



WEST RIVER GROUP

CODE OF CONDUCTS & BUSINESS ETHICS

INTRODUCTION

The Code of Conduct & Ethics (the Code) sets out the practices and ethics that guide actions and behaviours of all employees of West River Engineering Sdn Bhd, West River M&E Sdn Bhd, Voon M&E Sdn Bhd, Neutron M&E Sdn Bhd and Neutron Letrik Sdn Bhd (“West River Group”). Fundamentally, all employees shall uphold the principles of good governance, ethics, professionalism, loyalty, integrity and cohesiveness that are critical to the success and well-being of West River Group. Interest of West River Group shall take precedence over the interests of any individual employee, group of employees and other dealing parties.

1.0 Responsibility & Accountability

- 1.1** The Code applies to all businesses and countries in which West River Group operates.
- 1.2** The Code is applicable to all employees including full time, probationary, contract and temporary staff. All employees are to comply with this Code. It is the responsibility of the employees to keep themselves abreast of any amendments made to the Code. Ignorance of the existence of this Code will not be accepted as an excuse for its breach.
- 1.3** Any employee who violates the Code may be subjected to disciplinary action, including termination of employment or dismissal and/or criminal charges, depending on the facts and circumstances of each case after due inquiry.
- 1.4** The Code shall be read in conjunction with the relevant prevailing policies and procedures. Where provisions in this Code generate differing interpretations from an applicable law or West River Group policy, the more stringent standard shall prevail.

2.0 Compliance with Law, Policies and Procedure

- 2.1** West River Group shall comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions and countries within which West River Group operates. Employees shall observe all laws and regulations applicable to West River Group’s business.
- 2.2** Employees shall strictly comply with West River Group’s established policies, guideline, rules and procedures. Stern disciplinary action will be taken against any employee for non- compliance of such laws, policies, rules and procedures.

3.0 Business Ethics and Integrity

3.1 Conflict of Interest

- a) Conflict is deemed to exist when an employee has a personal relationship or obtain financial or other interests by virtue of holding a particular position, in which such gain or advantage adversely affects West River Group’s interest.
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- b) Employees must avoid such conflicts and should notify their Head of Department or Business Unit Head in writing immediately upon becoming aware of the conflict, whether real or perceived, either involving himself/herself, other employees or a third party.

3.2 Corrupt Practices Strictly Prohibited

- a) Corrupt practices are operationally defined as the misuse of entrusted power for private gain. Employees shall refrain from offering, giving, demanding or receiving bribes and/or any other gratification in adherence to the provisions of the Malaysian Anti-Corruption Commission Act ('MACC Act') 2009. Gratification shall include but not limited to monetary and non-monetary benefits.
- b) Solicitation and acceptance of bribes in any form or manner are serious misconducts which may result in termination of employment.
- c) Please refer to West River Group's Anti-Bribery and Anti-Corruption policy for further guidance and compliance.

3.3 Whistleblowing

- a) West River Group encourages employees and external parties to raise genuine concerns, including the reporting of unlawful, unethical or questionable behaviour, in confidence and without risk of reprisal.
- b) The policy covers, but not limited to:
- Abuse of power
 - Bribery
 - Breach of law
 - Criminal activity
 - Conflict of interest
 - Danger to health and safety or the environment
 - Fraud
 - Overpayment to suppliers or under any contract
 - Misuse of any property belonging to West River Group
 - Negligence
 - Theft or embezzlement
- c) Please refer to West River Group's Whistleblowing policy for further guidance and compliance.

3.4 Insider Trading

- a) Insider trading is the buying or selling of a listed company's shares or other forms of listed securities by someone who has confidential material information that has not been made public (market sensitive information or insider information) and which if known to the public, would have an impact on the price or value of the securities. Insider trading is a prosecutable offence under the Securities Industry Act 1983 and Capital Markets and Services Act, 2007.
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- b) During the course of employment, employees may come into possession of insider information about West River Group or other listed companies which may have business dealings with West River Group. Employees and immediate family members are prohibited from trading in the shares or other forms of securities of the companies involved as such act would be deemed as insider trading.
- c) The act of suggesting to anyone else to buy or sell shares or other forms of listed securities of any company in West River Group or other listed companies either directly or indirectly when you are aware of insider information is also deemed as insider trading. A violation of this policy can result in civil and criminal penalties.
- d) Employees are encouraged to consult with his/her Head of Department if they are uncertain of the status and nature of the information they possess.

3.5 Provisions of Gifts, Entertainment and Solicitation

- a) As a rule of thumb, employees shall not solicit or accept gifts, personal services, incentives, cash or cash equivalent, kickbacks, entertainment, guarantees, or in any form given by third parties (suppliers, potential customers, business associates) that may compromise their professional judgement or fair decision making or which may adversely affect West River Group's reputation.
- b) Exception to 3.5 (a) above which are permissible include distributing and accepting occasional gifts and entertainment of modest value, and business meals that are needed to promote good business relationship without any intention to influence or appear to influence any business decision.
- c) If in doubt, please consult your respective Head of Department / Human Resources Department for advice and approval relating to acceptance of gifts and entertainment.
- d) Employees shall not offer, solicit or receive any forms of bribe, kickback or gratuities under any circumstances and this is applicable to all Company transactions.

3.6 Fraud

Employees must not engage in any forms of fraudulent acts or any dishonest conducts involving property or assets, or on the financial reporting and accounting of West River Group or third party. This may not only result in strict disciplinary action, but also dismissal and possible civil and/or criminal charges.

4.0 Assets, Intellectual Properties, Information and Facilities

- 4.1** West River Group values and protects all proprietary and confidential information and is committed to protecting its assets and resources. Employees are expected to exercise reasonable care to safeguard West River Group's assets to avoid any loss, damage, misuse or theft.
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- 4.2** Employees shall always maintain confidentiality regarding all matters concerning the sensitive nature, affairs, interest or transactions of West River Group which is acquired in the course of their employment. You are strictly prohibited from disclosing to any party, unless the disclosure is required to be disclosed by law, order of court or governmental authority, provided that the employee shall promptly notify their respective Head of Department and Human Resources Department of such and consult on the extent and form of disclosure.
- 4.3** In the event that an employee knows of material information affecting West River Group which has not yet been publicly released, the material information must be held in the strictest confidence by the Employee involved until it is publicly released. This undertaking shall be maintained and extends beyond the duration of your employment in West River Group.
- 4.4** All books, records and accounts under West River Group must be safeguarded and maintained so that they are prepared on timely basis and conform to generally accepted and applicable accounting principles and to all applicable laws and regulations.
- 4.5** Employees are expected to protect intellectual property rights of West River Group and ensure compliance with applicable laws and regulations. This includes the usage of West River Group and its subsidiaries name, logo, taglines and innovations. Any intellectual property created by the employees in the performance of job responsibilities belongs to West River Group.
- 4.6** Employees should use internet and e-mail access facilities primarily for business purposes only. Those with internet access should not use such network access to engage in illegal activities or any non-professional conduct or any other activity which may bring disrepute to West River Group.
- 4.7** West River Group reserves its right to take any and all appropriate action against previous or current employees who, whether directly or indirectly, breach the aforesaid obligation relating to the confidential and proprietary information of West River Group.
- 4.8** In the event that you are unsure of what is permissible or non-permissible, you are advised to seek guidance from your Head of Department or the Human Resources Department.
- 5.0 Social Media Policy**
- 5.1** Employees are a representative of West River Group at all times and are prohibited from bringing companies under West River Group's name and reputation into disrepute.
- 5.2** Employees are not allowed and must obtain authorisation from the Executive Director / Director / General Manager before posting any content, reply or work related messages online (e.g. Facebook, Myspace, LinkedIn, Instagram, Twitter, YouTube, Flickr, Blogs, Forums, SMS, Videos and other social media platforms).
- 5.3** Employees should not post or respond to materials that are offensive, obscene, defamatory, threatening, harassing oppressive, discriminatory, hateful, racist, sexist or material that infringes copyright laws.
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5.4 Employees should not use the Company email address or logos or insignia that may give the impression of official support or endorsement of your personal comment.

6.0 Public Statements

6.1 An employee shall not either orally, in writing or in any other form make or circulate any public releases or public statement on the policies or decisions of West River Group without having prior approval or permission of the Executive Director.

6.2 All queries and/or requests made by members of the third party media outlets are to be directed to West River Group Executive Director to ensure that a consistent and professional approach is adopted when addressing all external media queries.

7.0 Environment & Community

7.1 West River Group believes in building sustainable future by focusing on safeguarding people's health, operating the business in responsible manner, protecting the environment, and fostering good relationships with the communities in which we operate.

8.0 Reporting & Review of Code

8.1 You are encouraged to report genuine concerns of violation of Code through West River Group's existing Whistleblowing policy. No individual will be discriminated or suffer any act of retaliation for reporting in good faith.

8.2 The Code of Conduct and Business Ethics compliance will be reviewed from time to time by the Board to ensure it remains current and relevant in addressing any ethical issues that may arise within the organisation.
