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NO 53-3, Jalan PJU 5/20E, Pusat Perdagangan Kota Damansara,
47810 Petaling Jaya, Selangor.

"INFOLINE TEC" GROUP OF COMPANIES

STANDARD POLICY & PROCEDURE	EFFECTIVE **15 December 2023**	REV. NO.**1**
SUBJECT **CONFLICT OF INTEREST POLICY**		

1. INTRODUCTION

A conflict of interest arises when a Director's, Manager's, or Employee's personal activities or relationships interfere with their objectivity in doing what is best for Infoline Tec Group Berhad ("**INFOLINE TEC**") and all its subsidiaries ("**COMPANY**" individually or "**THE GROUP**" collectively).

Conflicts of interest, be it real, potential or perceived, can result in serious damage and consequences for the Directors, Managers, and Employees of the Company, and the Company itself. Conflicts of interest can occur in both direct and indirect situations; therefore Directors, Managers, and Employees are expected to diligently avoid such conflicts which can adversely affect their objectivity. Conflicts of interest can come in the form of:

- Real – the conflict of interest currently exists and can be evidently proven;
- Potential – the conflict of interest may arise, given the circumstances; or
- Perceived – stakeholders could reasonably form a view that a conflict exists or could arise, that may improperly influence the person's performance of their official duties and responsibilities to the Company, now or in the future.

We understand that while doing business, certain circumstances may give rise to a conflict of interest. Conflicts of interest can also be applied to internal as well as external issues within an organisation.

2. PURPOSE

The purpose of this Conflict of Interest Policy is to ensure that actual, potential and perceived conflicts of interest are identified and managed effectively. It is intended to provide guidance on how to deal with conflict of interest situations as they arise.

3. DEFINITION

'Family', 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;

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d) Brother or sister;
e) Spouse of the person referred to sub-rules (c) and (d) above.

'Beneficial interest' refers to the right to receive economic benefits from an asset without being the legal owner of the asset, e.g. entitlement of income from shares held through a nominee.

'Beneficial owner' is defined as a natural person who ultimately owns or controls a legal entity or arrangement and fulfill at least one of the following criteria:

- Has interest, directly or indirectly, in not less than 20% of the shares of a company.
- Hold, directly or indirectly, not less than 20% of the voting shares of a company.
- Has the right to exercise ultimate effective control whether formal or informal over a company; or the directors or the management of a company.
- Has the right or power to directly or indirectly appoint or remove a director(s) who hold a majority of the voting rights at meeting of directors.
- Is a member of a company and, under an agreement with another member of the company, controls alone a majority of the voting right in the company.

4. POLICY GUIDELINES AND RESPONSIBILITIES

In essence, all Directors, Managers, and Employees must consider circumstances where their personal interest conflicts with the best interest of the Company. Although the list of all potential conflicts of interest is non-exhaustive, all Directors, Managers, and Employees are advised to take note of the following examples where a conflict of interest could occur and should be avoided:

Gifts, Hospitalities, Entertainment and Third-party Travel – All Directors, Managers, and Employees must disclose whenever a conflict of interest has arisen, specifically in the event that gifts, hospitalities, entertainment and third-party travel may have been offered during the course of their business dealings with external parties. Cash and bribes given to Directors, Managers, and Employees are strictly prohibited.

For further information, please refer to our Anti-bribery & Anti-corruption Policy.

Outside Employment, Directorships and Business Activities – All Directors, Managers, and Employees must disclose any outside activities, financial interest or relationship they may have with other public or private sector entities that may pose a real, potential or perceived conflict of interest with the Company, be it now or in the future. Employees and Managers must make such disclosures to their Head of Department or to the Chief Executive Director. Approval must be obtained before accepting any position as a Manager, or Director of an outside business. The Head of Department can consult with the Chief Executive Director before granting approvals.

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Such disclosures to be made by Employees, Managers and Executive Directors should include:

- Having any family member in another organisation having similar business or business dealings with the Company.
- Having a second job:
  i. Having a second job where the other employer is a competitor, agent, supplier, or customer of the Company;
  ii. Having a second job that will affect one's ability to satisfactorily perform the duties and responsibilities assigned to them by the Company.
- Beneficial Owner in any equity ownership or other forms of Beneficial Interest, in entities having a similar business or business relationship with the Group.
- Directorship, partnership or any form of position in entities having a similar business or business relationship with the Group.

Serving as a director, consultant, or agent to a competitor of the Group is strictly prohibited.

Confidential Information – Directors, Managers, and Employees must not use confidential information relating to the Group or any of their Directors, Managers, and Employees as deemed appropriate during the course of business dealings, for personal gain or advantage, or for the gain or advantage of another.

Relationships – Directors, Managers, and Employees are encouraged not to mix personal relationships with business. This includes taking part in the business decision making process of procuring from or selling goods to businesses related to their respective spouse, relative, associate or friend on favourable terms.

Personal relationships (family, romantic or otherwise) with other Directors, Managers, and Employees must be disclosed to manage the inherent risks or conflict of interest which may arise. Such risks shall include:

- Collective risk of related individuals being in a situation that may affect the safety of those individuals.
- That result in which one of the persons is able to give or receive an unfair advantage or preferential treatment because of the said relationship.
- That result in which persons affected by the relationship may cause them to lose confidence in the judgement or objectivity of those persons in the relationship, as well as Directors, Managers, and Employees of the Company.
- That result in which such relationships may cause wrongful access to sensitive and private information, which may further damage the persons in the relationship, as well as the reputation of the Company.

If there are such relationships, the parties involved need to be aware that the Management may, at their discretion, adopt necessary actions, including any change in their job scope and responsibilities.

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5. COMPLIANCE AND MONITORING OF THE POLICY

Disclosure can be made using the Conflict of Interest Declaration Form accompanying this Policy. A sample of the Form is attached in Appendix 1. The Conflict of Interest Declaration Form must be escalated to the Head of Department, Chief Executive Officer or Board of Directors as appropriate. 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 or employee becomes aware of the conflict.

The completed Form shall be forwarded to Chief Executive Officer by the Head of Department of the person with the conflict. In the case of Directors or Chief Executive Officer, the completed forms must be disclosed to the Board of Directors and recorded by the Company Secretary.

In addition to declaring the conflict of interest, appropriate steps must be taken to manage the conflict and to mitigate the impact of the conflict on the decision making process. Ideally, the conflict should be avoided altogether, e.g. by relinquishing the interest that gives rise to the conflict. However, there are circumstances where it may not be practical to totally avoid the conflict, in which case, appropriate actions must be taken, depending on the nature and severity of the conflict.

Where the conflict is not likely to arise frequently, and the impact of the conflict is not detrimental to the Company, the participation of the person in the decision-making process should be restricted. Restriction should include, but not be limited to the followings:

- Not participating in any critical criteria setting or decision-making role in the process.
- Refraining from discussions about the matter.
- Limiting access to information and denying access to sensitive documents or confidential information in the process.
- Abstaining from voting on the decision.

Where the conflict is ongoing and could have serious implications, the person with the conflict should be disposed of his/her interest in the Company that is in conflict with the Group and/or resign from such Company.

Directors, Managers and Employees must periodically update their Head of Department and/or Board regarding any activity that has previously been disclosed of at least once a year.

Directors, Managers, and Employees are required to act at all times in a manner consistent with their being Directors, Managers and Employees of the Company. On occasion, the circumstance of a potential conflict of interest may be unclear and open to interpretation. Consultation is encouraged to decide on actions to be taken.

For Directors, disclosures must be made to the Board or Chairman and subsequently communicated to the Company Secretary for their recordkeeping.

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Directors, Managers and Employees should be aware that it is a continuing obligation to declare any conflict of interest. Should a Director, Manager or Employee realise that they have an interest which is connected with a matter that has been previously considered, they are to disclose the interest immediately.

Any Director, Manager and Employee who knows of a potential violation of applicable laws or to this Policy, is required to report their suspicions promptly in accordance with the Whistle Blowing Policy.

Anyone who reports a possible violation of applicable laws or this Policy will be protected from retaliation in any form, in accordance with the Whistle Blowing Policy.

Any Directors, Managers and Employees who do not comply with any part of this Policy shall be subject to disciplinary action.

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Appendix 1

Conflict of Interest Declaration Form

Name:	**Staff ID.:**
Contact No.:	**Email Address:**
Immediate superior:	**Designation/Department:**

Details of Conflict of Interest

1. Description of Conflict:

2. When did the conflict arise?

3. Impact/potential impact of conflict:

4. Actions taken to address conflict:

Disclosure of conflict

1. Disclosed to HOD: Yes/No

2. Date of disclosure to HOD:

Declaration:

I hereby declare that the information provided herein is complete and accurate.

….....

Name:

Date:

Acknowledged by HOD:

Remarks: