BEE SAME GROUP BERHAD

Registration No: 202501045773 (1647181-D)
(Incorporated in Malaysia)

CONFLICT OF INTEREST AND RELATED PARTY TRANSACTION POLICY AND PROCEDURES

Version: 1.0
Approved by the Board of Directors of the Company on 24 April 2026.

The Board of Directors ("the Board") of Bee Same Group Berhad ("the Company") (together with its subsidiaries, "the Group") hereby adopts the following policy and procedures on **CONFLICT OF INTEREST AND RELATED PARTY TRANSACTION**, as defined below.

If there is conflict between the prevailing applicable laws and regulations (including but not limited to, Companies Act 2016, Ace Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), Capital Markets and Services Act 2007, other securities laws and regulations and other applicable laws and regulations) and this Policy and Procedure, the Group shall comply with the requirement(s) which is more restrictive and/or stricter in order to uphold best practices in corporate governance.

1. DEFINITION

"ABC Compliance Function" refers to the same members of the Anti-Bribery & Corruption Compliance Unit.

"**Chief Executive**" means the principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a director.

"**Director**" has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon –

- a director of the Company, its subsidiary or holding company; or
- a Chief Executive of the Company, its subsidiary or holding company.

"**Major Shareholder**" has the meaning given in Chapter 1.01 of the AMLR and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon.

"**Person Connected**" means person connected as defined in Chapter 1.01 of AMLR.

"**Related Party**" shall mean a related person as defined in Chapter 1.01 of the AMLR. It generally refers to a Director, Major Shareholder or Person Connected with such Director or Major Shareholder, who are interested in the Related Party Transactions.

1. DEFINITION (Cont'd)

"**Related Party Transaction**" ("**RPT**") is any transaction, arrangement, or relationship or series of similar transactions, arrangements or relationships required to be disclosed or approved pursuant to Chapter 10 of AMLR.

"**Recurrent Related Party Transaction**" ("**RRPT**") means a related party transaction which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of a listed issuer or its subsidiaries pursuant to Chapter 10 of the AMLR.

"Substantial Shareholder" is defined in section 136 of the Companies Act 2016.

"**Transaction**" means the acquisition or disposal of assets by the Company or its subsidiaries, including the provision of financial assistance, Chapter 10 of the AMLR.

2. ROLES AND RESPONSIBILITIES

i. The Board assumes the primary responsibility to ensure that all actual, potential and perceived conflict-of-interest situations are timely identified with response(s) timely formulated to mitigate such conflict-of-interest situations.

ii. **Audit and Risk Management Committee** of the Company ("ARMC") is delegated by the Board with the duty to:

   a. provide guidance to the Board to manage actual, potential and perceived conflict-of-interest situations;

   b. review this Policy and Procedures to manage actual (that arose and persist), potential and perceived conflict-of-interest situations (including any transaction, procedure or course of conduct that raises questions of management integrity and compliance with relevant corporation laws and regulations, AMLR and other relevant laws and regulations) for the Board for approval and to review the adequacy and effectiveness of such policies and procedures subsequent to implementation with recommendation for continuous improvement reported for the Board for approval;

   c. to review all actual (that arose and persist), potential and perceived conflict-of-interest situations (including any transaction, procedure or course of conduct that raises questions of management integrity) identified or declared based on this Policy and Procedures established and to formulate measures to resolve, eliminate, or mitigate such conflicts to the Board for approval;

2. ROLES AND RESPONSIBILITIES (Cont'd)

d. to monitor and review all transactions involving actual (that arose and persist), potential and perceived conflict-of-interest situations (including RPT, RRPT and any transaction, procedure or course of conduct that raises questions of management integrity) to ensure such transactions are carried out at terms and conditions that are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders as well as compliance with relevant corporation laws and regulations, AMLR and other relevant laws and regulations with the results of the monitoring and review reported to the Board at scheduled meetings of the Board;

e. to review summary of actual (that arose and persist), potential and perceived conflict-of-interest situations (including any transaction, procedure or course of conduct that raises questions of management integrity) to be included in Audit and Risk Management Committee Report and the measures taken to resolve, eliminate, or mitigate such conflicts; and

f. to review all circular and disclosure in relation to transactions involving actual (that arose and persist), potential and perceived conflict-of-interest situations (including but not limited to, RPT and RRPT) to ensure such circular and disclosure complied with relevant corporation laws and regulations, AMLR and other relevant laws and regulations with the results of the review reported to the Board for decision.

3. AUTHORITIES OF AUDIT AND RISK MANAGEMENT COMMITTEE

i. As the ARMC is entrusted by the Board with the duties in relation to this Policy and Procedure, the ARMC is vested with the following authorities:

- have the adequate resources which it needs to perform its duties;
- have full access to any information which it requires in the course of performing its duties;
- have direct communication channels with the Directors, Chief Executive, and substantial shareholder, the employees and any persons, as the case may be, to obtain information and feedback in performing its duties;
- to obtain the services of the external professional at the expense of the Company in carrying out its duties; and

3. AUTHORITIES OF AUDIT AND RISK MANAGEMENT COMMITTEE (Cont'd)

- Where the ARMC is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the AMLR or other relevant laws and regulations, the ARMC shall promptly report such matter to the Bursa Securities and/or relevant regulatory body.

4. DEFINITION OF CONFLICT OF INTEREST

i. A conflict of interest arises in any situation in which:

- a major shareholder, Director or employee (with authority to make decision or influence decision) of the Group is in a position to take advantage of his or her position or role at the Group for his or her personal benefit, including the benefit of person connected to him/her.

- a major shareholder, director or employee (with authority to make decision or influence decision) of the Group having beneficial ownership in, directorship in, partnership in or working for business that have business relationship with the Group; or

- a major shareholder, director or employee (with authority to make decision or influence decision) of the Group having beneficial ownership in, directorship in, partnership in or working for business that compete with the businesses carried on or future business contemplated by the Group; or

- other interests of major shareholder, director or employee (with authority to make decision or influence decision) interfere, or appear to interfere, with the interests of the Group or such major shareholder, director or employee has interests that may make him/her difficult to perform his or her role objectively and effectively (please refer to Appendix A for the examples).

- A conflict of interest can make it difficult for a major shareholder, Director or employee (with authority to make decision or influence decision) to fulfil his or her duties impartially and correctly and make decision that is detriment to the Company or its subsidiaries and to the minority interest. A conflict of interest can exist even if it results in no unethical or improper acts. Even the appearance of improper influence in decision-making may be an issue. A conflict of interest will undermine the values of good faith, fidelity, diligence and integrity in the performance of duties and obligations as expected.

5. POLICY

i. All major shareholders, Directors and employees (with authority to make decision or influence decision) of the Group (including person connected to him/her) must avoid situations in which personal interest could conflict with their obligations or duties and must not use their position and authorities, the Group's resources and assets, or information available to them for personal gain or for the benefit of the person connected to them or to the Group's or minority interest's disadvantage.

ii. All major shareholders, Directors and employees (with authority to make decision or influence decision) of the Group (including person connected to him/her) must not enter any relationship or transactions with the Company or its subsidiaries or any person, whether contractual or otherwise and whether under his/her name or otherwise, which result in actual[1], potential[2] or perceived[3] conflict of interest unless it is permissible under all relevant laws and regulations with such interested transaction or contract is approved by appropriate level of management, reviewed by ARMC and approved by the Board of the Company whereby he/she (including person connected to him/her) must absent and abstain himself/herself from the all review, discussion and decision for such interested transaction or contract.

6. DECLARATION REQUIREMENTS

i. All major shareholders, Directors and employees (with authority to make decision or influence decision) of the Group shall comply with the Code of Conduct of the Group and subject to **Section III – Avoiding Conflict of Interest**.

ii. **Declaration Requirements – Contemplated Conflict-of-interest Situation**

a. All major shareholders with Director representation on the Board of the Company or its subsidiaries, Directors and employees (with authority to make decision or influence decision) of the Group must disclose their conflict-of-interest situation via "**Notice of Conflict of Interest" Form** per Appendix B before the contemplated transaction, ownership, directorship, partnership or employment or transaction or within three (3) working days from the date of such event:

- for major shareholder or Director of the Company and its subsidiaries, to the Chairperson of ARMC; or

[1] Actual conflict of interest is when real and existing conflict of interest present
[2] A potential conflict of interest is when substantial shareholders, directors or employees is in or could be in a situation that may result in a conflict, but this has not fully materialized
[3] A perceived conflict of interest is when substantial shareholders, directors or employees is in or could be in a situation that may appear to be a conflict, even if this is not the case

6. DECLARATION REQUIREMENTS (Cont'd)

ii. Declaration Requirements – Contemplated Conflict-of-interest Situation (Cont'd)

- for employees, to ABC Compliance Function of which such declaration is to be subsequently forwarded to the Chairperson of ARMC.

b. Other major shareholder of the Company and its subsidiaries without director representation at the Board of the Company or its subsidiaries should disclose their interest for the following situation before the contemplated or transaction, ownership, directorship, partnership or employment or transaction or within seven (7) working days from the date of such event to the company secretary of the Company or its subsidiary (as the case maybe) for onward submission to the Chairperson of ARMC:

- contemplated or actual transaction or contract with the Company or its subsidiaries;
- contemplated or actual beneficial ownership in, directorship in, partnership in or working for business that have business relationship with the Group; or
- contemplated or actual beneficial ownership in, directorship in, partnership in or working for business that compete with the businesses carried on or future business contemplated by the Group.

c. Such major substantial shareholder, Director or employee (with authority to make decision or influence decision) (including Person Connected to him/her) must absent and abstain from participating in the review, discussion and decision in relation to the interested transaction or contract and comply with the relevant corporation laws and regulations, AMLR and other relevant laws and regulations.

The interested major shareholder, director or employee, may however at the request of the Chairperson of ARMC, be present at the meeting to answer any questions.

d. The Chairperson of ARMC (for interested major shareholder or Director) or ABC Compliance Function (for interested employee) shall ensure that such interested major shareholder, director or employee (including Person Connected to him/her) shall be restricted to the access to the information in relation to the conflict-of-interest situation, shall not participate in the negotiation in relation to the conflict-of-interest situation and re-arrangement of duties or responsibilities of the interested party to non-conflicting duties or responsibilities.

6. DECLARATION REQUIREMENTS (Cont'd)

iii. Declaration Requirements – Onboard and Annual Declaration

a. All major shareholders with director representation at the Board of the Company or its subsidiaries, directors and employees (with authority to make decision or influence decision) of the Group are required to make the declaration during onboarding and for annual declaration by using the "**Declaration of Interest**" Form within thirty (30) days from the financial end of the Company for identification of any actual, potential or perceived conflict-of-interest (including person connected to him/her) in relation to:

- dealings or intended dealings with the Group;
- beneficial ownership in, directorship in, partnership in or working for business that have business relationship with the Group; or
- beneficial ownership in, directorship in, partnership in or working for business that compete with the businesses carried on or future business contemplated by the Group; or
- other interests of major shareholder, director or employee (with authority to make decision or influence decision) interfere, or appear to interfere, with the interests of the Group or such major shareholder, director or employee has interests that may make him/her difficult to perform his or her role objectively and effectively.

b. Such "**Declaration of Interest**" Form shall be submitted:

- for major shareholder or director of the Company and its subsidiaries, to the Chairperson of ARMC; or
- for employee, to ABC Compliance Function of which such declaration is to be subsequently reported to the Chairperson of ARMC on instances of actual, potential or perceived conflict of interest. If there is no incident of conflict of interest identified, a negative statement by ABC Compliance Function to the Chairperson of ARMC.

7. REVIEW AND APPROVAL OF CONFLICT OF INTEREST, RPT AND RRPT

i. ARMC, led by the Chairperson, shall review all conflict-of-interest situations declared in **6.0 DECLARATION REQUIREMENTS** above and all RPTs, RRPTs and other conflict-of-interest situations reported by the ABC Compliance Function and Head of Accounts Department per **9.0 MONITORING AND REPORTING** in duly constituted meeting and shall decide on whether it will result in actual, potential or perceived conflict of interest and to recommend the following response required to the Board immediately (anyone or combination of the followings):

7. REVIEW AND APPROVAL OF CONFLICT OF INTEREST, RPT AND RRPT (Cont'd)

a. No action to be taken due to the remoteness of the conflict-of-interest situation;

b. Revision of the terms and conditions of the transaction so that such transaction is carried out at terms and conditions that are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders as well as compliance with relevant corporation laws and regulations, AMLR and other relevant laws and regulations;

c. Prohibit to enter the transaction or terminate the contract or agreement in relation to the transaction;

d. Re-arrangement of duties or responsibilities of the interested party to a non-conflicting duty or responsibilities;

e. Withdrawal from all executive involvement and authority of the interested party in the Group in relation to the matter that has given rise to the conflict-of-interest situation; and/or

f. Resignation of the interested party from the Group is appropriate and necessary if such party is determined to have a significant, ongoing and irreconcilable conflict-of-interest with the Group, and where such conflict-of-interest significantly impedes the interested party's abilities to carry out his/her fiduciary responsibility to the Group.

ii. To review any RPT, RRPT or other conflict-of-interest situation, ARMC shall be provided with all relevant material information of the RPT, RRPT or other conflict-of-interest situation, including:

a. the terms of the transaction and its commercial reasonableness;
b. the business purpose of the transaction and the rationale to enter the transaction with interested major shareholder, Director or employee instead of a third party;
c. the extent of the interested major shareholder, director or employee's interest in the RPT, RRPT and/or conflict-of-interest situation; if applicable
d. the mitigation measures put in place;
e. the financial and non-financial benefits to the Group and to the interested major shareholder, director or employee;
f. the materiality of the RPT, RRPT and/or Conflict of Interest to the Company and percentage ratio per Chapter 10 of AMLR; and
g. any other relevant matters.

7. REVIEW AND APPROVAL OF CONFLICT OF INTEREST, RPT AND RRPT (Cont'd)

iii. In determining whether to recommend the RPT, RRPT or other conflict-of-interest situation to the Board to approve or its recommendation to the shareholders for approval at general meeting, ARMC shall consider the following factors: -

a. Whether the terms of the RPT, RRPT or other conflict-of-interest situation are on terms not more favourable to interested major shareholder, director or employee than those generally available to the public, are not to the detriment of the Company or its subsidiary or its minority shareholders and/or would apply on the same basis if the transaction did not involve a interested major shareholder, director or employee;

b. Whether there are quotations provided by third parties for comparison and if no, justification for no price comparison;

c. Whether there are any compelling business reasons for the Company or its subsidiary to enter into the or other conflict-of-interest situation and the nature of alternative transactions, if any;

d. Whether the RPT, RRPT or other conflict-of-interest situation would impair the independence of an otherwise Independent Director, Director or Chief Executive of the Company or its subsidiary (as the case maybe);

e. Whether ARMC was notified about the RPT, RRPT or other conflict-of-interest situation before its commencement and if not, why pre-approval was not sought and whether subsequent ratification would be detrimental to the Company or its subsidiary; and

f. Whether the RPT, RRPT or other conflict-of-interest situation would present an improper conflict-of-interest for interested major shareholder, director or employee of the Company or its subsidiary, taking into account the size of the transaction, the overall financial materiality of RPT, RRPT or other conflict-of-interest situation to the interested major shareholder, director or employee of the Company or its subsidiary, the direct or indirect nature of the interested major shareholder, director or employee in the transaction and the ongoing nature of any proposed relationship and any other factors ARMC deems relevant.

iv. If in any event, ARMC decides not to recommend a RPT, RRPT or other conflict-of-interest situation to the Board to approve or its recommendation to the shareholders for approval at general meeting and such transaction is commenced without approval, ARMC may direct additional actions, including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification. In connection with any review of a RPT, RRPT or other conflict-of-interest situation, ARMC has the authority to modify or waive any procedural requirements of this policy.

7. REVIEW AND APPROVAL OF CONFLICT OF INTEREST, RPT AND RRPT (Cont'd)

v. All RPTs, RRPTs or other conflict-of-interest situations reviewed by ARMC are to be reported and recommended to the Board for deliberation and approval, the considerations set forth above shall apply to the Board's review and approval of the matter, with such modifications as may be necessary or appropriate under the circumstances.

vi. Any member of the Board who has a potential interest in any of the RPT, RRPT and/or Conflict of Interest situation shall recuse himself or herself and abstain from voting on the approval or ratification of the RPT, RRPT and/or Conflict of Interest situation and must not participate in the Board's discussions of the RPT, RRPT and/or Conflict of Interest situation.

vii. Any member of ARMC who has actual, potential or perceived conflict-of-interest situation must be absent and abstain from participating in the review, discussion and decision in relation to the interested transaction or contract during ARMC meeting. Thereafter such member of ARMC, if he/she is an Independent Director, shall be subject to independence and objectivity assessment by the Board to determine his/her independence and objectivity to continue his holding of office as Independent Director.

8. DOCUMENTATION

i. The Chairperson of ARMC shall cause the Company Secretary to keep records of the proceedings carried out per **7.0 REVIEW AND APPROVAL OF CONFLICT OF INTEREST, RPT AND RRPT** above in minutes of the meeting with deliberation and decision of ARMC duly recorded.

ii. The **ABC Compliance Function** is to maintain a listing of all conflict-of-interest situations declared per **6.0 DECLARATION REQUIREMENTS** above ("COI, RPT & RRPT Listing") and all RPT, RRPT and/or Conflict of Interest situations reported per **9.0 MONITORING AND REPORTING.**

iii. The COI, RPT & RRPT Listing shall be subject to review by the **Head of Accounts Department** (in the event the Head of Accounts Department is interested in the RPT, RRPT and/or Conflict of Interest situation, the **Managing Director/Director** who is not interested in the RPT, RRPT and/or Conflict of Interest situation shall review the details of relevant RPT, RRPT and/or Conflict of Interest situations as contained in the COI, RPT & RRPT Listing). Such acknowledged COI, RPT & RRPT Listing shall be disseminated to all Finance and Accounts personnel, Sales Department and Procurement & Logistic Department for monitoring and reporting purposes.

9. MONITORING AND REPORTING

i. Monitoring and Reporting of Existing RPT, RRPT or Other Conflict-of-Interest Situations to ARMC

a. The prospective customer or supplier is required to disclose whether its owner or its director or its shareholder is a major shareholder, director or employee of the Company or its subsidiaries or Person Connected with a major shareholder, director or employee of the Company or its subsidiaries in prescribed form (i.e.; **New Application for Credit Account Form** or **New Supplier Evaluation Form)** during customer registration or supplier registration (as the case maybe). The Head of Sales as well as the Head of Procurement and Logistic departments are required to inform the **ABC Compliance Function** if the owner or director or shareholder of the prospective customer or supplier is a shareholder, employee or director of the Company or its subsidiaries or Person Connected with shareholder, director or employee of the Company or its subsidiaries.

b. Prior to any provision of any financial assistance under Chapter 8 of AMLR, the Head of Accounts Department is to obtain the identity of the owners or directors or shareholders of the entity to which the financial assistance is to be provided by the Group and shall inform the ABC Compliance Function if the owners or directors or shareholders of the entity is a major shareholder, director or employee of the Company or its subsidiaries or Person Connected with major shareholder, Director or employee of the Company or its subsidiaries.

c. The ABC Compliance Function shall report to the Chairperson of ARMC on instances of conflict-of-interest situations not declared per this Policy and Procedures.

d. All RPTs, RRPTs and/or Conflict of Interest situations will be reviewed by the ABC Compliance Function **quarterly**, without the participation of the interested Related Party(ies), and reported by the Head of Accounts Department to the ARMC for review during the quarterly ARMC meeting.

ii. Reporting of New RPT, RRPT or Other Conflict-of-Interest Situations to ARMC

a. It is the responsibility of the Head of Accounts Department to notify the Chairperson of the ARMC of new RPT, RRPT and/or Conflict of Interest situation with information per **Section II of 7.0 REVIEW AND APPROVAL OF CONFLICT OF INTEREST, RPT AND RRPT** in written communication and/or electronic communication.

b. New RPT, RRPT and/or Conflict of Interest situation involving major shareholders, Directors or employees (with authority to make decision or influence decision) (based on financial year) must be subjected to formal review by ARMC during a duly constituted meeting, prior to the commencement of the transaction.

9. MONITORING AND REPORTING (Cont'd)

iii. Reporting of RPT, RRPT or Other Conflict-of-Interest Situations Externally

a. The Head of Accounts Department is responsible for compiling the percentage ratio of all RPTs, RRPTs and/or Conflict of Interest situations in compliance with Chapter 10 of AMLR and to comply with the AMLR in relation to the RPTs, RRPTs and/or Conflict of Interest situation. In addition, the Head of Accounts Department is to compile information to comply with the Companies Act, Capital Markets and Services Act, other securities laws and regulations and other applicable laws and regulations in relation to the RPTs, RRPTs and/or Conflict of Interest.

b. Prior to announcement of any RPT, RRPT and/or Conflict of Interest situation, the draft announcement and circular of the RPTs and/or Conflict of Interest, as well as shareholders' mandate for RRPT and any other disclosure(s) required under the AMLR, Companies Act, Capital Markets and Services Act, other securities laws and regulations and other applicable laws and regulations in relation to the RPTs, RRPTs and/or Conflict of Interest must be reviewed by the ARMC.

10. REVIEW OF THIS POLICY

This Policy and Procedures shall be reviewed by the ARMC and recommended to the Board for approval as and when required and updated in compliance with the prevailing applicable laws and regulations or in accordance with the needs of the Group, and in any event, at least once every three (3) years.

Appendix A

Example of other conflicts of interest situation (not exhaustive)

(a) uses property or resources of the Group for his or her personal purpose or business;

(b) channels benefits or resources meant for the Group to a company in which he or she has an interest in;

(c) discloses trade secrets to a competitor where he or she has an interest in;

(d) influences the decision of the Group on a decision where he/she will also enjoy the benefit either financially (e.g. capital appreciation of the property) or non-financially (e.g. convenience from the infrastructure developed) from such decision;

(e) prioritises his or her private venture by depriving the Group from an identified business opportunity;

(f) leverages on the Group's business or developmental plan by acquiring adjacent lands using the said person's private company;

(g) he/she is involved in a business which offers similar products or services that are likely to replace or substitute the products or services offered by the Group;

(h) holds offices or directorships in competitors of the Group;

(i) provides financial assistance to, or receives financial assistance from, the Group on terms and conditions which are more favourable to the said person than normal commercial terms;

(j) having similar business with that of the Group in a geographical location in which the Group is not currently operating, but in which the Group may expand its venture subsequently; or

(k) Purchasing substantial materials or goods for his or her own benefit at a massive discount from a supplier/contractor which has been shortlisted as one of the suppliers/contractors for the Group's business.

Appendix B

Notice of Conflict of Interest

I,_________________________(name) with NRIC No.: _____________________ hereby give notice of the following contemplated transaction(s) with conflict-of-interest situation involving the Group:

Date of commencement	
Name and identification number of party(ies) interested in contemplated transaction(s) ("Interested Party")	
Relationship of Interested Party with me (If applicable)	
Name of entity within the Group the contemplated transaction(s) to be carried out (If applicable)	
Description of nature of contemplated transaction(s) and estimated annual value of transaction(s) (if applicable)	
Description of nature of conflict-of-interest situation in relation to contemplated transaction(s)	
Other remarks and supporting documentations	

I hereby certify and confirm that the above disclosure of conflicts of interest involving me and/or persons connected to me is to my best knowledge to be true and correct. I undertake to provide all information required by the Company in relation to the contemplated transactions as requested by the ABC Compliance Function, the Audit and Risk Management Committee ("ARMC") or the Board of Directors of the Company.

I also undertake to obey decision made by the ARMC and/or the Board of Directors of the Company in relation to the contemplated transaction(s) with conflict-of-interest situation involving the Group.

Name:

Position:

Signature:

Date: