

**WESTPORTS HOLDINGS BERHAD**  
**(Registration No. 199301008024 (262761-A))**

**CODE OF ETHICS OF DIRECTORS**

**A. PREAMBLE**

The Board of Directors (the “Board”) of Westports Holdings Berhad (the “Company”) has adopted the following Code of Ethics (the “Code”) for Directors of the Company and its subsidiaries (the “Group”). This Code is intended to focus the Board and each Director on areas of ethical risk, provide guidance to Directors to help them recognise and deal with ethical issues, provide mechanisms to report unethical conduct and help foster a culture of honesty and accountability.

**B. PRINCIPLE**

This Code is based on the core principles of integrity, transparency, accountability, responsibility, sincerity and corporate social responsibility.

**C. PURPOSE**

This Code is intended to focus on the Board and each Director on areas of ethical risk and help foster a culture of honesty and accountability.

This Code is formulated to enhance the standard of corporate governance with the intention of achieving the following aims:

- i) To establish a standard of ethical behaviour for Directors based on acceptable values.
- ii) To uphold the spirit of professionalism, objectivity, transparency and accountability in line with the legislation, regulations and environmental and social responsibility governing a company.

No code or policy can anticipate every situation that may arise, or replace the thoughtful behaviour of an ethical Director. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chairman of the Board, who may consult with internal or external legal counsel as appropriate.

**D. DEFINITION**

In the context of this Code, a Director means any person who holds the position of Director in the Group, irrespective of any designation used, including anyone who follows the directives and advice of a corporate Director and who usually takes action, as well as an in-turn or substitute Director. It includes executive and non-executive Directors as well as executive and non-executive chairman/chairperson.

**E. CODE OF ETHICS**

In the performance of his or her duties, each Director must comply with the letter and spirit of the following codes:

**1.0 Corporate Governance**

- 1.01 Should have a clear understanding of the aims and purpose, capabilities and capacity of the Company;

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- 1.02 Should devote time and effort to attend meetings and to know what is required of the Board and each of its Directors, and to discharge those functions;
- 1.03 Should ensure at all times that the Company is properly managed and effectively controlled;
- 1.04 Should stay abreast of the affairs of the Company and be kept informed of the Company's compliance with the relevant legislation and contractual requirements;
- 1.05 Should insist on being kept informed on all matters of importance to the Company in order to be effective in corporate management;
- 1.06 Should limit his directorship of companies to a number in which he can best devote his time and effectiveness; each Director is his own judge of his abilities and how best to manage his time effectively in the Company in which he holds directorship;
- 1.07 Should have access to the advice and services of the Company Secretary, who is responsible to the Board to ensure proper procedures, rules and regulations are complied with;
- 1.08 Should at all times exercise his powers for the purposes they were conferred, for the benefit and prosperity of the Company;
- 1.09 Should disclose immediately all contractual interests whether directly or indirectly with the Company;
- 1.10 Should neither divert to his own advantage any business opportunity that the Company is pursuing, nor may he use confidential information obtained by reason of his office for his own advantage or that of others;
- 1.11 Should at all times act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties; and
- 1.12 Should be willing to exercise independent judgement and, if necessary, openly oppose if the vital interest of the Company is at stake.

**2.0 Relationship with Shareholders, Employees, Creditors, Customers, the Authorities and Society**

- 2.01 Should be conscious of the interest of shareholders, employees, creditors and customers of the Company;
- 2.02 Should at all times promote professionalism and improve the competency of management and employees;
- 2.03 Should ensure adequate safety measures and provide proper protection to workers and employees at the workplace;

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- 2.04 Should adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies; and
- 2.05 Should ensure that the activities and the operations of the Company do not harm the interest and well-being of society at large.

**3.0 Conflict of Interests**

- 3.01 Conflict of interests may arise in any situation in which a Director engages in an activity that detracts from or interferes with his or her full, loyal and timely performance of services to the Group, or has a financial interest that might influence the Director's judgment on behalf of the Company.
- 3.02 All Directors shall disclose the nature and extent of any conflict of interest or potential conflict of interest including interest in any competing business, that they have with the Group. All such conflicts should be avoided, and Directors must report any actual, potential or apparent conflicts to the Board.
- 3.03 Where a potential or actual conflict of interest has been appropriately disclosed, the interested Director shall not participate in any discussion while the contract or proposed contract is being considered during the meeting and shall not vote on the contract or proposed contract.
- 3.04 Directors should not, generally, provide business or professional services of an ongoing nature to the Company where a conflict of interest (actual or perceived) may be created thereon. Notwithstanding the general rule, the Company is at liberty to:-
- For the purpose of a special arrangement, engage the services of any Director having special expertise in the particular field; or
  - Engage the services of another member of a director's organisation; so long as the terms of engagement are competitive and are clearly recorded, all legal requirements for disclosure of the engagement are competitive and disclosure of the engagement are properly observed.

**4.0 Social Responsibilities and the Environment**

- 4.01 Should ensure that necessary steps are taken in accordance with the law to properly wind-up or strike off the company register if the Company has not commenced business or has ceased to carry on business and is not likely to commence business in the future or resume business as the case may be;
- 4.02 Should strive to be socially responsible persons or Company by supporting life-changing causes and efforts, in the arena of politics, community, education and health, in addition to preserving the environment;
- 4.03 Should ensure the effective use of natural resources and improve quality of life by promoting corporate social responsibilities;

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- 4.04 Should be more proactive to the needs of the community and to assist in society-related programmes in line with the aspirations of the concept of the Company campaign or vision;
- 4.05 Should ensure that the activities and the operations of the Company do not harm the interest and well-being of society at large and assist in the fight against inflation; and
- 4.06 Should protect the environment by minimising and mitigating environmental impacts throughout the life cycle of operations which includes minimise harmful emissions to the environment, including waste, air emissions and discharges to water.

**5.0 Compliance Standards**

- 5.01 Should communicate any suspected violations of this Code promptly to the Chairman of the Audit Committee or Chairman of the Board; and
- 5.02 Violations will be investigated by the Board or by persons designated by the Board and appropriate action will be taken in the event of any violations of this Code.

**6.0 Review and Approval**

- 6.01 This Policy shall be reviewed every two (2) years by the Nomination and Remuneration Committee to assess its effectiveness.

This policy is approved by the Board of Directors on 30 April 2024.