



**FINTEC**  
**GLOBAL BERHAD**

**[Registration No. 200701016619 (774628-U)]**

## **CONFLICT OF INTEREST POLICY**

## Contents

1. INTRODUCTION.....	3
2. OBJECTIVE .....	3
3. SCOPE .....	3
4. DEFINITIONS .....	4
5. DUTY OF THE KEY PERSONS .....	5
6. CIRCUMSTANCES THAT CONSTITUTE OR MAY GIVE RISE TO CONFLICT OF INTEREST (“COI”) OR POTENTIAL COI .....	5
7. DISCLOSURE OF CONFLICT OF INTEREST.....	5
8. EVALUATION AND MANAGEMENT OF COI.....	6
9. RECORD KEEPING AND REPORTING .....	7
10. EXCEPTION TO THE POLICY.....	8
11. REVIEW OF THE COI POLICY.....	8
APPENDIX A: CONFLICT OF INTEREST QUESTIONNAIRE - FOR DIRECTORS, KEY SENIOR MANAGEMENT AND LEGAL REPRESENTATIVE(S).....	9
APPENDIX B: ANNUAL CONFLICT OF INTEREST DISCLOSURE FORM .....	14

## **1. INTRODUCTION**

- 1.1 Fintec Global Berhad (“the Company”) and its subsidiaries (collectively referred to as “the Group”) recognise and are committed to maintaining, observing and practicing high ethical standards of professionalism and integrity at all times in respect of its business and operations.

Proper identification and management of conflicts of interest ensures that business decisions are made in the best interests of the Company and the Company is protected from any consequent damage to its activities and reputation.

- 1.2 The Directors and Key Senior Management of the Group are expected to conduct themselves with integrity, impartiality and professionalism at all times to discharge their duties in a professional, honest and ethical manner at all times, and to avoid any conflict of interest or potential conflict between their personal interests and the Group’s interest.
- 1.3 The establishment of a Conflict of Interest Policy (“COI Policy”) which sets out the framework and appropriate controls and measures to ensure systematic identification and management of such conflict of interest or potential conflict of interest in an effective and timely manner is therefore important in order to ensure that the interest of the Group are protected and that any situation which could give rise to a conflict of interest or potential conflict of interest is properly reported and managed.

## **2. OBJECTIVE**

The objective of this COI Policy is to ensure that any actual, potential and perceived conflict of interest are identified and managed effectively. Its function is to provide guidance on how to identify, declare and deal with conflict of interest or potential conflict of interest situations as they arise and protect the interest of the Group, while guiding the Directors and Key Senior Management of the Group on how to develop, implement and monitor actions to appropriately manage the conflict, and how to deal with breaches of this COI Policy to enable them to perform with high integrity and ethical standards. This COI Policy is designed to ensure compliance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and provisions under the Companies Act 2016, as well as to uphold the highest standards of corporate governance and transparency.

## **3. SCOPE**

This COI Policy applies to all Key Persons of the Group. It outlines the framework and the processes for the purposes of preventing any conflicts from influencing or compromising the objectivity and impartiality of the business operations, as well as to safeguard the reputation and credibility of the Company. It also serves as a guide to the Audit Committee (“AC”) and Board of Directors (“Board”) of the Company in discharging their role, which is to provide oversight and to review the conflict of interest situations that arose, persist or may arise within the Group.

This COI Policy applies whenever an individual recognises, or should reasonably recognise, that a conflict of interest or potential conflict of interest may arise from their current or future activities. Meanwhile, the Key Senior Management refers to Managing Director and/or Chief Executive Officer

who is not a Director, Chief Operation Officer, Chief Financial Officer and/or any other person primarily responsible for the management of the subsidiaries.

#### 4. DEFINITIONS

“**AC**” means the Audit Committee of the Company.

“**Board**” means the Board of Directors of the Company.

“**Conflict of Interest**” or “**COI**” means any situation in which a Key Person's personal, financial, non-financial or other interests may influence or appear to influence his or her objectivity, integrity, or decision-making in the performance of his or her duties and responsibilities as a Key Person of the Group. A conflict of interest may be actual, potential or perceived conflict of interest.

“**Directors**” includes all independent and non-independent directors, executive and non-executive directors as well as managing director(s) of the Group, and shall also include alternate or substitute director(s).

“**Key Persons**” means all Directors, Key Senior Management and Legal Representative(s) appointed by the Group.

“**Key Senior Management**” means individuals holding executive positions with significant decision-making authority in the Group and/or holding substantial influence over the Group's operations and strategic direction as may be determined by the Board from time to time.

“**Legal Representative(s)**” means person(s) with sole power to represent, exercise rights or enter into binding obligations, on behalf of the Company or its foreign principal subsidiary (if any) (*refer to FAQ 9.14 issued by Bursa Malaysia Securities Berhad*).

## 5. DUTY OF THE KEY PERSONS

- 5.1 The Key Persons shall act honestly, in good faith, and in the best interests of the Group. They shall exercise their powers and perform their duties with due care, skill, and diligence.
- 5.2 The Key Persons shall avoid any situation that may result in a conflict of interest or the perception of a conflict of interest. They shall act independently and impartially, without allowing personal or third-party interests to compromise the Group's interests.

## 6. CIRCUMSTANCES THAT CONSTITUTE OR MAY GIVE RISE TO CONFLICT OF INTEREST (“COI”) OR POTENTIAL COI

Generally, COI refers to situations where:

- (a) The interests of a Key Person, interfere, or appear to interfere, with the interests of the Group; or
- (b) The Key Person has interests that may make it difficult to perform his or her role objectively and effectively.

A Key Person can be regarded as having a COI which includes, but shall not be limited to the following, where he or she:

- i. has an interest in a contract with the Group;
- ii. uses property, information, or resources of the Group for his or her personal gain;
- iii. channels benefits or resources meant for the Group to a company in which he or she has an interest;
- iv. engages in business that competes with the Group;
- v. prioritises his or her private venture by depriving the Group from an identified business opportunity;
- vi. takes advantage of any opportunity which may be given to the Group;
- vii. holds offices or directorships in competitors of the Group; or
- viii. holds any office or possesses any property where his or her duties or interests may create a conflict with his or her duties or interests as Director of the Group.

## 7. DISCLOSURE OF CONFLICT OF INTEREST

- 7.1 The Key Persons shall promptly disclose any actual, potential, or perceived conflict of interest with the Group to the Board and the Company Secretary in writing or via electronic means, whether direct or indirect, actual or potential. The Company Secretary will record such declaration and thereafter table the COI matter to the AC and the Board for consideration.

- 7.2 The Key Persons are required to disclose and complete the **Conflict of Interest Questionnaire for Directors, Key Senior Management and Legal Representative(s)** enclosed in this COI Policy as '**Appendix A**' before their appointment as the Key Persons of the Group.
- 7.3 All Key Persons are required to annually complete the **Annual Conflict of Interest Disclosure Form** enclosed in this COI Policy as '**Appendix B**'.
- 7.4 The disclosure shall include all relevant facts and circumstances that may reasonably be expected to give rise to a COI such as the name of the company, number of shares, percentage of shareholding, and relationship in which the Key Persons have.
- 7.5 The Key Persons shall update their disclosures on an ongoing basis, notifying the Board and the Company Secretary of any changes or development regarding the disclosed COI.

## 8. EVALUATION AND MANAGEMENT OF COI

- 8.1 Where a Director has disclosed a COI as required, the affected Director:
- (a) shall not receive Board papers or other information which relates in any way to the matter or issue which is the subject of the COI,
  - (b) shall abstain from participating and/or deliberating in any part of a Board or Board Committee meeting during the discussion or consideration of the subject of the COI; and
  - (c) shall refrain from voting on the subject of the COI.
- 8.2 Once disclosure of COI is made, regardless of the requirement for approval or ratification, the AC shall evaluate all disclosed COI to assess their nature, significance, and potential impact on the Group. The AC shall then report its findings to the Board.
- 8.3 The Board upon reviewing the recommendation by the AC, shall engage in deliberation, review the matter and decide on the next course of action.
- 8.4 In the process of assessing and managing conflict of interest, the Board or the AC are authorised to seek independent advice or opinions to aid in their evaluation.
- 8.5 When a potential COI is disclosed, the AC and the Board shall carefully evaluate the situation and may consider various feedback and actions to address the matter. The options considered shall not be limited to the following:
- (a) Request for Additional Information

If the initial disclosure lacks of sufficient detail, the AC and the Board may request further information or clarification from the individual to better understand the situation.
  - (b) Evaluate the Nature of the Conflict

The AC and the Board shall assess the disclosed COI to understand its nature and potential implications on the individual's ability to act impartially and in the best interest of the Group.

(c) Determine the Impact

Assess the potential impact of the disclosed COI on the individual's ability to fulfill their duties objectively and act in the best interest of the Group.

(d) Seek Independent Expertise

If necessary, the AC and the Board may seek advice from external experts or consultants with expertise in conflict management to ensure impartiality in their evaluation.

(e) Mitigation Measures

Propose and implement mitigation measures to minimise or eliminate the impact of the COI of the Group. For example:

1. Establishing protocols for recusal from relevant decision-making processes.
2. Assigning an independent third party to oversee transactions related to the conflict.
3. Reallocating responsibilities to avoid potential conflict.
4. Implementing a monitoring system to ensure compliance with disclosure and conflict management.

(f) Enforcement

Enforce disciplinary measures in case of intentional non-disclosure or violation of the COI Policy.

(g) Disciplinary Actions

If the disclosed COI poses a significant risk to the Group, the AC and the Board may take necessary disciplinary actions, such as reassignment, termination, or other appropriate measures, as outlined in the Company's policies.

8.6 The AC shall report annually to shareholders in its AC Report a summary of any COI or potential COI situation reviewed by the AC (excluding a related party transaction), and the measures taken to resolve, eliminate or mitigate such conflict.

8.7 It is essential for the AC and the Board to handle potential conflict of interest diligently, transparently, and in line with applicable laws and regulations to safeguard the Group's reputation and ensure the fair and ethical conduct of its operation.

## 9 RECORD KEEPING AND REPORTING

9.1 The Company Secretary shall be responsible to record all COI disclosures by the affected Key Persons in the minutes of AC and Board meetings or by way of a written resolution of the AC or Board as the case may be, at which the declaration is made, and maintain an updated record of such COI disclosures received.

9.2 These records shall be made available for inspection by auditors or other regulatory authorities upon request.

**10. EXCEPTION TO THE POLICY**

This COI Policy shall not apply to an arrangement or transaction by an entity within the Group and (i) any of its wholly-owned subsidiaries; (ii) its holding company which holds all the issued shares of the entity within the Group; or (iii) which is a wholly-owned subsidiary of a holding company and another wholly-owned subsidiary company of that same holding company.

**11. REVIEW OF THE COI POLICY**

The Board will review this COI Policy from time to time and make any necessary amendments to ensure they remain consistent with the Board's objectives, current law, and practices.

This COI Policy (Version No. 1) was reviewed and approved by the Board on ..... 2024.





## CONFLICT OF INTEREST QUESTIONNAIRE FOR DIRECTORS, KEY SENIOR MANAGEMENT AND LEGAL REPRESENTATIVE(S)

---

### INSTRUCTIONS

- a. For each question, indicate your response by marking a "√" next to "Yes" or "No".
- b. If you answer "Yes" to any question, it does not necessarily mean a COI exists. However, it is crucial to disclose any potential conflicts in their entirety. A fair and reasonable assessment of your situation can only be made with complete and accurate disclosure. If you are uncertain whether a situation might create a possible conflict, we strongly encourage you to disclose it to the Company.
- c. Once you have completed all the questions, please proceed to the final page, complete the certification section.
- d. If you answer "**Yes**" to any of the questions, please provide an explanation in the designated field.

Please ensure that your responses are honest and comprehensive, as this information is vital in ensuring a transparent and ethical working environment for all employees of the Company.

---

### QUESTIONNAIRE

1. Are you or any of your close family members (spouse, children, parents, siblings) affiliated with a competitor or a supplier of the Group?

Yes       No

If yes, please provide details.

2. Are you or any of your close family members (spouse, children, parents, siblings) have a financial interest (e.g., a director, partner, major shareholder, or consultant) in any business, sole proprietorship, partnership or company that competes with the Company and its subsidiary(ies) ("Group")?

Yes       No

If yes, please provide details.

3. Are you involved in any business, sole proprietorship, partnership, or company that may influence or be influenced by decisions made on behalf of the Group?

Yes       No

If yes, please provide details.

4. Have you accepted any benefits, commissions, fees, services, or favors from individuals, or sole proprietorship, partnership, or company that have a business relationship with the Group?

Yes       No

If yes, please provide details.

5. Have you recently acquired or currently hold a position in any sole proprietorship, partnership, or company or sit on the board of directors of any other company that you have not disclosed to the Company?

Yes       No

If yes, please provide details.

6. Are you currently engaged in any outside employment, other business activities or consulting work which does or might conflict with the performance of your duties at the Group?

Yes       No

If yes, please provide details.

7. Is there any other potential, actual, or perceived conflict of interest with your role in the Group that you would like to disclose?

Yes       No

If yes, please "√" the following and provide details.

Actual       Potential       Perceived conflict of interest

**CERTIFICATION**

I hereby declare that the information provided in this questionnaire is true, complete, and accurate to the best of my knowledge. I understand the importance of transparency and the obligation to disclose any potential COI.

Signature: \_\_\_\_\_

Name:

Date:

**[APPLICABLE ONLY IF THERE IS A COI EXISTS]****FOR THE AC AND BOARD'S USE ONLY – THE EVALUATION OUTCOME**

The information provided will be used by the AC and the Board to assess and manage potential conflicts.

Please indicate your response by marking a "√" next to "Yes" or "No" below to provide feedback on the disclosed COI.

1. Is the disclosed COI considered significant and likely to impact the individual's ability to perform their duties objectively and in the best interest of the Company?  
 Yes       No
2. Has the individual provided adequate explanation and context for the disclosed COI?  
 Yes       No
3. Does the disclosed COI require any further action or mitigation measures?  
 Yes       No
4. If yes to question 3, please specify the required actions or mitigation measures and provide the details in the "Additional Comments" section below:

Request for additional information

- 
- Request further information or clarification from the individual to better understand the situation.

Mitigation Measures

- 
- Establish protocols for recusal from relevant decision-making processes.
- 
- 
- Assign an independent third party to oversee transactions related to the conflict.
- 
- 
- Reallocate responsibilities to avoid potential conflicts.
- 
- 
- Implement a monitoring system to ensure compliance with disclosure and conflict management.
- 
- 
- If necessary, seek independent expertise

Enforcement and/or Disciplinary Actions

- 
- Enforce disciplinary measures in case of intentional non-disclosure or violation of the COI policy.
- 
- 
- Take necessary disciplinary actions, such as reassignment, termination, or other appropriate measures.

**ENDORSEMENT BY THE AC AND THE BOARD**

The AC and the Board have thoroughly reviewed the disclosed COI and the related feedback and actions. Based on our assessment, we hereby confirm that appropriate measures have been taken to address any COI and or potential COI disclosed by directors, key senior management and legal representative(s).

The AC and the Board remain committed to upholding the highest standards of corporate governance and ensuring transparency and integrity in all aspects of our Group.

.....  
For and on behalf of the AC  
AC Chairman  
Name:

Date:

.....  
For and on behalf of the Board  
Board Chairman  
Name:

Date:



---

## ANNUAL CONFLICT OF INTEREST DISCLOSURE FORM

---

### INTRODUCTION

This form enables the Key Persons of Fintec Global Berhad (“the Company”) and its subsidiaries (“the Group”) who may have an actual, potential or perceived conflict of interest to disclose the necessary information. A conflict of interest may be actual or potential.

### DEFINITIONS

“**AC**” means Audit Committee of the Company.

“**Board**” means the Board of Directors of the Company.

“**Conflict of Interest**” or “**COI**” means any situation in which a Key Person’s personal, financial, non-financial or other interests may influence or appear to influence his or her objectivity, integrity, or decision-making in the performance of his or her duties and responsibilities as a Key Person of the Group. A conflict of interest may be actual, potential or perceived conflict of interest.

“**Directors**” includes all independent and non-independent directors, executive and non-executive directors as well as managing director(s) of the Group, and shall also include alternate or substitute director(s).

“**Key Persons**” means all Directors, Key Senior Management and Legal Representative(s) appointed by the Group.

“**Key Senior Management**” means individuals holding executive positions with significant decision-making authority in the Group and/or holding substantial influence over the Group’s operations and strategic direction as may be determined by the Board from time to time.

“**Legal Representative(s)**” means person(s) with sole power to represent, exercise rights or enter into binding obligations, on behalf of the Company or its foreign principal subsidiary (if any) (*refer to FAQ 9.14 issued by Bursa Malaysia Securities Berhad*).

### DISCLOSURE OF INTEREST

1. The Key Persons shall promptly disclose any actual, potential, or perceived conflict of interest with the Group to the Board and the Company Secretary in writing or via electronic means, whether direct or indirect, actual or potential. The Company Secretary will record such declaration and thereafter table the COI matter to the AC and the Board for consideration.
2. The disclosure shall include all relevant facts and circumstances that may reasonably be expected to give rise to a COI such as the name of the company, number of shares, percentage of shareholding, and relationship in which the Key Persons have.

3. The Key Persons shall update their disclosures on an ongoing basis, notifying the Board and the Company Secretary of any changes or development regarding the disclosed COI.
4. All Key Persons are required to annually complete this **Annual Conflict of Interest Disclosure Form**.

## INSTRUCTIONS

You are required to carefully review the COI Policy and any additional guidance provided by the Group before proceeding with this questionnaire. Definitions of the terms used in this form can be found in the COI Policy.

### 1. Familiarize Yourself

Please read the entire questionnaire thoroughly before proceeding to answer the questions.

### 2. Answering the Questions

- a. For each question, indicate your response by marking a "√" next to "Yes" or "No".
- b. If you answer "Yes" to any of the questions, please provide an explanation in the designated field.
- c. Once you have completed all the questions, proceed to the final page, complete the certification section, and please submit the completed form to the Board and the Company Secretary via email at [mail@fintec.global](mailto:mail@fintec.global).

### 3. Importance of Complete Disclosure

If you answer "Yes" to any question, it does not necessarily mean a COI exists. However, it is crucial to disclose any potential conflicts in their entirety. A fair and reasonable assessment of your situation can only be made with complete and accurate disclosure. If you are uncertain whether a situation might create a possible conflict, we strongly encourage you to disclose it to the Company.

Please ensure that your responses are honest and comprehensive, as this information is vital in ensuring a transparent and ethical working environment for all employees.

Thank you for your cooperation and commitment to upholding our COI Policy. If you have any questions or require further clarification, please do not hesitate to contact the Company Secretary.

**ANNUAL CONFLICT OF INTEREST DISCLOSURE FORM : FINANCIAL YEAR 2024****PART 1:****PERSONAL INFORMATION**

Full Name as the MyCard or :  
Passport

Job Title/Position :

Email Address :

Mobile Number :

**PART 2:****QUESTIONNAIRE**

1. Are you or any of your close family members (spouse, children, parents, siblings) affiliated with a competitor or a supplier of the Group?

Yes  No

If yes, please provide details.

2. Are you or any of your close family members (spouse, children, parents, siblings) have a financial interest (e.g., a director, partner, major shareholder, or consultant) in any business, sole proprietorship, partnership or company that competes with the Company and its subsidiary(ies) (“Group”)?

Yes  No

If yes, please provide details.

3. Are you involved in any business, sole proprietorship, partnership, or company that may influence or be influenced by decisions made on behalf of the Group?

Yes  No

If yes, please provide details.



4. Have you accepted any benefits, commissions, fees, services, or favors from individuals, or sole proprietorship, partnership, or company that have a business relationship with the Group?

Yes       No

If yes, please provide details.

5. Have you recently acquired or currently hold a position in any sole proprietorship, partnership, or company or sit on the board of directors of any other company that you have not previously disclosed to the Company?

Yes       No

If yes, please provide details.

6. Are you currently engaged in any outside employment, other business activities or consulting work which does or might conflict with the performance of your duties at the Group?

Yes       No

If yes, please provide details.

7. Is there any other potential, actual, or perceived conflict of interest with your role in the Group that you would like to disclose?

Yes       No

If yes, please "√" the following and provide details.

Actual       Potential       Perceived conflict of interest

**PART 3:****CERTIFICATION**

I hereby declare that the information provided in this COI Form is true, complete, and accurate to the best of my knowledge. I understand the importance of transparency and the obligation to disclose any potential conflicts of interest. If any new conflicts of interest arise during the year, I will promptly disclose them to the Company.

Signature: \_\_\_\_\_

Name:

Designation:

Date:

**PART 4****FOR THE AC AND BOARD'S USE ONLY – THE EVALUATION OUTCOME**

The information provided will be used by the AC and the Board to assess and manage potential conflicts.

Please indicate your response by marking a "√" next to "Yes" or "No" below to provide feedback on the disclosed conflicts of interest.

1. Is the disclosed conflict of interest considered significant and likely to impact the individual's ability to perform their duties objectively and in the best interest of the Company?  
 Yes       No
2. Has the individual provided adequate explanation and context for the disclosed conflict of interest?  
 Yes       No
3. Does the disclosed conflict of interest require any further action or mitigation measures?  
 Yes       No
4. If yes to question 3, please specify the required actions or mitigation measures and provide the details in the "Additional Comments" section below:

Request for additional information

- Request further information or clarification from the individual to better understand the situation.

Mitigation Measures

- Establish protocols for recusal from relevant decision-making processes.
- Assign an independent third party to oversee transactions related to the conflict.
- Reallocate responsibilities to avoid potential conflicts.
- Implement a monitoring system to ensure compliance with disclosure and conflict management.
- If necessary, seek independent expertise

Enforcement and/or Disciplinary Actions

- Enforce disciplinary measures in case of intentional non-disclosure or violation of the COI policy.
- Take necessary disciplinary actions, such as reassignment, termination, or other appropriate measures.

**PART 5**

**ENDORSEMENT BY THE AC AND THE BOARD**

The AC and the Board have thoroughly reviewed the disclosed conflicts of interest and the related feedback and actions. Based on our assessment, we hereby confirm that appropriate measures have been taken to address any potential conflicts of interest disclosed by Key Persons.

The AC and the Board remain committed to upholding the highest standards of corporate governance and ensuring transparency and integrity in all aspects of our Group.

.....  
 For and on behalf of the AC  
 AC Chairman  
 Name:

Date:

.....  
 For and on behalf of the Board  
 Board Chairman  
 Name:

Date: