

CONFLICT OF INTEREST POLICY

1. Introduction

The Directors and Key Senior Management of BLD Plantation Bhd. and its subsidiaries (collectively referred to as “BLDP Group” or “the Group”) are committed to remain vigilant in fulfilling their duties and responsibilities to the Group, and to avoid any conflict of interest (“COI”) or potential COI between their personal interest and the Group’s interest.

This Conflict of Interest Policy (“COI Policy” or “Policy”) sets out the framework and appropriate measures in respect of COI when a COI arises or potentially arises. The objective of this Policy is to promote better governance practices and accountability within the Group and to ensure such COI or potential COI are identified and managed in an effective and timely manner.

2. Scope

This Policy applies to all Directors and Key Senior Management of the Group (“Individual”).

3. Reference

This Policy shall be read in conjunction with the following policies, guidance and statutory provisions:-

- (i) Code of Business Conducts and Ethics’;
- (ii) Anti-Bribery and Corruption Policy;
- (iii) Whistleblowing Policy;
- (iv) Issuers Communication – Guidance on Conflict of Interest (ICN/2023);
- (v) Guidelines on Conduct of Directors of Listed Corporations and Their Subsidiaries;
- (vi) Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (vii) Companies Act 2016; and
- (viii) Capital Market Service Act 2017.

4. Definition

“*Conflict of Interest*” or “COI” refers to situation where:

- (i) The interest of an Individual (who is often a person in a position of trust), interfere, or appear to interfere, with the interests of the Group; or
- (ii) the Individual has interests that may make it difficult to perform his or her role objectively and effectively.

“*Potential COI*” is a COI that has yet to materialise or happen, but may arise subsequently due to, among others, prevailing relationships or interests of the Individual.

“*Interest*” in a COI involving the Individual is not limited to direct financial interest but also include an indirect financial interest, non-financial interest, or competing loyalties or interests.

5. Identifying conflict of interest

To identify a COI or potential COI, it is essential to assess situations where personal, financial or professional interests and relationships of the Individual that might influence his/her ability to perform duties objectively, impartially and in the best interest of the Group.

A COI situation could arise where an Individual:

- (i) Uses property and resources of the Group for his/her personal purpose or business;
- (ii) Channels benefits or opportunities intended for the Group to a company which he/she has an interest in;
- (iii) Discloses trade secrets or sensitive information to competitors where the Individual has an interest in;
- (iv) Influences decision-making to benefit personal property investments or financial interests;
- (v) Prioritises his/her private ventures by depriving the Group from an identified business opportunity;
- (vi) Leverages on the Group's business or developmental plan by acquiring adjacent lands using his/her private company;
- (vii) Engages in business that offer similar products or services that are likely to replace or substitute those offered by the Group;
- (viii) Holds office or directorship in competing companies; or
- (ix) Provides or receives financial assistance under terms which are more favourable than normal commercial standards.

6. Managing conflict of interest

- 6.1 All Directors and Key Senior Management of the Group are required to make declaration in relation to the nature and extent of any COI or potential COI, including interest in any competing business, that they have with the Group as soon as practicable after the relevant facts have come to their knowledge.
- 6.2 The Audit Committee shall review and report to the Board, any COI situation that arose, persist or may arise together with the measures taken to resolve, eliminate or mitigate such conflicts.
- 6.3 The measures to address COI, including but not limited to the following:-
 - (i) Declaration of COI to ensure transparency in decision-making;
 - (ii) Refraining from participation in any meetings, deliberations and voting on matters relating to the COI;
 - (iii) Restricting access to documents and information;
 - (iv) Assessment of COI of incumbents on an annual basis and new appointments, prior to the appointment;
 - (v) Execution of a non-disclosure or confidentiality agreement to safeguard confidential and proprietary information; or
 - (vi) Restricting participation in businesses which compete with the Group.

7. Breach of Policy

Failure to disclose a COI situation by the Individual could result in, among others, disciplinary action being taken by the Group.

8. Review of Policy

This Policy may be reviewed and revised as and when deemed necessary.