



# **TECK GUAN PERDANA BERHAD**

Registration No. 199401021418 (307097-A)  
Incorporated in Malaysia

## **CORPORATE DISCLOSURE POLICY & PROCEDURES**

Revised 22<sup>nd</sup> January 2018

## **CORPORATE DISCLOSURE POLICY & PROCEDURES**

### **1. POLICY STATEMENT & OBJECTIVES**

As a public listed company, Teck Guan Perdana Berhad (“the Company”) and its subsidiaries (“the Group”) are committed to provide accurate, timely, consistent and fair disclosure of corporate information to shareholders, stakeholders and the public in general. Timely and complete disclosure of material information is critical towards building and maintaining corporate credibility, investor trust and confidence.

This Corporate Disclosure Policy and Procedures (“Policy” or “CDPP”) provides guidelines for dissemination of material information, maintaining confidentiality of information, leaks or unusual trading activity/price movement in the Company’s securities and insider trading, dealing with market rumours, analysts’ reports and media reports. It covers the conduct of handling and disclosing material information, methods of communicating with shareholders, investors and others.

The Board of Directors (“the Board”) collectively and individually is ultimately responsible for ensuring that the Company is in position to comply with the disclosure obligations in the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”).

The objectives of this Policy are to:

- a) Provide guidance on the Company’s disclosure requirements and practices in disseminating corporate information to, and dealing with shareholders, stakeholders, analyst, media, regulators and the investing public;
- b) Provide accurate and quality; equal access; accountability and timely; and disclosure of material information and corporate information to shareholders, investors, regulators and others;
- c) Reinforce the Company’s commitment to comply with disclosure obligations imposed by the Malaysian securities law and regulations and the MMLR;
- d) Ensure all parties encompassed by the CDPP understand their duty to protect the confidentiality of material information and obligation to refrain from improper use of such information; and
- e) Build good investor relations with the investing public that inspires trust and information.

### **2. SCOPE AND APPLICATION OF THE POLICY**

- 2.1 The Policy applies to the conduct of all Directors, management, officers and employees of the Group (collectively “Officers & Employees”) and those authorised to speak on their behalf and to all communication methods that the Group uses to disseminate material information and other corporate disclosure, including but not limited to:
  - a. Announcement and documents provided to Bursa Malaysia and other regulators;
  - b. Materials and statements in annual reports, quarterly reports, press releases, letters and circulars to shareholders;
  - c. Presentations and speeches on behalf of the Group;

- d. Information on the Company's websites and other electronic communications;
  - e. Correspondence and e-mails;
  - f. Oral statements made to external parties in meetings, briefings, press conferences, or during telephone conversations;
  - g. Industry and investor conferences;
  - h. Interviews with the media and analysts; and
  - i. Any other dealings with the general public.
- 2.2 This Policy does not apply to communication made in the ordinary course of business of the Group not involving material information.

### **3. STRUCTURE OF CORPORATE DISCLOSURE**

#### **3.1 Designated Person**

- a. While the Board of Directors is generally responsible for the proper dissemination of information, the actual implementation may be delegated to a specific person to take overall responsibility for ensuring compliance with the disclosure obligations under the MMLR ("Designated Person"); and an alternate who can take over the responsibilities of the designated person in his absence.
- b. A designated person is generally responsible for overseeing the disclosure practice and coordinating disclosure of material information in accordance with the MMLR.
- c. Key responsibilities of a designated person include:
  - i. reviews information to be disclosed to ensure compliance with the MMLR and applicable securities laws (if any), and ensure that the relevant persons such as the board, chief executive officer or chief financial officer verify such information;
  - ii. ensures that information is disclosed in a timely manner;
  - iii. oversees and maintains accurate records of all public disclosure of material information; and
  - iv. keeps updated with any pending material development concerning the listed issuer.
- d. The Designated Person is the Managing Director and in his absence is the Chief Financial Officer.

#### **3.2 Authorised Spokesperson**

- a. The Authorised Spokespersons who are responsible for communicating, both material and non-material information, with the investment community, regulator or the media is the Board Chairman and the Managing Director.
- b. The Authorised Spokespersons can appoint others within the Group or the Company's consultants, advisors or public relation service providers to respond to or assist in responding to, specific inquiries as necessary or appropriate.
- c. Officers & Employees and any other person who have not been appointed by the Authorised Spokespersons shall not respond under any circumstances to external inquiries. All such inquiries should be referred to the appropriate Authorised Spokespersons. If there is doubt about the appropriateness of supplying information to

an external party, Officers & Employees should contact the Authorised Spokesperson for advice.

- d. The Authorised Spokespersons or any person authorised by them, in respond to the specific inquiries from outsider or the public, shall not disclose material information that has not been previously made public.

#### **4. IMMEDIATE DISCLOSURE OF MATERIAL INFORMATION**

The Company will comply with the obligation to make immediate public disclosure of any material information as prescribed in the MMLR. In this regard, the MMLR imposes the following key continuing disclosure requirements to announce immediately to Bursa Malaysia via its Listing Information Network (“Bursa LINK”):

- a. any material information;
- b. the occurrence of events prescribed under the MMLR;
- c. the transactions which trigger the prescribed materiality threshold; and
- d. on a periodical basis, the Company’s financial statements and annual reports.

The Company has to exercise its own judgment in making materiality determination. Material information is generally considered to be any information relating to the business, operations and financial performance of the Group that would reasonable expected to result in material effect on:

- a. the price, value or market activity of the Company’s securities; or
- b. the decision of a holder of securities of the Company or an investor in determining his choice of action.

Information which may have material effect on the above may include information which:

- a. concerns the Group’s assets and liabilities, business, financial condition or prospects;
- b. relates to dealings with employees, suppliers, customers and others;
- c. relates to any event affecting the present or potential dilution of the rights or interests of the Company’s securities; or
- d. relates to any event materially affecting the size of the public holding of the Company’s securities.

#### **5. WITHHOLDING OF MATERIAL INFORMATION**

There are exceptional circumstances where the Company is allowed under the MMLR to withhold or delay disclosure of material information temporarily, provided that complete confidentiality is maintained. However, such exceptional circumstances are limited and confined to only the following:

- i. When disclosure would prejudice the ability of the Company to pursue its corporate objectives;
- ii. When the facts are in state of flux and a more appropriate moment for disclosure is imminent; or
- iii. Where the company or securities laws may restrict the extent of permissible disclosure before or during a public offering of securities or a solicitation of proxies.

## **6. MAINTAINING CONFIDENTIALITY OF INFORMATION**

Any Officers & Employees 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 Designated Person. Efforts will be made to limit access to such confidential information to only those who “need to know” the information.

Outside parties privy to undisclosed material information concerning the Group 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.

For prevention of misuse or inadvertent disclosure of material information, the following general procedures should be observed at all times:

a. 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.

b. Handling of confidential documents/information

Documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded and extra copies of confidential documents should be destroyed.

Transmission of documents by fax, email or other electronic means should be made only where it is reasonable to assume that transmission can be made and received under secure conditions.

c. 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.

d. Exercise caution when reading confidential documents in public places

One should exercise caution when reading of confidential documents or smart phones or other personal digital assistant devices in public places.

e. Accompanying visitors

Visitors should be accompanied by Officers & Employees to ensure that they are not left alone in offices or sites containing confidential information.

f. Minimal participation in social media on matters relating to Company

To mitigate the risk of inadvertently disclosing or publishing material and non-public information, Officers & Employees are not encouraged to participate in internet blogs, chat rooms, similar social media forums (such as Twitter, LinkedIn or Facebook) or newsgroup

discussions on matters pertaining to the Group's business and affairs or its listed securities unless authorised to do so by an Authorised Spokesperson.

## **7. DEALING WITH LEAKAGES**

If confidentiality of information is lost or cannot be maintained, the Company must make an immediate announcement of the relevant material information to Bursa Malaysia. Loss of confidentiality may be indicated by reference to information in analysts' reports, media reports, market rumours, leaks or unusual trading activity/price movement in the Company's securities.

### **7.1 Unusual Market Activity**

- a. One of the indications of leakage of undisclosed material information is where there is unusual trading activity or price movement in the Company's securities. In such instances, Bursa Malaysia will issue a written Unusual Market Activity ("UMA") query to the Company concerned to ascertain the cause.
- b. Where unusual price movement, trading activity, or both ("unusual market activity") occurs, the Company:
  - i. shall immediately undertake a due enquiry with the relevant persons such as its directors, major shareholders and persons familiar with affairs of the Company, to determine the cause; and
  - ii. will consider in particular whether there is any information concerning the Group which would account for the unusual market activity that:
    - has recently been publicly disclosed;
    - has not been publicly disclosed (in which case the unusual market activity may signify that a "leak" has occurred); or
    - is the subject matter of a rumour or report.
- c. If the Company determines that the unusual market activity results from material information that has already been publicly disclosed pursuant to the MMLR, generally no further announcement is required, although, if the unusual market activity indicates that such information may have been misinterpreted, the Company shall issue a clarifying announcement to Bursa Malaysia.
- d. If the unusual market activity results from a "leak" of previously undisclosed information, the information in question shall be publicly disclosed by the Company in accordance with the MMLR.
- e. If the unusual market activity results from a rumour or report, the Company will respond in accordance with para 7.2 below (in compliance with the MMLR).
- f. Finally, if the Company is unable to determine the cause of the unusual market activity, the Company shall announce that there have been no undisclosed developments which would account for the unusual market activity.

## 7.2 Response to Rumours or Reports

- a. Whenever the Company becomes aware of any rumour or report, true or false, that contains material information, it must make due enquiry and immediately publicly clarify, confirm or deny the rumour or report. The Company shall publicly clarify any rumour or report which is in any form whatsoever and howsoever including that by word-of-mouth and not limited to an article or otherwise, published in a newspaper, newswire, magazine, a broker's market report or any other publication.
- b. In the case of a rumour or report containing erroneous material information which has been circulated, the Company shall immediately announce to Bursa Malaysia a denial or clarification of the rumour or report and provide facts sufficient to support the denial or to clarify any misleading aspects of the rumour or report. A reasonable effort must be made to bring the announcement to the attention of the particular group that initially distributed it. In the case of an erroneous newspaper article, for example, this should be done by sending a copy of the announcement to the newspaper's financial editor, or in the case of an erroneous broker's market report, by sending a copy to the broker responsible for the report.
- c. In the case of a rumour or report containing material information that is correct, an announcement setting forth the facts must be prepared for public release, which must include but not be limited to, an indication of the state of negotiations or of corporate plans in the rumoured area. Such announcements are essential even if the matter has yet to be presented to the Board for consideration.
- d. In the case of a rumour or report predicting future sales, earnings or other quantitative data, no response from the Company is ordinarily required. However, if such a report is manifestly based on or contains erroneous information, or is wrongly attributed to the Company, the Company shall respond promptly to the supposedly factual elements of the rumour or report. In addition, the Company should include in the announcement a statement to the effect that the Company itself has made no such prediction and currently knows of no facts that would justify making such a prediction.

## 8. EQUAL ACCESS TO MATERIAL INFORMATION

Communicating with parties outside the Company requires careful management, particularly where disclosure of information is concerned. The Company recognizes that relationships with journalists, analysts and fund managers are important as they contribute to a well-informed market. However, this must be balanced with the requirement not to place such parties in a privileged position.

### 8.1 Prohibition of Selective Disclosure

No disclosure of material information is made on an individual basis to analysts, shareholders, journalists or other persons unless such information has previously been fully disclosed and disseminated to the public via Bursa LINK. Whilst maintaining good relationships with parties such as journalists, analyst and fund managers ("Media and Investment Community") is important, the Company shall ensure fairness and parity in access to material information and hence avoid putting any party in an unfair advantage by selectively disclosing to certain individual or group, material information regarding the business and affairs of the Group.

## 8.2 Dealings with the Media and Investment Community

- a. In dealing with journalists, analysts and fund managers (whether in response to their questions or comment on their reports), the Company may provide any information relating to its business, operations or financial performance, provided that such information is not undisclosed material information.
- b. The Company should ensure that the journalists, analysts and fund managers do not obtain non-public information when they visit or engage with the Company.
- c. The Company shall adopt the following guidance when responding to questions or requested to comments on the draft reports or financial analysis by the journalists, analysts or fund managers:
  - i. In response to questions, the Company shall avoid disclosing non-public material information and if a question touches on such non-public material information, the Company shall state that it is unable to respond or comment at the time and that an appropriate announcement will first be made to Bursa Malaysia before it responds.
  - ii. It is the Company's policy to refrain from commenting on draft reports/financial analysis, except if requested, the review of the draft reports/financial analysis is limited to:
    - Comment on or correct errors in factual information which may mislead the market. If fundamental erroneous or misleading information is detected, inform the author that the draft reports/financial analysis are erroneous or misleading and should not be released in its present form.
    - Avoid amending draft reports/financial analysis if so doing involves providing non-public material information and avoid providing forecast or projection of revenue, earnings or other profit indicators; and
    - Need not comment on the opinions made by the authors of the reports/financial analysis such as prediction of future revenue, earnings or other quantitative.

However, the Company is not responsible for, and does not endorse such reports that contain commentary on the Company.

## 8.3 Proper Conduct of External Meetings

When conducting meetings with journalists, analysts, fund managers, institutional investors or other external parties ("External Meetings"), the Company should observe the following:

- a. The number of persons authorised to speak on its behalf at the External Meeting is kept to a minimum.
- b. The authorised persons must not disclosed non-public information.
- c. Keep accurate record of the External Meetings and review the record to ensure that no undisclosed material information has been revealed.
- d. Post any prepared information or materials for External Meetings (such as slides, speeches, questions and answers) on the Company's website.



- e. Immediately announce to Bursa Malaysia any non-public material information which has been inadvertently disclosed during the External Meeting and consider whether a suspension is required to enable release of information.

Where the Company is expected to release non-public material information during the External Meetings, the Company should:

- a. First, release announcement and any prepared information or materials to Bursa Malaysia before or concurrent with the commencement of External Meetings; and
- b. Secondly, to consider to hold the External Meeting after trading hours or alternatively request for a trading suspension if External Meetings are held during trading hours.

#### 8.4 Inadvertent Disclosures to Be Disclosed Immediately Via Announcements

If previously undisclosed material information has been inadvertently disclosed, such information must be broadly disclosed immediately via announcements. In certain circumstances, applicable securities laws allow for selective disclosure where doing so is in the necessary course of business.

#### 8.5 Website

- a. As a minimum, the Company shall use its websites to disseminate information and enhance its investor relations.
- b. For this purpose, the Company shall ensure that the contents in its website are useful to its shareholders.
- c. The Designated Person must ensure that prior to the posting of any material information or announcements on the Company's website, public disclosure of the material information is first made to Bursa Malaysia in accordance with the MMLR.

### 9. INSIDER TRADING

#### 9.1 Restriction on Insider Trading

Under Section 188(1) of the Capital Market & Services Act 2007 ("CMSA"), a person is an insider" if that person:

- 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 the securities; and
- b. knows or reasonably ought to know that the information is generally not available.

In addition, Section 188(2) of the CMSA states that an insider shall not, whether as principal or agent, in respect of any securities to which information in subsection 188(1) relates:

- a. acquire or dispose of, or enter into an agreement for or with a view to the acquisition or disposal of such securities; or
- b. procure, directly or indirectly, an acquisition or disposal of, or the entering into an agreement for or with a view to the acquisition or disposal of such securities.

Based on the above definitions, these persons would include but not limited to the following:

- i. Directors and officers of the Company and subsidiaries;
- ii. Employees;
- iii. Persons who provide business or professional services to the Group; and
- iv. Any other person or company informed about undisclosed material information about the Group by any of the above parties.

As such, the persons stated above with insider knowledge of undisclosed material information, is prohibited from trading in the Company's securities until after the information has been publicly disclosed.

## 9.2 Trading Restrictions

It is prohibited for anyone with knowledge of material information affecting the Group which has not been publicly disclosed, to purchase or sell securities of the Company. Except in the necessary course of business, it is also illegal for anyone to inform or tip any other person of material non-public information. Questions as to whether information is material, potentially material or whether such information has previously been disclosed in accordance with this Disclosure Policy should be directed to the Designated Person or Company Secretary.

## 9.3 Closed Period

The Group subscribes to the "Closed Period" as stated in the MMLR, defined as a period commencing 30 calendar days before the targeted date of announcement up to the date of the announcement of Company's quarterly results to Bursa Malaysia.

During Closed Periods, the Authorised Spokespersons are prohibited from commenting on current period earnings estimates and financial assumptions, other than to cite or refer to existing public guidance. Communications must be limited to commenting on publicly available or non-material information.

The Authorised Spokespersons must also avoid initiating meetings (in person or by phone) with investment analysts, security holders, potential investors and the media on items significant to investors, other than responding to unsolicited inquiries concerning factual information.

The Company does not, however, have to stop all communications with analysts or investors during this period and may, for example, participate in investment meetings and conferences organised by other parties, as long as material information which has not been publicly disclosed, is not selectively disclosed.

## **10. DISCLOSURE PRINCIPLES AND PROCEDURES**

Although the disclosure obligations in the MMLR rest with the Company, it is the Board of Directors, collectively and individually, who is ultimately responsible to ensure that the Company is in a position to comply with them.

The Group will adhere to the following basic disclosure principles and procedures in complying to release all material information under the MMLR and other applicable laws in the following manner:

- a. Subject to the terms set out in this Policy, material information will be announced immediately to Bursa Malaysia first and then made available at the Company's website.
- b. The Company will endeavor to take consistent approach to materiality.
- c. Material information may be kept confidential temporarily if the immediate release of the information would be unduly detrimental to the interests of the Company. In such cases, the information will be kept confidential until the Designated Person determines it is appropriate to publicly disclose or that the Company has a legal obligation to do so.
- d. Any Director or employee privy to confidential corporate information is prohibited from communicating such information to anyone else, unless necessary to do so in the course of business or required by law or authorised by the Board. Such Director and employee should also take the necessary steps to maintain confidentiality of information.
- e. All Company's releases of announcements of material information to Bursa Malaysia will be managed by the Corporate Secretarial Department.
- f. The Company Secretary, authorised Director and appointed merchant bank or advisor will draft the announcement to be reviewed by the Board to ensure compliance and accuracy of the content. The finance, legal or relevant department will be required to review or verify the data as and when necessary.
- g. The content of disclosure must be factual and non-speculative and must include any information the omission of which would make the rest of the disclosure misleading.
- h. All announcements will be approved by the Board or by person(s) designated by the Board ("Designated Person"), before the release of such announcement.
- i. Disclosure must be corrected immediately if the Company subsequently learns that an earlier disclosure by the Company contained a material error at the time it was originally distributed.

## **11. REVIEW**

This Policy shall be reviewed from time to time by the Board to ensure it remains current, appropriate and consistent with the Board's objectives and responsibilities.