

**B.I.G. Industries Berhad 199001003718 (195285-D)  
(Incorporated in Malaysia)**

**CONFLICT OF INTEREST POLICY**

**1. PURPOSE**

The primary objective is to establish a robust framework of processes and procedures to identify, address, and manage conflicts of interest (“COI”) effectively. This includes actual, potential, or perceived conflicts.

**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 “Executive Director” means an individual appointed, upon management decision, to manage daily operational tasks and the running of the Group.
- 2.6 “Non-Executive Director” means a director who does not fall under the definition of the Executive Director.
- 2.7 “Senior Management” means key senior management as disclosed in the annual report.

**3. SCOPE AND BASIS OF SCOPE**

The Company and all its operating subsidiaries in the Industrial Gas, Property Development and Concrete businesses are included in the Group’s reporting scope and covers situations where COI is identified or reasonably anticipated from current or future activities.

**4. CONFLICT OF INTEREST GOVERNANCE STRUCTURE**

This policy outlines the framework and processes to prevent conflicts from compromising the objectivity and impartiality of business operations, thereby safeguarding the reputation and credibility of the Company.

The Policy provides guidance on:

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

## 5. IDENTIFICATION OF CONFLICT OF INTEREST SITUATIONS

### 5.1 Definition of COI

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

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

- **Equity ownership:** in companies with business relationships with the Group or involved in the same business as that of BIG Group;
- **Interest in person, entity, or contract:** financial or other interests that could influence decisions;
- **Multiple directorships:** holding roles in other companies that could lead to a disclosure of confidential information;
- **Personal use of Group's assets:** unauthorised use of the Group's assets without prior approval; and
- **Personal gain:** pursuing personal gain related to the Group's business opportunities.

## 6. DISCLOSURE REQUIREMENTS & 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 Board meeting deliberations

If a COI matter is deliberated at a Board meeting, written notice must be provided before the meeting. The company secretary presents the COI matter to the Board for discussion.

### 6.3 Self-Declaration

Conflicted Directors or Senior Management must declare COI situations.

#### 6.4 Identification by others

If a COI is brought up by others, the chairman, in consultation with the independent directors and/or company secretary, assesses the situation. The conflicted director must:

- Not receive related Board papers;
- Be excused from discussions; and
- 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 directors and senior management

- **Disclosure:** Disclose any actual or potential COI;
- **Fiduciary duty:** Act in the Group's best interests;
- **Compliance:** Adhere to this policy and other relevant guidelines;
- **Transparency:** Avoid and declare COI situations, abstain from decision-making, and refrain from influencing decisions; and
- **Ethical conduct:** Act with integrity and transparency, exercising sound judgment.

#### 7.2 Maintenance of records

- **Record keeping;** The annual declaration form of COI must be securely maintained. The company secretary to record each COI disclosure in the meeting minutes; and
- **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 COI requirements as stipulated in this policy and comply with regulatory guidelines; and
- **Disciplinary action;** Breaches of this policy are subject to internal disciplinary action and applicable civil and criminal liability.

#### 7.4 Review

- **Evaluation;** The AC evaluates actual or potential COI situations and recommends measures to resolve or mitigate them, reporting findings to the Board; and
- **Periodic review as and when necessary up to a maximum of 3 years:** This Policy is approved by the Board and amended appropriately to align with any changes to the following:
  - Malaysian Code on Corporate Governance (“MCCG”),
  - Listing Requirements of Bursa Malaysia Securities Berhad,
  - Sustainability Reporting Guide and Toolkits issued by Bursa Malaysia Securities Berhad
  - Other requirements.

APPENDIX 1

**ANNUAL DECLARATION FORM OF CONFLICT OF INTEREST BY  
DIRECTOR AND SENIOR MANAGEMENT**

- **1 JANUARY XXXX TO 31 DECEMBER XXXX**
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**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. 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 businesses?**

Yes	
No	

If yes, please provide details:

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**3. Have you, your family members or business associates 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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**4. 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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**5. 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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**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 conflicts of interest that may arise and to comply with **the Company and / Group** policies and procedures regarding conflicts of interest.

**Signature:**

**Date:**