

## ATA IMS BERHAD CONFLICT OF INTEREST POLICY

### 1) INTRODUCTION

ATA IMS BERHAD (“the Company” or “ATA”) and its subsidiary companies (“the Group”) is committed to maintaining the highest standards of business ethics and governance. ATA therefore expects all management and staff to always conduct themselves with utmost integrity, transparency and accountability, to avoid any actual and potential conflicts of interest that may arise in the performance of their duties.

Adequate procedures to identify and manage conflicts of interest ensure that business decisions are made in the best interest of the Company and Group, and safeguard against any consequential losses and/or damage to the Group’s reputation.

### 2) OBJECTIVES

To ensure that actual and potential conflicts of interests’ situations are managed effectively, to promote and maintain the highest levels of governance practices. The Policy provides guidance on how to identify and declare all conflicts of interest, how to develop, implement and monitor actions to adequately manage the conflict situation, and how breaches of this policy shall be dealt with.

### 3) SCOPE

This Policy shall apply to all Directors, management personnel and staff of ATA Group. It shall also include employees and/or consultants under contract, temporary staff, interns and staff under secondment.

This Policy applies whenever an individual recognises, or should reasonably recognise, that an actual or potential conflict of interest may arise from their current and future activities.

### 4) DEFINITIONS

Beneficial interest	The right to receive economic benefits from an asset without being the legal owner of the asset
Conflict of interest	A situation in which an individual’s personal interest clashes with professional interest owed to the individual’s employer, potentially undermining the individual’s impartiality. A Conflict of interest may be actual, potential, or may even be perceived.
Family member	In relation to a person, includes: (a) A spouse of the person (b) A sibling of the person, or their spouses (c) A sibling of the spouse of the person (in-laws) (d) A lineal relation of the person, e.g. parent or children

	<p>(e) A lineal relation of a spouse of the person, e.g. parents-in-law</p> <p>(f) A lineal relation of a person referred to in (b) above, e.g. nephews and nieces</p> <p>(g) Any family relations of the person, e.g. uncles and aunts, or sons and daughters in law</p> <p>For the purposes of this policy, Family member includes persons with whom an intimate relationship exists.</p>
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## **5) IDENTIFYING CONFLICTS OF INTEREST**

Generally, a conflict of interest arises where a person's ability to perform his/her duties effectively and impartially is potentially impaired by personal interests, considerations or relationships.

Conflicts of interest may include, but are not limited to the following:

- (a) Equity ownership, directorship and/or partnership in entities having a business relationship with ATA Group

This is where a director or employee holds shares, and/or is a director, and/or a partner in a privately owned entity having a business relationship with any of the Group, either directly or indirectly.

This does not apply to shares held in public listed companies which have business relationships with the Group, unless such shareholding is considered to be material, and the interest is likely to impair the objectivity of the Director or employee concerned.

- (b) Directorship, partnership or other forms of interest in other entities

This applies to situations where a director or employee has family members, close relatives or associates who hold a position or have an interest in entities having a business relationship with the Group.

- (c) Other employment, business appointments or undertakings

A conflict of interest may arise where an employee holds other employment (part time/contract or others) or has other business appointments or undertakings. An employee is expected to devote his/her time, attention and commitment to his/her job duties during working hours. A conflict of interest can also arise where participation in any business activity outside working hours demands excessive time and attention from the employee, which may compromise their judgement and ability to act in the best interest of the Group.

- (d) Personal relationship

A conflict of interest may exist if a family member of a director or employee:

- has a reporting relationship with the Director or employee.
- has vested interest in entities that hold contractual agreements with the Group; or
- has vested interest in entities with a business which is similar to that of the Group, whether that entity is in direct competition with the Group or not.

An employee should not be in the same department or division as a family member and should not directly or indirectly supervise the family member.

(e) Dealings with competitors

If a director, employee of the family member of a director or employee has financial or other interest or any involvement in the business of a competitor, or holds a directorship in a competitor, such a situation would give rise to a conflict of interest. This does not apply to the holding of publicly quoted shares of competitor companies, unless such a shareholding is material, and the interest is likely to impair the objectivity of the Director or employee involved.

If an employee has accepted employment with a competitor, this could also result in a conflict of interest during the period which the employee is still employed with ATA Group, especially if the employee is dealing with sensitive or confidential information. In such cases, conflicts of interest must be declared immediately upon acceptance of employment with the competitor to enable the Group to take the required actions to manage the conflict.

(f) Improper offers of entertainment and gifts

Offers of entertainment, gifts, or any other favour which are excessive and/or are beyond common courtesies associated with accepted business practices, may affect a director's or employees' objectivity and judgement, and it is the responsibility of the Director or employee to adhere strictly to the Group's Anti Bribery and Corruption policy and Code of Ethics and Conduct.

Any Director or employee shall automatically be disqualified / excluded from participating in any activities where he / she is the subject of the discussion and/or where the decision involves him/her. Examples include evaluation of a related party transaction, disciplinary hearing, or a whistle blowing investigation.

## **6) RESPONSIBILITIES**

All Directors and employees are at all times, be proactive and be responsible for identifying and managing conflicts of interest, and are required to adhere to the following principles:

- a. **Comply** with this Policy and other applicable policies and guidelines involving identification, documentation, escalation and management of conflicts of interest.
- b. **Act** with transparency, integrity and accountability by avoiding any conflict-of-interest situations whenever possible as described in this Policy; and
- c. **Declare** the conflict of interest immediately in accordance with this Policy, remove themselves from the decision-making process, and not seek to influence such decisions any further.

## **7) MANAGING CONFLICTS OF INTEREST FOR DIRECTORS**

The following are the procedures to be adhered to by all Directors whenever a conflict of interest arises or may potentially arise:

7.1 Any conflict of interest must be declared by filling up the Conflict-of-Interest Declaration Form ("CIDF") as attached in Appendix A to this Policy immediately as and when the conflict arises, or as soon as the Director becomes aware of the conflict, and at the earliest opportunity.

7.2 Directors are to submit the said CIDF and disclose to the Audit Committee, who shall at the earliest possible opportunity convene a meeting to review and report to the Board, on the nature and severity of the conflict of interest, the measures taken to resolve, eliminate or mitigate the conflict. The Board shall be guided by Chapter 10 of Bursa Malaysia Security Berhad's Main Market Listing Requirements and the Malaysian Code of Corporate Governance, and the Group's RRPT Policy for any recurrent related party transactions.

7.3 The Company Secretary shall maintain records of the declarations and any related documents.

7.4 In addition to declaring the conflict of interest, appropriate steps must be taken to mitigate the impact of the conflict on the decision-making process for which the conflict arose. Ideally, conflict of interest situations should be avoided altogether. However, where it may not be practical to totally avoid such situations, appropriate action must be taken, depending on the nature and severity of the conflict, including:

- (i) the Director must not participate in the decision-making process related to the conflict-of-interest situation.
- (ii) the Director must also not have access to related information and sensitive and confidential documents.

## **8) MONITORING CONFLICTS OF INTEREST FOR STAFF**

The following are the procedures to be adhered to by all employees whenever a conflict of interest arises or may potentially arise:

8.1 Any conflict of interest must be declared by filling up the CIDF as attached in Appendix A to this Policy. The affected person must escalate the conflict of interest to his/her Department Head ("HOD") for further action. The declaration shall be made immediately as and when the conflict arises, or as soon as the employee becomes aware of the conflict, and at the earliest opportunity.

8.2 The HOD of the affected staff shall forward the completed CIDF to the Human Resource Department ("HRD") as soon as possible. HRD together with the affected person's HOD are to immediately take the necessary steps as per 7.4 above. The HRD shall be responsible for monitoring conflicts of interest involving staff, maintaining records of all conflict-of-interest declarations as well as other related documents such as documentation reflecting the mitigation actions taken.

8.3 Upon receiving the CIDF, HRD shall convene a meeting at the earliest convenience, made up of at least three (3) of the following personnel:

- (a) HR Manager.
- (b) General Manager/Business Unit Leader of the affected subsidiary.
- (c) Any one of the Executive Directors; and/or
- (d) Finance Director or ESG Director

8.4 The meeting shall evaluate each case based on the nature and severity of the conflict, and the committee shall prepare a report, together with a recommended decision on the matter.

8.5 The said report and the recommended decision, shall be approved by any two of the Group's Executive Chairman, Group Chief Executive Officer and Group Chief Operating Officer, and the findings and recommendations which have been approved, shall be a final decision.

**9) BREACH OF POLICY**

Failure to disclose a conflict of interest, provide complete and accurate information on the conflict or appropriately manage the conflict is a breach of this Policy, and could result in disciplinary action being taken by ATA.

This policy was reviewed and approved by the Board on 29 August 2024.

**APPENDIX A**

**CONFLICT OF INTEREST DECLARATION FORM (CIDF)**

Details of Director / Management Personnel / Employee			
Name		Department	
Staff No		NRIC No.	
Position		Date	

**Instructions**

1. Please indicate below (if applicable) whether any of the conflict-of-interest situations apply to you in the questions below. The terms “associated person” includes the following:
  - a. Any family member (as defined in the Group’s Conflict of Interest Policy)
  - b. Any corporation or organization or entity of which you are a board member, a committee member, a director, an officer, a partner or an employe
  - c. Any corporation or organization or entity of which you are a shareholder or the beneficial owner of any class or securities.
2. This CIDF shall be submitted by you at any point in time when an actual or potential conflict of interest situation arises.

No.	Conflict of Interest Situations	Tick all appropriate boxes
1.	Are you or any of your associated persons an owner / part-owner / director / shareholders/ officer of ATA Group’s customer, supplier, contractor or other business associate?	
2.	Do you or any of your associated persons have any direct / indirect interest in any business transactions with ATA Group?	
3.	Are you or any of your associated persons involved in any business that is in direct or indirect competition with any of ATA Group’s companies’ businesses?	
4.	Do you or your family members have any financial or personal gain from the transactions or dealing between ATA Group and its customers, suppliers, contractors or other business associates, or did you or your family members receive any financial or personal benefits, such as gifts, salary, fees, loans or guarantees of obligations, free services or discounts?	
5.	Are any of your family members employees of ATA Group?	
6.	Are you aware of any other events, transactions or situations involving conflict of interest that have occurred or may occur in the future that you believe should be brought to the knowledge of the ATA’s Board of Directors?	

