

**WEGMANS HOLDINGS BERHAD**  
**(Company No.:1219319-D)**

<b>DIRECTORS' CODE OF ETHICS</b>
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Members of the Board are required to observe the Directors' Code of Ethics as follows:

1. Compliance at all times with this Code of Ethics and the Board Charter.
2. Observe high standards of corporate governance at all times.
3. Adhere to the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
4. Act in good faith and in the best interests of the Company.
5. Not to misuse information gained in the course of duties for personal gain or for political purposes, nor seek to use the opportunity of the service as directors to promote their private interests or those of connected persons, firms, businesses or other organisations.
6. Uphold accountability at all times. This includes ensuring that the Company's resources are properly safeguarded and the Company conducts its operations as economically, efficiently and effectively as possible at all time.
7. Members of the Board should not accept positions on Board Committees or working groups where a conflict of interest is likely to arise, without first declaring that interest.
8. Declaration of any personal, professional or business interests that may conflict with directors' responsibilities. Guidance on declaration and registration of interests is given in the section entitled 'Declaration of Interests' below.

**Declaration of Interests**

Subject to the requirements of any acts, rules or regulations that are in force from time to time and in addition to such mandatory requirements, members of the Board are required to notify the Company Secretary changes in the following:

1. Shareholding in the Company and its related corporations, whether direct or indirect; and
2. Directorships or interests in any other corporations.

In addition to the above, member of the Board who has a material interest, either directly or through a partner, spouse or close relative, in matters being considered by, or likely to be considered by the Board should declare that interest at the meeting. Such declarations should describe the interest clearly and state whether it carries direct or indirect financial benefits. This requirement also applies to members of senior management.

Relevant interests in this context are as follows:

1. Executive and non-executive directorships of, significant shareholdings in, or employment by, public or private companies likely or possibly seeking to do business with the Company.
2. Ownership or part-ownership of, or employment by, businesses or consultancies likely or possibly seeking to do business with the Company.
3. Likelihood of obtaining some form of gain, advantage or benefit in the transaction or matter.

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**Register of Interests**

A formal register of interests shall be established in the Company's register book. The register should include details of all directorships and other relevant interests declared by members of the Board and members of senior management.

**Conduct in Meetings**

Any Board Member who has a clear and substantial interest in a matter under consideration by the Board should declare that interest at any meeting where the matter is to be discussed, whether or not that interest is already recorded in the register. The Board Member concerned should withdraw from deliberations and voting during the relevant discussion or decision at the meeting.

**New Directorships**

Members of the Board should notify the Chairman before accepting any new directorships in any public listed or private companies which includes an indication of time that will be spent on the new appointment.

**Membership of Committees**

Members of the Board should not accept positions on Board Committees or working groups where a conflict of interest is likely to arise, without first declaring that interest.