KK MART RETAIL BERHAD

REGISTRATION NO.: 202301037992 (1531914-U)

RELATED PARTY TRANSACTIONS POLICY

1.0 INTRODUCTION

KK Mart Retail Berhad ("**KK Mart**" or "**Company**") and its subsidiaries (collectively, the "**Group**") would, in the ordinary course of business, enter into transactions of a revenue or trading nature with a related party or parties.

2.0 SCOPE

This Related Party Transactions Policy ("**Policy**") applies to the Group's employees, major shareholders and directors, as well as persons connected with such major shareholders or directors, whom must comply with the guidelines and principles established in this Policy.

3.0 OBJECTIVES

This Policy is designed to ensure the related party transactions ("**RPT**") and recurrent related party transactions ("**RRPT**") are carried out in the ordinary course of business, made on an arm's length basis and on normal commercial terms which are not more favourable to the related party than those generally available to the public, and are not on terms that are detrimental to the minority shareholders of KK Mart.

This Policy primarily affects the key departments and/or functions of the Group, including but not limited to:

a. Finance;
b. Procurement;
c. Legal;
d. Purchasing; and
e. Data Management

This Policy is to be read together with the relevant rules relating to RPTs issued from time to time by a competent regulatory authority, which includes Bursa Malaysia Securities Berhad ("**Bursa Securities**"). Where there is conflict, rules (including circulars and letters) from a competent regulator will automatically supersede the existing operating policies and procedures herein stated.

The purpose of this Policy is to formalise the procedures governing RPTs of the Company, and to ensure that controls over RPTs and their disclosure are implemented effectively and managed responsibly.

4.0 DEFINITIONS

Chief Executive	in relation to a corporation, means the principal executive officer of the corporation for the time being, by whatever name called, and whether or not he or she 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 transaction were agreed upon: a) a director of the Company or any of its subsidiaries or the Company's holding company; or b) a Chief Executive of the Company or any of its subsidiaries or of the Company's holding company.
Family member	in relation to a person means such person who falls within any one of the following categories: a) spouse; b) parent; c) child including an adopted child and step-child; d) brother or sister; and e) spouse of the person referred to in sub-items (c) and (d) above.
Major shareholder	means a person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is: a) 10% or more of the total number of voting shares in the Company; or b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.
Listing Requirements	Main Market Listing Requirements of Bursa Securities, including any amendment that may be made from time to time.
Person connected	in relation to a director or major shareholder of the Group (referred to as "**said Person**"), means such person who falls under any one of the following categories: a) a family member of the said Person; b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said

Person, or family member of the said Person, is the sole beneficiary;

c) a partner of the said Person, or a partner of a person connected with the said Person;
d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
g) a body corporate which is a related corporation of the said Person.

Related party	means a director, major shareholder or person connected with such director or major shareholder.
Related party transaction ("RPT")	refers to a transaction entered into by any company within the Group which involves the interest, direct or indirect, of a related party.
Recurrent related party transaction ("RRPT")	refers to a related party transaction which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations for the Group.
Transaction	has the meaning as defined under Paragraph 10.02 of the Listing Requirements, which includes, among others, the following: a) the provision or receipt of goods or services; b) the acquisition, disposal or leasing of assets; c) the provision of financial assistance; or d) any business transaction or arrangement entered into, by the Company or its subsidiaries, but excludes transactions entered into between the Company (or any of its wholly-owned subsidiaries) and its wholly-owned subsidiary.

5.0 POLICIES AND PROCEDURES

5.1 The general obligation to act in the best interests of the Group means before entering into a commercial transaction, contract or agreement, the originator or buyer must identify and check for RPT elements, contract value, and obtain verification from the Finance Department.

5.2 The Group to assess the pricing, quality, terms and expertise of any goods or services that the related party offered. These shall be compared to the same goods or services offered by the normal unrelated open market transactions including the appropriate preferential rates and discounts accorded for the same or similar purchases in terms of the standard industry commercial terms.

5.3 For comparison, the Group shall procure information or details on other contemporaneous transactions and/or shall seek quotations from unrelated third parties for similar products or services and/or quantities, where possible to determine whether the price and terms offered to/by the related party are fair and reasonable.

5.4 In the event where such comparable quotations from an unrelated third party is not available for same or similar raw materials or services, the transaction prices and commercial terms shall be determined based on the Group's usual business practices and policies to ensure that the RPTs are not detrimental to the Group and minority shareholders of KK Mart.

5.5 All Major Shareholders and Directors are required to declare and disclose any transaction in which they are deemed to have interest and give their undertakings on a quarterly basis, that all business transactions entered into between themselves and/or persons connected with them and the Group are negotiated and agreed at arm's length basis, conducted on normal commercial terms; and are not to the detriment of the minority shareholders nor more favourable to the related party.

5.6 At least once a year, during the annual evaluations, all Major Shareholders and Directors are required to complete a questionnaire disclosing the names of companies in which he/she and/or any person connected with them, hold directorships and/or has any substantial shareholding and any potential RPT and RRPT, if any.

5.7 The Company and each other company within the Group shall maintain a record of all the RPTs and RRPTs entered into pursuant to the shareholders' mandate to ensure that the necessary approvals are obtained and proper review procedures are followed in respect of all these transactions. The Finance Department, overseen by the Chief Financial Officer ("**CFO**"), shall compile a listing of related parties, the nature of the RPTs and RRPTs, estimated value of annual transactions; and the relevant control(s) put in place, subject to update

from time to time and periodic review by the CFO. This Register of RPTs and RRPTs will be disseminated to all Finance Department's personnel and all Heads of Department.

5.8 The Audit Committee ("**AC**") periodically reviews the procedures set by the Company to monitor RPTs and RRPTs to ensure these transactions are at arm's length and within the normal commercial terms and not more favourable to any related party than those generally available to the public. The AC shall then report the status of all RPTs and RRPTs to the Board of Directors of the Company ("**Board**") for notation or further action.

5.9 In reviewing these transactions, the AC may request for additional information from professional sources as it deems fit to ensure that the transactions are within the scope of this Policy. The AC shall also review the adequacy of the processes and procedures to track and monitor these RPTs and RRPTs in a timely and orderly manner to ensure accuracy.

5.10 All Directors are required to declare and disclose any transaction in which they are deemed interested and such transactions must be subject to the scrutiny of the AC. In addition, the Directors have given their undertakings that all business transactions entered into between the Group and themselves and/or persons connected with them shall be negotiated on and agreed at arm's length basis on normal commercial terms which 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.

5.11 The Company must also ensure that a Director with interest, direct or indirect, must abstain from Board deliberation and voting on the relevant resolution in respect of the RPT or RRPTs. In a general meeting to obtain shareholders' approval, a Director, Major Shareholder and/or person connected with them, which have any interest, direct or indirect, in the transaction must not vote in respect of their direct and/or indirect shareholdings on the resolution approving the transaction. Where the person connected with a Director or major shareholder has interest, direct or indirect, in the transaction, a statement that the Director or major shareholder concerned will also abstain from voting in respect of his direct and/or indirect shareholdings.

6.0 MAINTENANCE OF RECORDS

6.1 Directors and major shareholders will be required to sign a form of declaration (refer to **Appendix A**) annually and which shall be kept securely by the Finance Department. If there are any RPTs to be disclosed, the brief details of the transaction and the sums involved need to be disclosed by such Director or major shareholder.

6.2 Finance Department shall ensure proper maintenance and retention of documentation to allow the RPTs to be scrutinised by regulators or auditors. Such documentation should be readily accessible to regulators and other interested parties.

7.0 RPT REVIEW

7.1 All existing RPTs shall be reviewed by the Finance Department from time to time and the findings shall then be reported to the AC and where necessary to the Board.

7.2 The AC periodically reviews the procedures set by the Company to monitor RPTs to ensure that these transactions are carried out on normal commercial terms, are not more favourable to the related party than those generally available to the public, and are not detrimental to the minority shareholders of the Company. All reviews by the AC are reported to the Board for notation or further action. In its review and approval of such transactions, the AC may, as it deems fit, request for additional information pertaining to the transactions from independent sources or professionals.

8.0 DISCLOSURE REQUIREMENTS

8.1 RPT

8.1.1 Where any one of the percentage ratios (as determined in accordance with the Listing Requirements) of a RPT is 0.25% or more, the RPT must be announced to Bursa Securities as soon as possible after the terms of the transaction have been agreed, unless the value of the consideration of the transaction is less than RM500,000 or it is an RRPT.

8.1.2 Subject to exceptions in the Listing Requirements, where any one of the percentage ratios of a RPT is 5% or more, in addition to an announcement, the Company must:

a. send a circular to its shareholders containing all information as may be required under the Listing Requirements;

b. obtain the Company's shareholder approval of the RPT in a general meeting; and

c. appoint an independent adviser who is permitted to carry on the regulated activity of advising on corporate finance under the Capital Markets and Services Act 2007, before the terms of the transaction are agreed upon.

8.1.3 Where any one of the percentage ratios is 25% or more, subject to exceptions in the Listing Requirements, the Company must, in addition to Clause 8.1.2 above, before the terms of the RPT are agreed upon, appoint a main adviser, who is a Recognised Principal Adviser (as defined in the Listing Requirements). The Recognised Principal Adviser must hold the responsibilities as stipulated under Paragraph 10.08(4) of the Listing Requirements.

8.1.4 Where a RPT entered into between a subsidiary of the Company and another person, where the percentage ratio is 5% or more, and there are no other interested relationships except for a related party having an interest in such transaction is:

a. a Director or major shareholder of such subsidiary or the holding company of such subsidiary (other than the Company or a holding company of the Company) ("**said Director**" or "**said major shareholder**"); or

b. a person connected with the said Director or said major shareholder,

only immediate announcement is required, provided that the Board:

a. approves the transaction before the terms of transaction are agreed upon; and

b. ensures that the transaction is fair and reasonable and is in the best interests of the Company.

The listed issuer must still comply with the requirements in Paragraph 10.07, Part F or Part F(A) of the Listing Requirements, as the case may be, if any one of the percentage ratios of the RPT under this Clause 8.1.4 is 25% or more.

8.2 RRPT

8.2.1 Pursuant to Paragraph 10.09 of the Listing Requirements, a company with a share capital of RM60 million and above, must immediately announce a RRPT if the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million; or the percentage ratio of such RRPT is 1% or more, whichever is the higher.

8.2.2 The Company may seek a mandate from its shareholders for RRPTs which are necessary for its day-to-day operations, subject to the following:

a. the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;

b. the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal to or more than the prescribed threshold stated in Clause 8.2.1;
c. the Company's circular to shareholders for the shareholder mandate includes the information as prescribed by the Bursa Securities. The draft circular must be submitted to the Bursa Securities together with a checklist showing compliance with such information;

d. in a meeting to obtain shareholder or unit holder mandate, the relevant interested related party (i.e. interested Director, Major Shareholder and/or person connected with them) must comply with the requirements set out in Paragraph 10.08(7) of the Listing Requirements. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolutions approving the transactions;

e. the Company must immediately announce to the Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by the Bursa Securities in its announcement; and

8.2.3 Where the Company has procured the shareholder mandate pursuant to Clause 8.2.2 above, the provisions of Paragraph 10.08 of the Listing Requirements will not apply.

8.2.4 The 'estimated value of the RRPT' stated in Clause 8.2.2(e) above refers to the value of the RRPT expected to be entered into during the period from the date of the general meeting at which such shareholder mandate was passed, until the conclusion of the next Annual General Meeting which after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**the Act**") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or until such shareholder mandate being revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier .

8.2.5 The breakdown of the aggregate value of RRPTs conducted, types of RRPTs made, names of the related party involved in each type of RRPT and their relationship with the Company pursuant to the shareholder mandate obtained during the financial year, will be disclosed in the Company's annual report.

9.0 IMPLEMENTATION AND REVIEW OF POLICY

The Company reserves the right to modify or amend this Policy at any time as it may deem necessary in order to align with the applicable laws enforced at the time being.

This Policy was adopted by the Board on 8 June 2026.

Appendix A

RELATED PARTY DECLARATION FORM

This Form is required to be completed in respect of all major shareholders and directors of KK Mart Retail Berhad and its subsidiaries who have held office as at _____ [date].

List of transactions currently ongoing and/or entered into between the related party of major shareholder / director / person connected with the director or major shareholder of the Company and its subsidiaries in the last 12 months:

Name of Company/ business/person	Shareholding (where applicable)	Position held	Nature of transaction	Transaction value for the period (RM)

List of transactions potentially to be entered between the related party of major shareholder / director / person connected with the director or major shareholder of the Company and its subsidiaries in the coming 12 months:

Name of Company/ business/person	Shareholding (where applicable)	Position held	Nature of transaction	Transaction value for the period (RM)

Declared by:

_____

Name:
Company:
Position:

Date: