



# CONFLICT OF INTEREST POLICY



**INSIGHTS ANALYTICS BERHAD  
(202401035770 (1581617-V))**

**CONFLICT OF INTEREST**

**Effective Date: 15<sup>th</sup> January 2025**

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## **1.0 Introduction**

- 1.1 Insights Analytics Berhad (“the Company”) and its subsidiaries (collectively known as “the Group”) recognise and are committed to maintaining, observing and practicing the high ethical standards of professionalism and integrity at all times in respect of its business and operation. All Directors, Key Senior Management and employees of the Group are expected to discharge their duties with integrity, impartiality and professionalism at all times, and to avoid any conflict of interest that may arise in the performance of their duties.
- 1.2 Conflicts of interest arise when a person directly or indirectly has an involvement through family relationship, related companies, related parties, company shareholdings or employment position or through position of authority giving rise to conflict of interest or where their personal interests override or compromises the best interests of the Group.

## **2.0 Objective and Scope**

- 2.1 The objective of this policy is to set out what constitutes conflict of interest and to provide guidance on how to deal with situations involving conflict of interest as when they arise. This policy is to ensure that actual, potential and perceived conflicts of interest are identified and managed effectively.
- 2.2 This policy is intended to apply to:
- (i) all Directors, Key Senior Management and employees of the Group (including employees on contract terms, part-time employees and those on internship), to declare during the onboarding process, on an annual or an ad hoc basis.
  - (ii) all suppliers, vendors and business associates who are dealing with the Group, to declare during the onboarding process, renewal of the business relationship or as soon as they become aware of any changes to their current interests.
- 2.3 The scope of this policy is relatively wide in its coverage of activities that may give rise to conflicts of interest. As it is not possible for the policy to be all inclusive, Directors, Key Senior Management and employees must exercise reasonable judgment and seek to comply with this policy.

## **3.0 Reference**

This policy shall be read in conjunction with the following policies of the Group:

- Related Party Transactions Policy & Procedures;
- Code of Conduct Ethics Policy;
- Anti-Bribery and Corruption Policy;
- Whistleblowing Policy.

#### **4.0 Definition**

- 4.1 **“Beneficial interest”** refers to the right to receive economic benefits from an asset without being the legal owner of the asset, for instance, entitlement of income from shares held through a nominee.
- 4.2 **“Conflict of interest”** is a situation in which an individual's personal interest clashes with the professional interest owed to his/her employer, potentially undermining the impartiality of the individual concerned. A real conflict of interest exists at the present time and a potential conflict of interest could be reasonably foreseeable to exist in the future.
- 4.3 **“Family member”**, in relation to a person, refers to:
- (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-Rules (c) and (d) above.
- 4.4 **“Material”** in relation to shareholding means equity ownership of 5% or more.

#### **5.0 Identifying Conflict of Interest**

- 5.1 A conflict of interest would arise where a person's ability to perform his/ her duties effectively or impartially is potentially impaired by personal interest, considerations or relationships.
- 5.2 Generally, conflict of interest may be described under the following broad categories:

- (a) Equity ownership in entities having a business relationship with the Group

This is where a Director, Key Senior Management or any employees hold shares or equity ownership in other private entities, and in particular where they are conducting business activities with the Group, either directly or indirectly (e.g. through a family member). This does not apply to the shares held in public listed companies which have business relationship with the Group, unless such holding is considered to be material and the interest is likely to impair the objectivity of the Directors, Key Senior Management and the employees.

- (b) Directorship, partnership or other forms of interest in entities having a business relationship with the Group

This applies to situations where a Director or Key Senior Management or employees holds a position or has an interest in entities having a business relationship with the Group, including financial interest in any of the Group's projects, contracts, sale, transactions, or other business dealing or have family members, close relatives or associates with such interests. An instance would be where an employee of the Group is a Director of a company supplying goods to the Group. Such situation would result in a conflict of interest.



(c) Contractual dealings with Directors or Key Senior Management

This refers to situations where the Group purchases, dispose or leases property, equipment, materials, etc from Directors or Key Senior Management or their family members or enters into contractual arrangements with Directors or Key Senior Management or their family members (other than employment contracts). Such situation give rise to a conflict of interest and should be declared.

(d) Dealings with competitors or business associates

If a Director, Key Senior Management or employees or their family member has financial or other interests or any involvement in the business of a competitor or business associate, or holds a directorship in a competitor or business associate, such a situation would give rise to a conflict of interest or potential conflict of interest. This does not apply to the holding of publicly quoted shares of competitor or business associates' companies, unless such holding is considered to be material and the interest is likely to impair the objectivity of the Director or Key Senior Management concerned.

If a Director or Key Senior Management or employee has accepted employment with a competitor or business associates, this could also result in a conflict of interest during the period which he/she is still employed with the Group, especially if the Director or Key Senior Management or employee is dealing with sensitive or confidential information. As such, the conflict of interest or potential conflict of interest must be declared immediately upon acceptance of employment with the competitor or business associates to enable the Group to take the necessary actions to manage the conflict of interest or potential conflict of interest.

(e) Personal family relationships

A conflict of interest or potential conflict of interest would exist if a family member of the Director or Key Senior Management or employee has a reporting relationship with the Director or Key Senior Management. An employee should not be in the same department/division as a family member, and should not directly or indirectly supervise, or be in a position to influence the hiring, work assignment or assessment of the family member.

A conflict of interest would also arise if a Director or Key Senior Management or employee has a family member with an interest (e.g. in the form of ownership, directorships, partnerships, employment, etc.) in entities which have a contractual arrangement with the Group. An instance would be where an employee's spouse is working in a company providing consultancy services to the Group. This also applies to situations where a family member of the Group's employee is working in a company bidding for a project to be awarded by the Group, although there is no contractual arrangement yet.

## **6.0 General Responsibilities**

All Directors, Key Senior Management and employees of the Group are responsible for identifying and managing conflicts of interest on an ongoing basis and are required to:

- (a) Comply with this policy and other applicable policies and guidelines relating to the identification, documentation, escalation and management of conflicts of interest;
- (b) Act with objectivity, integrity and independence, and exercise sound judgement and discretion;
- (c) Act in the best interest of the Group and in the event of any conflict between his/her duty to act in the best interest of the Group and his/her personal interest, he/she shall not subordinate his/her duty to act in the best interest of the Group against his/her personal interest.
- (d) Protect the confidential business information of the Group (includes business, financial, legal, personal data, intellectual property, contractual records and documents comprising e-mails, letters, reports, drawings, calculations, forms, licences, agreements, computers software or files of whatever nature and information belonging to the Group) and never use it for their own benefit or the benefit of other persons or to recommend or cause a third party to do so;
- (e) Avoid, wherever possible, situations giving rise to conflicts of interest as described in this policy; and
- (f) Immediately declare the conflict of interest in accordance with this policy, abstaining from the decision-making process and not seek to influence such decisions any further.

## **7.0 Managing Conflicts of Interest**

- 7.1 Any conflict of interest must be declared by filling up the Conflict of Interest Declaration form (for Directors, Key Senior Management and employees, is as attached in Appendix A; for suppliers, vendors and business associates, is as attached in Appendix B). The declaration shall be made as and when the conflict arises, and shall be made at the earliest opportunity. i.e. as soon as the Director, Key Senior Management or employee becomes aware of the conflict. Any information disclosed under this Policy shall be strictly confidential.
- 7.2 The conflict of interest involving employees must be escalated to the Head of Department ("HOD") or his/her direct superior for further action. The completed Declaration Form shall be forwarded to Human Resource Department ("HRD") by the HOD of the person with the conflict concerned. HRD is responsible for monitoring conflicts of interest involving employees. HRD shall review the actions taken to address the conflict and decide, on a case-by-case basis whether such actions are appropriate and/or sufficient. When necessary, the matter shall be escalated to Managing Director for a decision to be made. HRD shall maintain records of all conflict on interest declarations as well as other related documents of the employees.

- 7.3 For conflict of interest involving Directors and Key Senior Management, the conflict must be disclosed to the Audit and Risk Management Committee and the Board of Directors and recorded by the Company Secretary. The Company Secretary shall maintain records of the declarations and any other related documents.
- 7.4 For conflict of interest involving suppliers, vendors and business associates, the declaration should be made to our Trading Department or to the relevant HOD. The Head of Trading/the relevant HOD will review the declaration and propose action plan on how to mitigate or resolve if conflict does exist. Head of Trading/ the relevant HOD shall maintain the records of the declarations and any other related documents.
- 7.5 In addition to the declaration, the person with the conflict and the respective HOD must take reasonable steps to manage the conflict and to mitigate the impact of the conflict on the negotiation/discussion/decision making process. The participation of the person with conflict should be limited and restricted.

Such limitation or restriction should include, but is not limited to the following:

- (a) Abstaining from the matter, including any involvement, discussion and/or during the process of decision making;
- (b) Limiting access to information;
- (c) If necessary, re-arranging duties or responsibilities to a non-conflicting function but not to a person who is supervised by the person with the conflict.
- (d) Transferring the person with the conflict to another project or another area of the Company.

## **8.0 Breach of Policy**

Failure to disclose a conflict of interest is a breach of this policy and may lead to disciplinary action.

## **9.0 Review of Policy**

This policy is to be reviewed annually and approved by the Board of Directors.

This policy was adopted by the Board on 15<sup>th</sup> January 2025.

**Appendix A: Conflict of Interest Declaration Form**  
(For Directors, Key Senior Management and Employees)

<b>Full Name (as per NRIC)</b>	
<b>Department</b>	
<b>Position</b>	

**1. I hereby declare an actual / potential conflict of interest as follows:**  
*(tick whichever is applicable)*

<input type="checkbox"/>	Equity ownership in entities having a business relationship with the Group
<input type="checkbox"/>	Directorship, partnership or other forms of interest in entities having a business relationship with the Group
<input type="checkbox"/>	Contractual dealings with Directors or Key Senior Management
<input type="checkbox"/>	Dealings with competitors or business associates
<input type="checkbox"/>	Personal family relationships
<input type="checkbox"/>	Others
<input type="checkbox"/>	No conflict of interest is aware

Briefly describe the type of interest and the parties involved:

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**2. I declare, in the best of my knowledge and belief, that:**  
*(tick whichever is applicable)*

<input type="checkbox"/>	I am not aware of any actual, potential or perceived conflict of interest situations with the Group or other stakeholders of the Group.
<input type="checkbox"/>	Apart from the actual, potential or perceived conflict of interest situations declared in the above, I am not aware of any other actual, potential or perceived conflict of interest situations with the Group or other stakeholders of the Group.

I agree to notify the Group, as soon as practicable, on any new actual, potential, or perceived conflict of interest.

**3. I declare that all information provided in this Declaration Form is to the best of my knowledge and belief and are true, complete, and accurate.**

\_\_\_\_\_  
Name:  
NRIC / Passport No.:



Date:

**4. Proposed actions to resolve / manage the conflict**

*(to be completed by Head of Department)*

Based on my / our review, the details provided:

[    ] do not constitute an actual/potential conflict of interest, and I authorise the employee to continue the activity.

[    ] do constitute an actual/potential conflict of interest.

If yes, I / we have reviewed the above considerations and request that the employee undertakes the following action to eliminate/manage the conflict:

**Reviewed by:**

**Approved by:**

\_\_\_\_\_  
Head of Department

\_\_\_\_\_  
Audit and Risk Management Committee/  
Board of Directors/  
Managing Director/ Human Resource  
Department

Name:  
Designation:  
Date:

Name:  
Designation:  
Date:

**Appendix B: Conflict of Interest Declaration Form**  
(For Suppliers, Vendors, and Business Associates)

Insights Analytics Berhad and Group of Companies (collectively known as “**Group**”)’s procurement governance requires all suppliers, vendors and business associates who are interested in conducting business with the Group to submit a completed Conflict of Interest Declaration Form as part of the procurement process documentation.

**Actual / Potential / Perceived Conflict of Interest Declaration**

On the behalf of my Company, I hereby declare the following actual / potential / perceived conflict of interest involving myself and/or any directors, employees, shareholders of my Company (including family members):

*Please tick ✓ where relevant*

	Yes	No
My shareholders/directors/employees holding key management function and their close family members and/or my representatives are related to any of the Group’s directors or employees or their family members.		
The Group’s directors or employees or their family members is a director and/or employee and/or agent in my company or my representative’s company(ies).		
The Group’s directors or employees or their family members are in business relationship(s) with any owner or director personnel holding key management function of my company or my representative’s company(ies).		
The Group’s directors or employees or their family members have substantial financial or any other interest in my Company or my representative’s business.		
My company or my representative’s company(ies) has/have employed a former employee of the Group that has participated in the procurement/tender/any other business process (preparation, selection, monitor) for the performance of the dealing/agreement while being employed by the Group.		
The Group’s employee has been entertained, given gifts or per diems or hamper, participated in any trips, or otherwise been provided any money or other thing of value by my company or my representative’s company(ies) in connection with this procurement/tender/any other business process.		
Others (please specify)		

If yes, briefly describe the type of interest and the parties involved:

**I declare that all information provided in this Declaration Form is to the best of my knowledge and belief and are true, complete, and accurate.**

\_\_\_\_\_  
Name:  
Designation:  
Contact No.:

\_\_\_\_\_  
Company Stamp  
Company Name:

**Proposed actions to resolve / manage the conflict**

*(to be completed by Head of Trading/relevant HOD of Insights Analytics Berhad)*

Based on my/our review, the details provided:

- [    ] do not constitute an actual/potential conflict of interest, and I authorise to carry on the commercial relationship with the supplier/vendor/business associates.
- [    ] do constitute an actual/potential conflict of interest.

If yes, I/we have reviewed the above considerations and request that the employee undertakes the following action to eliminate/manage the conflict:

**Reviewed by:**

**Approved by:**

\_\_\_\_\_  
Name:  
Designation:  
Date:

\_\_\_\_\_  
Name:  
Designation:  
Date:

<b>New Vendor Code:</b>	<b>NEW VENDOR'S ACCOUNT OPENING FORM</b>	<b>Payment Term:</b> _____ days <div style="text-align: right;">_____ %</div>
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*Following sections to be completed by new vendor*

**Section 1: Company Background Information**

Company Name			
Date of Incorporation		Business Registration Number	
Principal Business		Country/ Location of Operations	

**Section 2: General Checklist**

Description	Yes	No	Remarks (If Yes)
1. Within the last three (3) years, did any of the shareholders, directors or senior management, ever been found involved into any criminal, bribery or corruption cases?			
2. Does the Company allow facilitation payment practice in its business in its business dealings?			
3. Does the Company have any channels in place to allow reporting of any misconduct?			
4. Does the Company rely on agents or intermediaries for its business misconduct?			
5. Does the Company have a code of conduct or any form of formalised ABAC policy and guidelines?			
6. Does the Company have any policy to govern, gift, corporate hospitality and entertainment giving and acceptance?			
7. Do any shareholders, directors or Senior Management of the Company have connections with government official / politician (including intermediate family member)?			
8. Do any shareholders, directors or Senior Management of the Company have connections or relationship with Insights Analytics Berhad?			

*Attachments required:*

1. *Company Registration Certificate (Borang 24, Borang 49, Borang 9 equivalent or SSM)*
2. *CTOS report (please provide the latest if possible)*
3. *Company's code of conduct (if any)*
4. *Company's ABAC Policy & Guidelines (if any)*
5. *Latest Audited Financial Statements*

**Signature by Supplier:**

**Verified by Accounting & Finance Dept:**

\_\_\_\_\_  
Name:  
NRIC:

\_\_\_\_\_  
Name:  
NRIC: