

# WESTSTAR CORPORATE DISCLOSURE POLICY

(WASSB/P/CD/2/2016)



## A. INTRODUCTION

- The Corporate Disclosure Policy (“CDP”) is a part of the corporate governance efforts of Weststar Aviation Services Sdn. Bhd. (“the Company”). The CDP aims to develop and sustain a continuous line of communication with our shareholders and stakeholders to provide consistent, transparent, accurate and timely disclosure.
- The CDP shall apply to all means or types of communication used by the Company to communicate with its shareholders and stakeholders, which shall include but not be limited to the following:
  - Written statements, announcements, press releases, presentation materials, e-mails, Company website etc; and
  - Oral statements, telephone conversations, briefings, interviews, press conferences, roadshows or events, etc.
- The CDP is established in line with the following legislations:
  - The Malaysian Code on Corporate Governance 2012;
  - The Companies Act 1965; and
  - The Capital Markets and Services Act 2007.

## B. SCOPE

- The Policy applies to all employees and stakeholders of / persons providing services to the Company, whether permanent, contractual, temporary, seconded and/or transferred, its subsidiaries, affiliates and/or entities under its management, control and/or consolidation.
- The day-to-day business of the Company is managed by the Management. The Board is responsible for the establishment and adoption of the CDP and procedures for the Company with regards to the handling and disclosing of material information.
- This Policy applies to all means or types of communication used by the Company to communicate with its shareholders, stakeholders, regulators, clients, suppliers, employees, which shall include but not limited to the following:
  - written statements i.e. announcements, press releases,
  - presentation materials, e-mails, the Company's website, etc; and
  - oral statements i.e. Chairman's speech at General Meetings, telephone conversations, briefings, interviews, press conferences, roadshows or events, etc.
- This Policy takes into consideration the various laws, rules and regulations governing such obligation particularly, Companies Act 1965, the Malaysian Code of Corporate Governance 2012, Bursa Malaysia Best Practices in Corporate Disclosure (where applicable), internal policies, procedures, guidelines, terms and conditions.
- This Policy does not apply to communication made in the ordinary course of business not involving material information or otherwise publicly available information.

## C. DEFINITION

Abbreviation / Term	Defination / Meaning
“Authorised Persons”	Those persons more particularly listed in para F.6. who “need to know” are authorised to have access and become privy to sensitive and material information.
“Company” or “Weststar”	Corporate Disclosure Policy
“CEO”	Chief Executive Officer

Abbreviation / Term	Defination / Meaning
“Integrity officer”	Such officer as may be appointed who shall be the primary person that manages and determines whether information is Material Information, the timely disclosure of such information in accordance with any law for the time being in force, monitoring compliance with the CDP and overseeing the disclosure controls, procedures and practices of the Company.
“Designated Spokesperson”	Means the primary authorized spokesperson responsible for communicating the Company information.  The Designated Spokesperson shall be one of the following: <ol style="list-style-type: none"> <li>Group Managing Director;</li> <li>Chief Executive Officer; or</li> <li>Head, Corporate Communications</li> </ol> (iii) Department, or in his absence, such person as from time to time may be appointed by the Board.
“Disclosure(s)”	Any lawful disclosure of information that the employee/ applicant reasonably believes shows: <ul style="list-style-type: none"> <li>A violation of any law, rule or regulation</li> <li>Gross mismanagement</li> <li>Gross waste of funds</li> <li>Abuse of authority or a substantial and specific danger to public health or safety</li> </ul>
“Material Information”	Any information is material if they result in, or would reasonably be expected to result in, a significant change in the value, image, business or repute of the Company, including but not limited to those listed in Appendix 1.

## D. POLICY STATEMENT

The Company, its shareholders, the Board of Directors and the management recognize the importance of disseminating factual and accurate information to preserve its integrity and social responsibility. Towards this end, the CDP must be read together with the Company's Limits of Authority, to which the relevant authorizations are prescribed to those who are responsible for overseeing the implementation and adherence of the disclosure controls, procedures and practices adopted by the Company.

## E. OBJECTIVE

The objectives of this Policy are as follows:

1. To promote and instill shareholders and stakeholders' confidence by disclosing Material Information in a timely, consistent and appropriate manner;
2. To raise awareness and provide guidance to the Board of Directors, management, officers and employees on the Company's disclosure requirements;
3. To ensure compliance with all legal and regulatory requirements;
4. To protect and prevent the improper use or disclosure of Material Information and Company's confidential information;
5. To encourage communication network between the Company and the public leading to transparency and good governance; To leverage on the Company's information system technology for purposes of connecting and disseminating information to various target groups; and
7. To widely disseminate Material Information pursuant to all applicable legal requirements

## F. THE CORPORATE DISCLOSURE POLICY

1. The Company may implement such processes and procedures from time to time through the Integrity Officer.
2. To ensure that the CDP is strictly complied with, copies of the CDP will be circulated and made available to all present and new employees and officers, either directly or by posting of the CDP on the Company's website at [weststar-aviation.aero](http://weststar-aviation.aero). Upon posting of the CDP on the Company's website, all Company employees and officers, management and Board of Directors shall be bound by it.
3. A revised version of the CDP will be distributed in accordance with the foregoing methods whenever significant changes are made.
4. The Integrity Officer shall be responsible to determine whether information is Material Information or otherwise, and whether to disclose in accordance with the laws, regulation and internal processes, and to oversee the disclosure controls, procedures and practices of the Company.
5. The Integrity Officer shall regularly review the procedures, level of adherence by employees, best practices and potential improvements, evaluate adequacy and effectiveness of the design and operation of disclosure controls, and assist in raising the awareness amongst the employees, management and Board of Directors. The Integrity Officer shall report the same to the Board of Directors on an annual basis.
6. Only the following Authorised Persons who "need to know" are authorised to have access and become privy to sensitive and Material Information that has not been disclosed and made available to the public:
  - (i) Members of the Board of Directors;
  - (ii) The Chief Executive Officer, Chief Operations Officer, the Chief Financial Officer and designated senior executives in the finance/account department; and/or
  - (iii) The Company Secretary, auditors, reporting accountants, lawyers, consultants and investment advisers on a "need to know" basis to enable such persons to carry out their roles and responsibilities
7. Those who have not been designated by the Designated Spokespersons MUST NOT respond under any circumstances to inquiries from any external party, the media or others. All such inquiries should be referred to the Designated Spokespersons or to those persons designated by the Designated Spokespersons, from time to time.

## G. MAINTAINING CONFIDENTIALITY

1. Any employee privy to confidential corporate information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business or required by law or authorised by the Authorised Persons or the Designated Spokesperson. Efforts will be made to limit access to such confidential information to only those who "need to know" the information.
2. Outside parties privy to undisclosed Material Information concerning the Company will be told that they must not divulge such information to anyone else. Management shall ensure that such outside parties confirm their commitment to non-disclosure under a written confidentiality agreement.
3. For prevention of misuse or inadvertent disclosure of Material Information, the following general procedures should be observed at all times:
  - (i) **Security and code names**  
Documents and files containing confidential information should be kept in a safe place or within the Company's secured IT system, with accessibility restricted to individuals who "need to know" in the necessary course of their work. Code names should be used, where necessary.
  - (ii) **No discussion in public places**  
Confidential matters should not be discussed in places where the discussion may be overheard, including but not limited to, elevators, hallways, restaurants, bars, restrooms, airplanes or taxis. If confidential matters must, of necessity or urgency, be discussed on wireless devices in public places, caution should be exercised by the participants. In such cases, the identity of any relevant party should be cryptic or in code.
  - (iii) **Exercise caution when reading confidential documents in public places.**  
One should exercise caution when reading of confidential documents or blackberries, smart phones or other personal digital assistant devices in public places.
  - (iv) **Accompanying visitors**  
Visitors should be accompanied by Company personnel to ensure that they are not left alone in offices or sites containing confidential information.
  - (v) **Non-participation in social media on matters relating to the Company**  
To mitigate the risk of inadvertently disclosing or publishing material and non-public information, employees are strictly prohibited from participating in Internet blogs, chat rooms, similar social media forums (such as Twitter, LinkedIn or Facebook) or newsgroup discussions on matters pertaining to the Company's business and affairs or its listed securities unless authorised to do so by the Designated Spokesperson.

## H. DISCLOSURE CONTROLS AND PROCEDURES

1. It is essential that the Integrity Officer and Designated Spokesperson be fully informed of all the Company's developments that could potentially impact the disclosure process.
2. It is the responsibility of all operational, corporate and business units and/or departments to keep the Integrity Officer and the Designated Spokespersons fully apprised of all significant developments in the Company so as to:
  - (i) facilitate determination of materiality, appropriateness and timing for public disclosure of the information, or whether the information should remain confidential;
  - (ii) ensure appropriate understandings of significant developments and updates which may be relevant to ongoing communications with the investing public; and
  - (iii) avoid denying significant developments when in fact, such developments are occurring.

- 3 Role of the Integrity Officer:
- (i) The Integrity Officer will manage all of the Company's releases of announcements of Material Information through the Corporate Communications Department;
  - (ii) The relevant departments or business units have the duty to review and verify the accuracy of all financial data and all information contained in the announcement;
  - (iii) All announcements shall be approved by the Chief Executive Officer; and
  - (iv) For announcements which are to be released to the media, it will be released through Corporate Communications Department.
- 4 Material information may be withheld for legitimate business purposes. These include:
- (i) when immediate disclosure would prejudice the ability of the Company to pursue its corporate objectives;
  - (ii) when the facts are in a state of transition or there is a more appropriate moment for disclosure; and
  - (iii) where the laws restrict such disclosure.
- 5 Persons privy to the confidential material information shall not divulge the information to anyone else except in the course of business. Each person on the privy list is to sign a confidentiality agreement.
- 6 In such cases, the following precautions will be observed to keep the information completely confidential:
- (i) Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who "need-to-know" that information in the necessary course of business and code names should be used if necessary;
  - (ii) Transmission of documents by electronic means shall be made only where it can be made and received under secure conditions;
  - (iii) The above responsibilities and procedures shall also apply during the period of time when news releases involving Material Information are being developed, until the information has been released and disseminated to the investing public; and
  - (iv) If at any time, confidential material information is inadvertently leaked resulting in inappropriate disclosures, the Integrity Officer will initiate a process to ensure that full and accurate public disclosure is made.
- 7 The following areas are not to be disclosed by an employee without the prior written approval from the Company unless it can be proved that such information is within the public domain:
- (i) Audit and any report on the Company's businesses;
  - (ii) Information provided to authorities in relation to the Company;
  - (iii) Company's proprietary information regarding earnings, corporate financial matters, business plans, marketing strategy, investment strategy, technical data on projects, processes, methods and technology and business opportunities;
  - (iv) The Company's computer-based data codes or passwords and source codes; and
  - (v) Any other confidential information or documents, which
- 8 It is imperative for an employee to be aware of the Company's policy on confidentiality.
- 9 Confidential information does not only relate to information regarding the Company but also information relating to the Company's customers/partners, which the employee has obtained during the course of his employment.
- 10 An employee should always secure all records of his dealings / transactions.
- 11 An employee must always consult his/her immediate superior or the Integrity Officer if in doubt on the handling of confidential information.
- 12 Where confidentiality is compromised:
- (i) In the event, the confidentiality of information has been compromised, or where the Integrity Officer is aware of any rumour or report, the CEO will consult with the Board of Directors and such other relevant persons involved to determine whether immediate disclosure is required to clarify, confirm or deny the rumour or report; and
  - (ii) As a general rule it is not the Company's policy to respond or comment on market rumours and speculations, unless they appear to contain elements of undisclosed Material Information.
- 13 The Corporate Communications Department will maintain a file containing all public information about the Company, including all press releases, reports commented on, transcripts or tape recordings of conference calls, presentations, executive speeches, and as much as practicable, significant media articles on the Company.
- 14 Any employee who violates the CDP may be cautioned or face disciplinary action up to and including termination of his or her employment with the Company. If it appears that the employee may have also violated any laws, rules or regulations whatsoever, the Company may refer the matter to the appropriate regulatory authorities for further investigations.
- 15 If any employee, officers or any person has any doubts as to their responsibilities under the CDP, they should seek clarification and guidance from the Compliance Officer.
- 16 The Policy, procedures and FAQs may be found on the Company's website at [weststar-aviation.aero](http://weststar-aviation.aero).
- 17 The Policy shall be circulated to and signed by:
- (i) All elected Board Members of the Company, its subsidiaries and affiliates;
  - (ii) All new recruits/hire together with their respective letters of offers; and
  - (iii) All existing employees, whether permanent or contract.
  - (iv) The Board of Directors may modify this Policy unilaterally at any time without notice. Such modification or revision of the Policy shall be effective upon the circulation of the Policy to all employees.
- Approved by the Board of Directors of Weststar Aviation Services Sdn Bhd on **1st December 2016**.
- ## APPENDIX 1
- Material Information means any information is material if they result in, or would reasonably be expected to result in, a significant change in the value, image, business or repute of the Company, including but not limited to those listed in Appendix 1:
- ### A. Commercial/business/environmental impact
1. A natural disaster such as a fire, flood, landslide, earthquake and the like or a major upheaval in the industries, countries or regions where the Company has operations or transactions;
  2. Any change of accounting policy or adoption of new accounting standards;
  3. Any event beyond the control of the Company such as oil price increase or interest rate hike;
  4. A change in dividend policy;
  5. Award of contract;
  6. Borrowing of funds;
  7. Commencement of or involvement in litigation;
  8. Changes in share ownership that may affect control of a company;
  9. Major reorganizations, amalgamations or mergers;
  10. Takeover bids, issuer bids or insider bids;
  11. Public or private sale of additional securities;
  12. Planned repurchases or redemptions of securities;
  13. Planned splits of common shares;
  14. Changes in a company's dividend payments or policies;
  15. Material modification to rights of security holders;
  16. A significant change in near-term earnings prospects;

17. Unexpected changes in financial results for any periods;
18. Changes in the value or composition of a company's assets;
19. Any development that affects the company's technology, products or markets;
20. Major labour disputes or disputes with major contractors or suppliers;
21. Significant new contracts, products, patents or services or significant losses of contracts or business;
22. The commencement of, or developments in, material legal proceedings or regulatory matters;
23. Significant acquisitions or dispositions of assets, property or joint venture interests;
24. The borrowing or lending of a significant amount of money;
25. Any mortgaging or encumbering of a company's assets;
26. Significant new credit arrangements;
27. The entry into a joint venture agreement or merger;
28. The acquisition or loss of a material contract, franchise or distributorship rights;
29. The introduction of a new product or discovery;
30. A change in management;
31. The borrowing of funds;
32. The commencement of or the involvement in litigation and any material development arising from such litigation;
33. The commencement of arbitration proceedings or proceedings involving alternative dispute resolution methods and any material development arising from such proceedings;
34. The purchase or sale of an asset;
35. A change in capital investment plans;
36. The occurrence of a labour dispute or disputes with sub-contractors or suppliers;
37. The making of a tender offer for another corporation's securities;
38. The occurrence of an event of default on interest, principal payments or both in respect of loans; A change in general business direction;
39. A change of intellectual property rights;
40. The entry into a memorandum of understanding;
41. Entry into any call or put option or financial futures contract;
42. A natural disaster such as fire, flood, landslide, earthquake and the like, or any major market upheaval in the industries, countries, regions where the group has operations or transactions;
43. Any change of accounting policy or adoption of new accounting standards which may have adverse implication on the group;
44. Any commencement of winding-up proceedings or winding-up order made against the Company or any of its subsidiaries or major associated companies; or
45. Any re-organisation or restructuring of the Company.

## **B. Statutory / Legal / Regulatory**

Any events as set out in Bursa Malaysia Listing Requirements, the Companies Act, the Capital Market & Securities Act, any transaction requiring an announcement to be made under any statute, rule, guideline, regulation, the TakeOvers and Mergers Code.

**THIS APPENDIX IS NOT EXHAUSTIVE AND INTENDED TO BE ILLUSTRATIONAL IN NATURE**