particular Director in a position of conflict, then the COI matter shall be referred to the Chairman of the Board and AC for further investigation.

The Chairmen of the Board and AC in consultation with the Independent Directors and/or the Company Secretary assess the COI situation. The Conflicted Director must:

- Not receive related Board papers or information relating to the COI matter.
- Be excused from participating in any discussions on the COI matter.
- Not vote on the COI matter.

6.5 Annual Declaration

All Directors and Senior Management must make an annual COI declaration using the form provided in **Appendix 1**.

7. CREATING AND OVERSEEING STRATEGIES TO MANAGE COI SITUATIONS

7.1 General responsibilities of the Directors and Senior Management

- **Disclosure:** Disclose any actual or potential COI, financial or non-financial interests, relationships or affiliations that can affect impartiality.
- **Fiduciary duty:** Act in the Group's best interests and its shareholders.
- **Compliance:** Adhere to the Policy and other relevant guidelines regarding the identification, documentation, escalation and management of COI situations.
- **Transparency:** Avoid and declare COI situations, abstain from decision-making process, and refrain from influencing decisions.
- **Ethical conduct:** Act with integrity and transparency, exercise sound judgment and discretion in actions.

7.2 Maintenance of records

- **Record keeping:** The annual declaration form of COI must be securely maintained. The Company Secretary shall record each COI disclosure in the meeting minutes.
- **Documentation:** The Human Resource Department maintains proper documentation for scrutiny by regulators or auditors.

7.3 Compliance

- **Adherence:** Directors and Senior Management must adhere to the COI requirements as stipulated in the Policy and comply with regulatory guidelines.

- **Disciplinary action:** Any breach and non-compliance of the Policy will be subject to appropriate internal disciplinary action and applicable civil and criminal liability.

7.4 Review

- **Evaluation:** The AC evaluates/reviews COI situations that arose, persist or may arise within the Company and the Group and recommends measures to resolve, eliminate or mitigate them, and then reporting the findings to the Board.
- **Periodic review:** The Policy is approved by the Board and it will be amended appropriately to align with any changes to the following:
 - Malaysian Code on Corporate Governance.
 - Listing Requirements of Bursa Malaysia Securities Berhad.
 - Sustainability Reporting Guide and Toolkits issued by Bursa Malaysia Securities Berhad.
 - Other requirements.

**ANNUAL DECLARATION FORM OF CONFLICT OF INTEREST BY
DIRECTOR AND SENIOR MANAGEMENT
- 1 JANUARY _____ TO 31 DECEMBER _____**

Part A: Personal Information

Full name	
Position	
Department	

Part B: Declaration of Conflict of Interest

1. Do you, your family members or business associates have any financial or other interest directly or indirectly (e.g. ownership of shares, employment, contractual relationships) in any entity that has or seeks to have a business relationship with the Company and / Group?

Yes	
No	

If yes, please provide details:

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2. Have you, your family members or business associate received any gifts, hospitality, or other benefits from any entity directly or indirectly that has or seeks to have a business relationship with the Company and / Group over the reporting period?

Yes	
No	

If yes, please provide details:

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3. Do you hold any position (e.g. director, trustee, officer) directly or indirectly in any entity that has or seeks to have a business relationship with the Company and / Group?

Yes	
No	

If yes, please provide details:

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4. Are you aware of any other situation that may constitute a conflict of interest or could potentially be perceived as a conflict of interest with your role at the Company and / Group?

Yes	
No	

If yes, please provide details:

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5. Do you hold a position as a director, executive, advisory board member, limited partner, officer, trustee, or any other authoritative role that could exert influence, whether directly or indirectly, over any organisation, firm, or company whether joint venture, owned or partially owned that engage in direct or indirect competition with any of the Group's businesses?

Yes	
No	

If yes, please provide details:

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Part C: Certification

I, the undersigned, declare that the information provided above is true and complete to the best of my knowledge. I agree to promptly disclose any future conflict of interest that may arise and to comply with the Company's and / Group's policies and procedures regarding conflict of interest.

Signature

Name:

Date: