

**WAWASAN DENGKIL HOLDINGS BERHAD**  
[Registration No.: 202201013605 (1459302-T)]  
(Incorporated in Malaysia)  
("the Company")

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**CODE OF CONDUCT AND ETHICS**

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Wawasan Dengkil Holdings Berhad is committed to conducting its business with honesty, integrity, and in compliance with all applicable laws and regulations. This Code of Conduct and Ethics outlines the principles and standards that all employees, officers, and directors (including full time, probationary, contract and temporary staff) must adhere to in carrying out their duties and responsibilities while at work.

The Company is dedicated to conducting its business with fairness, impartiality, and in strict adherence to all relevant laws and regulations in Malaysia and any other countries where it operates. Upholding professionalism, honesty, and integrity is paramount in all interactions with customers, vendors, suppliers, contractors, government entities, regulators, investors, the broader business community, and among its own employees.

Employees are prohibited from engaging in activities that could compromise the Company's integrity, impartiality, or reputation. They are expected to prioritize the Company's interests, carry out their duties with skill, honesty, care, and diligence, exercise authority fairly and equitably, and adhere to the Company's policies, procedures, instructions, and lawful directives related to their employment and duties.

Every employee is responsible for adhering to the policies outlined in the Code, as well as any updates or amendments issued by the Company. Additionally, employees are encouraged to seek clarification, ask questions, and report any suspected violations or express concerns regarding compliance with the Code. Managers have an added responsibility to support the implementation of the Code and monitor compliance.

The primary objective of the Code is to ensure that the Company's business interactions are not tainted by any form of malpractice under any circumstances.

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**1. Business Conduct**

**1.1 Dealing with External Parties**

**Vendors and Business Partners**

The Company adopts a collaborative approach in all its partnerships, ensuring that employees address the specific needs of stakeholders while offering products, services, and solutions.

Business relationships are forged with vendors or partners who share the same ethical values as the Company, with efforts directed toward avoiding associations with entities that may potentially tarnish the Company's reputation.

Objective and impartial assessment of facts guides decision-making processes concerning vendors or business partners.

Employees are strictly prohibited from exerting or attempting to exert influence to secure preferential treatment for any particular vendor. Vendors vying for contracts with the Company shall always be able to have confidence in the integrity of the Company's selection processes.

**Government**

Employees are expected to uphold the highest standards of conduct and actively engage with the government to enhance social and economic conditions.

Employees must be knowledgeable about and comply with relevant laws and regulations governing interactions between government personnel and customers, suppliers, and business partners.

Employees are prohibited from offering gifts to government employees or individuals acting on behalf of the government if such actions violate local laws or regulations, or if they could be reasonably interpreted as attempts to gain special favours.

**Investors, Media, Analysts and Others**

Employees approached by investors, prospective investors, media, or analysts regarding confidential information must redirect such requests to the Company's Executive Director.

Any requests for information about the Company's business from investigators or law enforcement officials should also be referred to the Company's Executive Director.

Employees are not permitted to initiate contact with the media or analysts unless it is within their job responsibilities and has received prior approval and acknowledgment from management. In all instances, employees must exercise caution in their communication.

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**1. Business Conduct (cont'd)**

**1.1 Dealing with External Parties (cont'd)**

**Competitors**

Employees are expected to engage in fair and ethical competition while adhering to applicable competition laws.

Exercise caution in all business contracts and interactions with competitors, suppliers, and vendors. Seek guidance from the Company Executive Director if uncertain whether an action violates competition laws.

Refrain from engaging in any illegal activities with competitors and avoid disclosing sensitive or confidential information, including pricing policies, contract terms, marketing and product plans, and other proprietary information.

Prohibit the use of improper or illegal means to obtain a competitor's trade secrets or other confidential information. When handling such information, use it appropriately and for legitimate purposes, such as evaluating the Company's products, services, and marketing. Only disclose such information to other employees on a need-to-know basis.

**1.2 Money Laundering**

Money laundering involves individuals or Companies attempting to conceal the proceeds of illegal activities or making illicit funds appear legitimate. Money laundering is an offence under the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 in Malaysia. It is imperative that employees consistently conduct business with reputable customers, for legitimate purposes, and with funds obtained through legal means.

Employees must remain vigilant regarding the risk of the Company's business being exploited for money laundering activities. If employees suspect any such activities, they should promptly report them to their respective Head of Department, or the designated individual appointed by the Company.

**1.3 Accepting & Providing Gifts and Other Benefits**

As a general principle, employees are discouraged from offering or accepting gifts, entertainment, or other benefits from business partners. Notwithstanding this, the Company recognizes that the occasional acceptance or offer of modest gifts and entertainment may be a legitimate contribution to good business relationships.

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**1. Business Conduct (cont'd)**

**1.3 Accepting & Providing Gifts and Other Benefits (Cont'd)**

Employees must refrain from offering or accepting gifts or any other benefit that could influence, or appear to influence, any business decision or provide an unfair advantage. Gifts, entertainment, or other benefits should not be associated with contractual negotiations, tender awards, or similar circumstances.

Subject to the above guidelines, where the value of the gifts, entertainment and other benefits received exceeds the monetary threshold of RM500 as determined by the Company, employees shall declare the gift, entertainment and other benefits received to the respective Head of Department for advice and approval relating to acceptance of gifts and entertainment.

**1.4 Bribery and Corruption**

The Company is dedicated to conducting its business with professionalism, fairness, and integrity in all locations where it operates. The Company is committed to establishing and enforcing robust systems to combat bribery and corruption effectively.

Employees are strictly prohibited from offering, giving, soliciting, or accepting any bribes to obtain business or personal advantages for themselves or others. Furthermore, employees must refrain from engaging in any transactions that violate applicable anti-bribery or anti-corruption laws.

Before giving or accepting any business amenity or gifts (regardless of their form or value), employees must evaluate the appropriateness of their actions. This assessment involves considering whether the action could potentially influence or reasonably appear to influence the business relationship between the Company and the organization or individual involved, or any business decisions arising from that relationship.

**2. Employee Conduct**

**2.1 Harassment, Threat and Violence**

Employees are expected to contribute to maintaining a healthy, safe, and productive work environment that is free from discrimination or harassment based on various factors such as race, religion, political opinion, gender, sexual orientation, marital status, national origin, disability, age, or any other factors unrelated to the Company's legitimate business interests.

Employees must avoid any conduct in the workplace that creates, encourages, or permits an offensive, intimidating, or inappropriate work environment. This includes, but is not limited to:

- Making threats or comments containing discriminatory or harassing elements.
- Engaging in unwelcome sexual advances.
- Displaying violent behavior or actions.
- Misusing or abusing positions of authority.

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**2. Employee Conduct (cont'd)**

**2.1 Harassment, Threat and Violence (cont'd)**

- Dressing inappropriately in violation of the Company's dress code or policy.
- Possessing weapons of any kind.
- Using, possessing, distributing, or selling illegal drugs, alcohol, or any prohibited substance, except for approved medical purposes. Consumption of alcoholic beverages on company premises is only permitted for company-sponsored events and with prior management approval.

**2.2 Drugs, Alcohol and Prohibited Substances**

Employees are required to carry out their job duties without being under the influence of any substance that could impair job performance or pose an unacceptable safety risk to themselves or others. Therefore, Company strictly prohibits employees from working under the influence of alcohol, illegal drugs, or controlled substances. Additionally, the use, possession, distribution, or sale of alcohol, illegal drugs, or other controlled substances in the workplace, except for approved medicinal purposes, is strictly prohibited.

There may be company-sponsored events or functions where the serving of alcoholic beverages is permitted. In such cases, all applicable liquor laws must be adhered to.

**2.3 Record Keeping and Financial Integrity**

Employees are strictly prohibited from engaging in fraudulent or any other dishonest conduct related to the property, assets, or financial reporting and accounting of the Company or any third party. Such behavior may lead to disciplinary actions as well as criminal charges. The accuracy of the Company's financial records is crucial for managing its business and meeting obligations to various stakeholders. Therefore, all financial records must be precise and comply with the Company's accounting standards.

**2.4 Protection of the Company's Assets**

Employees are required to safeguard and utilize the Company's property responsibly and efficiently. All employees must take measures to protect the Company's property from loss, damage, misuse, theft, fraud, embezzlement, and destruction. These responsibilities extend to both tangible and intangible assets, including trademarks, know-how, confidential or proprietary information, and information systems. Subject to applicable law, the Company retains the right to monitor and inspect how its assets are utilized by employees, including the examination of all emails, data, and files stored on the Company's network terminals.

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**2. Employee Conduct (cont'd)**

**2.5 Outside Directorship and Other Outside Activities**

Outside of the Company, employees are prohibited from pursuing activities that interfere with their responsibilities for the Company or pose risks to the Company's reputation or conflicting with the Company's interests in any way. Any employee who holds an interest in an outside company within the same industry must inform and declare it in writing to the Company. When uncertain about the permissibility of an activity, employees should consult with the Company's Executive Director.

Authorization for outside positions or activities will be withheld if they are likely to conflict with the Company's interests or the employee's responsibilities. Board memberships in publicly listed companies require prior approval from the Company's Executive Director, and in the case of Executive Board members, approval from the Board of Directors.

Unless specifically requested by the Company to take up a particular position or activity, employees should undertake such activities in their personal capacity, outside of working hours, and without using company resources.

**2.6 Avoid Conflict of Interest**

A Conflict of Interest arises when an employee's personal interests or the interests of a third-party conflict with those of the Company. In such circumstances, it may be challenging for the employee to act entirely in the Company's best interests. Employees are expected to avoid Conflicts of Interest whenever feasible.

If a Conflict of Interest arises or if an employee encounters a situation that may give rise to or lead to a Conflict of Interest, the employee must disclose it to their immediate reporting Head of Department and/or the HR department, or Executive Director. This allows for the resolution of the situation in a fair and transparent manner.

**2.7 Confidentiality**

Confidential information encompasses any data that is not yet public information, including trade secrets, business plans, marketing strategies, consumer insights, engineering concepts, product formulations, designs, databases, records, salary details, and any non-published financial or other data. The Company's ongoing success relies on the use of its confidential information and its safeguarding from third-party disclosure. Unless legally mandated or authorized by management, employees must refrain from disclosing confidential information or permitting its disclosure. This obligation extends beyond the termination of employment. Moreover, employees must exercise utmost care to prevent inadvertent disclosure by handling and transmitting confidential information with caution.

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**2. Employee Conduct (cont'd)**

**2.7 Confidentiality (cont'd)**

The Company acknowledges that third parties also have an interest in safeguarding their confidential information. If third parties, such as joint venture partners, suppliers, or customers, share confidential information with the Company, it should be treated with the same level of care as the Company's own confidential information. Similarly, employees must safeguard any confidential information obtained during their previous employment.

**2.8 Insider Trading Policy**

Employees who possess market-sensitive information are prohibited from trading in securities of the Company or shares of another listed company if that information has not been publicly disclosed. Insider trading is defined as an offense under the Capital Markets and Services Act 2007 in Malaysia. The laws of other countries regarding insider trading may also apply to inside information concerning companies listed outside of Malaysia.

Additionally, employees must refrain from disclosing price-sensitive information to any third party or encouraging others to engage in transactions involving price-affected securities.

If unsure about the status of the information they hold, employees should consult their respective Head of Department.

Furthermore, employees must ensure that all transactions involving Company shares comply with the procedures outlined in the Bursa Malaysia Listing Requirements and the laws governing insider trading.

**2.9 Families and Relatives of Employees**

Employees are required to disclose to the Company if any family member or relative (defined in this Code as including the employee's spouse, parents, children, siblings, and the spouse of children, siblings, or parents) provides any form of goods or services directly or indirectly to the Company, or if they are associated with the Company as a competitor, vendor, business partner, contractor, or consultant. Employees must refrain from participating in or making decisions regarding any deals involving their relatives.

If an employee's family member or relative is associated with the Company as a competitor or supplier, or if they are employed by one, employees must exercise additional caution in their communication and conduct. This is to ensure the security and confidentiality of information vital to the Company and to prevent or mitigate any potential conflict of interest situations.

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