



**[Registration No.: 202101026155 (1426455-A)]**

## Directors' Code of Conduct and Business Ethics

Version	Effective Date
0	18 May 2022

## **1. INTRODUCTION**

The Board of Directors (“Board”) of Wellspire Holdings Berhad (“Wellspire” or “the Company”) has adopted this Directors’ Code of Conduct and Business Ethics (“Code”) to carry out their oversight responsibility in the best interest of the Company within the scope of their authority and fiduciary duties.

This Code is to provide the fundamental guiding principles and standards applicable to the Directors, the Management and the employees of the Company and its subsidiaries. As Directors of the Company, they are expected to adhere to, comply with and uphold the provisions of the Code.

The Directors acknowledge that they must exercise judgment in applying the principles embodied in the Code to any situation. This Code is not intended to be exhaustive. It should be read in conjunction with the existing framework of all relevant laws and regulations as well as the directives and policies of the Company from time to time.

## **2. PURPOSE**

This Code is formulated with the intention of achieving the following aims:

- (i) To enhance the standards of honesty, integrity, ethical and law-abiding behaviour expected of Directors, the Management and the employees of the Company and its subsidiaries;
- (ii) To encourage the observance of those standards to protect and promote the interests of shareholders and all stakeholders;
- (iii) To provide guidance to the Board, the Management and the employees of the Company and its subsidiaries to maintain the confidence of shareholders and other stakeholders in the Company’s integrity; and
- (iv) To promote good business conduct and maintaining a healthy corporate culture that engenders transparency and fairness.

## **3. KEY REQUIREMENTS**

The Directors, the Management and the employees of the Company and its subsidiaries shall act within the authority conferred upon them in the best interests of the Company and will:

- (i) act in the best interest of, and fulfil their fiduciary obligations to the Company and its subsidiaries and its shareholders;
- (ii) act honestly, fairly, ethically and with integrity;
- (iii) conduct themselves in a professional and respectful manner and not take improper advantage of their position;
- (iv) act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- (v)

- (vi) use their prudent judgment to avoid/abstain from all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their responsibilities within the Company and its subsidiaries, and to inform the Board, at the earliest opportunity, of any existing or potential conflict of interest situation;
- (vii) not exploit for his/her own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the Company and its subsidiaries decline to pursue such opportunity for its business interest;
- (viii) act to enhance and maintain the reputation of the Company and its subsidiaries; and
- (ix) strive to contribute towards the growth and stability of the Company and its subsidiaries.

#### **4. CONFLICT OF INTEREST**

- 4.1 Directors, the Management and the employees of the Company and its subsidiaries should avoid business, financial or other direct or indirect interests or relationships which conflict with the interests of the Company or which divides his or her loyalty to the Company. A conflict of interest occurs when an individual's private interest interferes in any way with the interests of the Company or any of its subsidiary and affiliated companies. Directors must not use their position or knowledge gained directly or indirectly in the course of their duties for private or personal advantage.
- 4.2 Directors, the Management and the employees of the Company and its subsidiaries are required to declare at all times the nature and extent of any conflict of interests, whether direct or indirect, or whether actual or potential, with the Company or its subsidiaries, and where so required, to abstain from any deliberation and decision relating thereto.
- 4.3 Where a potential or actual conflict arises, every Director, the Management and the employees of the Company and its subsidiaries shall adhere to the procedures provided by the relevant laws, including but not limited to the Companies Act 2016 and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

#### **5. ANTI-BRIBERY AND ANTI-CORRUPTION**

To observe high standards of business, professional and ethical conduct, the Directors, the Management and the employees of the Company and its subsidiaries (whether acting in their own capacity or on behalf of the Company) are committed to refrain themselves from authorising, offering, giving or receiving any gifts and any other form of benefits (in kind, cash, advantages and/or favour and etc) from persons or entities who deal with the Company and its subsidiaries, where the gift would reasonably be expected to influence the performance of the duties of Directors, the Management and the employees in any aspect.

For more information, please see Wellspire's Anti-Bribery and Anti-Corruption Policy, which is made available on the Company's website.

#### **6. PROTECTION OF ASSETS OF THE COMPANY AND ITS SUBSIDIARIES**

- 6.1 Directors, the Management and the employees of the Company and its subsidiaries shall take reasonable care to safeguard the assets, of the Company and its subsidiaries, including its physical premises, equipment, and facilities as well as the records and information/data.

- 6.2 The assets of the Company and its subsidiaries shall only be used in a safe, ethical and lawful manner and shall not be used for pursuing improper personal gain or opportunity.

## **7. CONFIDENTIALITY**

- 7.1 Directors, the Management and the employees of the Company and its subsidiaries may come into possession or access to confidential, sensitive and non-public information (“Insider Information”) in the course of their directorship and/or employment with the Company and its subsidiaries. Directors, the Management and the employees of the Company and its subsidiaries must treat all such information in strictest of confidence, not disclose such information to any unauthorised persons and take all necessary precautions to maintain such confidentiality and not use it, directly or indirectly, for any purpose other than what it has been intended, except when disclosure is authorised or legally required.
- 7.2 The obligation to preserve the Insider Information of the Company and its subsidiaries is ongoing even after an individual ceases to be a Director, the Management or an employee of the Company and its subsidiaries, until the information becomes publicly available or no longer considers it as confidential.
- 7.3 Directors, the Management and the employees of the Company and its subsidiaries must not misuse confidential information of a third party.

## **8. INSIDER TRADING**

- 8.1 Directors, the Management and the employees of the Company and its subsidiaries who possess Insider Information shall not:-
- a) deal in securities; or
  - b) communicate such information to any unauthorised persons, for the benefit of themselves or any other persons.
- 8.2 When dealing in the securities, a Director, the Management and the employees of the Company and its subsidiaries shall comply with the relevant laws on trading in securities and observe such guidelines as may be prescribed by the Company and its subsidiaries in relation thereto from time to time.
- 8.3 For the purpose of this section, the “Insider” means a person who:-
- a) possesses information that is not generally available which on becoming generally available a reasonable person would expect it to have a material effect on the price or the value of securities; and
  - b) knows or ought reasonably to know that the information is not generally available.

## **9. ANTI-MONEY LAUNDERING**

- 9.1 The Company do not tolerate any form of money laundering activities. Appropriate measures shall be implemented to know who the Company is doing business with to prevent the Company’s financial transactions from being used by others to launder money.

Money laundering is the process by which individuals or entities try to conceal funds raised from criminal activity, or otherwise make these funds look legitimate, or when legitimate funds

are used to support criminal activities, including terrorism. Money laundering is an offence under the applicable laws and regulations in Malaysia.

- 9.2 Directors, the Management and the employees of the Company and its subsidiaries shall be made aware of the applicable anti-money laundering laws and shall seek to ensure they are appropriately and adequately informed of developments in the laws relating to this area.
- 9.3 Directors, the Management and the employees of the Company and its subsidiaries are expected to be mindful of the risk of the business of the Company and its subsidiaries being used for money laundering activities and to promptly raise any suspicious transactions to the Company and its subsidiaries.
- 9.4 If you are aware of a violation or a potential violation of sanctions, laws and regulations, please inform Chief Executive Officer's Office immediately.

## **10. ABUSE OF POWER**

Abuse of Power There should be control over the corporate resources that can be misused for the Board Members' personal benefits and operational checks and balances should be in place.

## **11. COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Every Director, Management and employees of the Company and its subsidiaries in exercising and/or discharging his/her powers or duties shall comply with all applicable laws, rules and regulations including the Constitution of the Company and its subsidiaries as well as guidance and directives issued by the authorities.

## **12. WAIVER**

Any waiver of the application of principles/standards set forth in this Code may only be made by the Board, as it deems fit and appropriate.

## **13. NON-COMPLIANCE**

Directors, the Management and the employees of the Company and its subsidiaries must immediately report any concern about possible/actual breaches of the Code by any Director, Management and employees of the Company and its subsidiaries to the Chairman of the Risk Management Committee. The Board shall determine appropriate actions to be taken after considering the decision of the Risk Management Committee and all relevant information and circumstances or may take necessary action to ratify on the non-compliance by Directors.

## **14. REVIEW OF THE CODE**

This Code shall be reviewed by the Board and amendments to be made from time to time to be in line with the changes in law or regulations, or changes in the business or the business environment. This Code is made available on the Company's website.