



DIRECTOR'S FIT & PROPER POLICY



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

DIRECTORS' FIT AND PROPER POLICY

Effective Date: 15th January 2025

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1.0 Introduction

- 1.1 The key objective of this policy ("Fit and Proper Policy") is to set out the criteria for selection of candidates that are proposed to be appointed as directors of Insights Analytics Berhad (the "Company") and its subsidiaries (the "Group") as well as directors who are seeking for re-election. The criteria are intended to guide the Management, Nominating Committee ("NC") and the Board of Directors ("Board") in their review and assessment of such candidates in making their selection.
- 1.2 This Policy has been prepared to ensure compliance with the relevant provisions of the ACE Market Listing Requirements ("ACE LR") of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and the Malaysian Code on Corporate Governance ("MCCG"). Reference was also made to the guidance provided in Bursa Securities' Corporate Governance Guide.

2.0 Scope

- 2.1 The scope of this Directors' Fit and Proper Policy ("Policy") applies to the appointment and re-election of Directors of the Group.

3.0 Fit and Proper Criteria

- 3.1 Any person to be appointed or re-elected as a director of the Group must not be disqualified and has been assessed to have met all the fit and proper criteria based on, at minimum, the following:
- character and integrity;
 - experience and competence; and
 - time and commitment.

3.1.1. Character and Integrity

(i) Probity

- is compliant with legal obligations, regulatory requirements and professional standards.
- has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court.

(ii) Personal integrity

- has not perpetrated or participated in any business practices which are deceitful, oppressive improper (whether unlawful or not), or which otherwise reflect discredit on his professional conduct.
- service contract (i.e. in the capacity of management or director) had not been terminated in the past due to concerns on personal integrity.
- has not abused other positions (i.e. political appointment) to facilitate government relations for the Company in a manner that contravenes the principles of good governance.

(iii) Financial integrity

- manages personal debts or financial affairs satisfactorily.
- demonstrates ability to fulfil personal financial obligations as and when they fall due.

(iv) Reputation

- is of good repute in the financial and business community.
- has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years.
- has not been substantially involved in the management of a business or Company which has failed, where that failure has been occasioned in part by deficiencies in that management.

3.1.2. Experience and Competence

(i) Qualifications, training and skills

- possesses education qualification that is relevant to the skill set that the director is earmarked to bring to bear onto the boardroom (i.e. a match to the board skill set matrix and strategic priorities of the Company).
- has a considerable understanding on the workings of a corporation.
- possesses general management skills as well as understanding of corporate governance and sustainability issues.
- keeps knowledge current based on continuous professional development.
- possesses leadership capabilities and a high level of emotional intelligence.

(ii) Relevant experience and expertise

- possesses relevant experience and expertise with due consideration given to past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.

(iii) Relevant past performance or track record

- had a career of occupying a high-level position in a comparable organisation and was accountable for driving or leading the organisation's governance, business performance or operations.
- possesses commendable past performance record as gathered from the results of the board effectiveness evaluation (applicable for re-election and re-appointment of directors).

3.1.3. Time and Commitment

(i) Ability to discharge role having regard to other commitments

- able to devote time as a board member, having factored other outside obligations including concurrent board positions held by the director across listed issuers and non-listed entities (including non-profit organisations).

- (ii) Participation and contribution in the board or track record
- demonstrates willingness to participate actively in board activities.
 - demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom.
 - manifests passion in the vocation of a director.
 - exhibits ability to articulate views independently, objectively and constructively.
 - exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

4.0 Assessment

- 4.1 The NC is responsible to assess the candidates as per Fit and Proper Policy and make the relevant recommendation to the Board on the proposal regarding appointment and re-election of directors on the Board.
- 4.2 The Declaration of Fit and Proper Form to be completed by a person who has been identified for appointment or re-election/re-appointment as a Director is set out in Appendix I or in such other form as the NC may determine from time to time.
- 4.3 For the appointment of new Director, the person also required to complete the Form of Particular and Declaration of the person to be appointed as Director as set out in Annexure B and provide the necessary documents as mentioned in the Annexure C.
- 4.4 The assessment process should be exercised objectively and always in the best interests of the Group and the sound conduct of the Group's business.

5.0 Review of this Policy

This Policy will be reviewed as and when required and will be updated in accordance with the needs of the Group and where necessary, i.e. where there are changes to regulatory requirements.

6.0 Publication of this Policy

In accordance with the ACE LR of Bursa Securities, a copy of this Policy shall be published on the corporate website of Insights Analytics Berhad at <https://www.insightsanalytics.ai/>

This policy was adopted by the Board on 15th January 2025.

Appendix I: Fit and Proper Declaration by Proposed Director

1	Full Name (as per NRIC/passport)	
2	Date of Birth	
3	NRIC/Passport No.	
4	Nationality/Citizenship	
5	Residential Address	
6	Service Address (if different from Residential Address)	
7	Telephone No.	
8	Email	

Criteria

		YES	NO
Part A: Character and Integrity			
(i)	<p>Have you, or the company of which you are a director, been the subject of any proceedings of a disciplinary or criminal nature, or been notified of any impending proceedings or of any investigations which might lead to such proceedings?</p> <p>If yes, please state details:</p>		
(ii)	<p>Have you or the company of which you are a director contravene any provision made by or under any written law such as the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001, the Malaysian Anti-Corruption Commission Act 2009, the Companies Act 2016, Capital Markets and Services Act 2007 and any other applicable laws?</p> <p>If yes, please state details:</p>		

		YES	NO
Part A: Character and Integrity			
(iii)	<p>Have you or the company of which you are a director contravened any of the requirements and standards of any regulatory body, professional body, government or its agencies?</p> <p>If yes, please state details:</p>		
(iv)	<p>Have you or any business in which you have a controlling interest or exercises significant influence, been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately?</p> <p>If yes, please state details:</p>		
(v)	<p>Have you been engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on your professional conduct?</p> <p>If yes, please state details:</p>		
(vi)	<p>Have you been dismissed, asked to resign or resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions about your honesty and integrity?</p> <p>If yes, please state details:</p>		
(vii)	<p>Have you been associated, in ownership or management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a licence to conduct any trade, business or profession, or has had that registration, authorisation, membership or licence revoked, withdrawn or terminated?</p> <p>If yes, please state details:</p>		

		YES	NO
Part A: Character and Integrity			
(viii)	<p>Have you held a position of responsibility in the management of a business that has gone into receivership, insolvency, or in voluntary liquidation while you were connected with that business?</p> <p>If yes, please state details:</p>		
(x)	<p>Have you been a director of, or directly concerned in the management of, any corporation which is being or has been wound up by a court or other authority competent to do so within or outside Malaysia?</p> <p>If yes, please state details:</p>		
(xi)	<p>Have you had at any time shown strong objection or lack of willingness to cooperate with regulatory authorities or failed to comply with legal, regulatory and professional requirements and standards, including compliance with tax requirements and obligations?</p> <p>If yes, please state details:</p>		
(xii)	<p>Have you had any time contributed significantly to the failure of an organization or a business unit?</p> <p>If yes, please state details:</p>		
(xiii)	<p>Have you had at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices?</p> <p>If yes, please state details:</p>		

		YES	NO
Part A: Character and Integrity			
(xiv)	Do you currently have any business or other relationship, including interest (direct or indirect) in any competing business, which could materially pose a conflict of interest or interfere with the exercise of your judgement when acting in the capacity of a director which would be disadvantageous to the Company? If yes, please state details:		
(xv)	Have you been and will be able to fulfil your financial obligations, whether in Malaysia or elsewhere, as and when they fall due?		
(xvi)	Have you been adjudged as a bankrupt, involved in a bankruptcy proceeding, or the subject of a judgement debt which is unsatisfied either in whole or in part, whether in Malaysia or elsewhere?		
Part B: Experience and Competence (only for appointment of new Director)			
(i)	Educational qualification (Please list in reverse chronological order)		
(ii)	Work experience (Please list in reverse chronological order and use separate sheet(s) if required)		
(iii)	What do you consider to be your core area(s) of expertise?		
(iv)	List of current and past directorship (Please use separate sheet(s) if required)		
Part C: Time and Commitment			
(i)	What kind of time commitments do you now have for your current activities?		
(ii)	What would your time commitment be for the Board of Directors of Insights Analytics Berhad and/or its subsidiaries?		

I, _____ (NRIC / Passport No.: _____),
do hereby declare that the information provided in this Fit and Proper Declaration by Proposed
Director is true and correct, to the best of my knowledge.

(Signature)

Name:

Date: