

CORPORATE DISCLOSURE POLICY

1.0 INTRODUCTION

The Board of Directors (the Board) is committed to provide accurate, clear, timely and complete disclosure of material information pertaining to the Company's performance and operations to shareholders, investors and the public generally.

In formulating this policy, the Company has taken into account the recommendations contained in the Malaysian Code on Corporate Governance (MCCG) 2017 and its disclosure obligations contained in the Listing Requirements of Bursa Malaysia Securities Berhad.

2.0 OBJECTIVES

The objectives of the Corporate Disclosure Policy ("CDP") are as follows:-

- (a) To raise awareness and provide guidance to the Directors, Management and employees of the Company on the disclosure requirements and practices;
- (b) To provide guidelines and policies in disseminating corporate information to, and in dealing with shareholders, stakeholders, analysts, media and the investing public;
- (c) To reinforce the Company's commitment in compliance with legal and regulatory requirements on disclosure; and
- (d) To build good investor relations with the investing public that inspires trust and confidence.

3.0 APPLICABILITY AND COMPLIANCE

3.1 Applicability

The CDP applies to all employees (including full time, probationary, contract and temporary staff) ("Employees") and Directors of the Group, and covers all disclosure made by the Group, including but not limited to:-

- (a) documents filed with the regulators, written statements, annual reports, quarterly and/or interim reports, news releases, letters to shareholders, speeches by senior management, e-mail communication and the information on the Company's website; and
- (b) oral statements made in group and individual meetings, telephone conversations, interviews and press conferences.

3.2 Compliance

Each Employee has a duty to read and understand the CDP. Violation of the CDP can result in disciplinary action, including termination of employment. The violation of the CDP may also violate certain securities laws, and if a Director or Employee has violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities.

4.0 INTERNAL STRUCTURE & SYSTEM FOR CORPORATE DISCLOSURE

4.1 Authorised Personnel

4.1.1 The Board of Directors (“the Board”) is ultimately responsible for ensuring that the Company’s disclosure requirements are fulfilled. The Board delegates the implementation and adherence of the CDP to the following executives (“the Executives”):-

- (a) Chief Executive Officer (“CEO”);
- (b) Chief Operating Officer (“COO”);
- (c) Chief Financial Officer;
- (d) Corporate Compliance and Integrity Department (“CCID”); and
- (e) Company Secretary.

4.1.2 The responsibilities of the Executives include the following:-

- (a) maintaining an awareness and understanding of the disclosure rules and guidelines;
- (b) ascertaining whether corporate developments constitute material information, and if so, ensuring the procedures outlined in the CDP are fully adhered;
- (c) implementing and monitoring of compliance with the CDP and undertaking reviews of any violations, including assessment and implementation of appropriate consequences and remedial actions; and
- (d) reviewing and updating the CDP from time to time to ensure compliance with the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and other regulatory requirements.

4.2 Authorised Spokesperson

- (1) The authorised spokespersons for the Company are the Chairman of the Board and the CEO and any other officers as may be authorised by the Chairman & CEO.
- (2) Authorised spokespersons shall not disclose any material information that has not been previously made public.
- (3) The Employee or Director, other than authorised spokesperson, should not respond to requests for Company’s information from the investing public unless specifically authorised to do so by an authorised spokesperson. Any such requests should be referred to an authorised spokesperson.
- (4) Investor Relations (“IR”) will be involved in communication and presentation for all meetings with the investment community and media.
- (5) If there is any doubt about the appropriateness of supplying information to an outside party, an Employee should contact the authorised spokesperson for advice.
- (6) It is not the purpose of this Policy to restrain Employees from speaking to outside parties where doing so serves a legitimate business purpose. However, when doing so, Employees must ensure that any Company’s information so provided is in compliance with this Policy and should contact any one of the authorised spokespersons if in doubt about the appropriateness of supplying certain information.

5.0 CORE AREAS

The six (6) specific core areas concerning corporate disclosure are as follows:-

- A. immediate disclosure of material information;
- B. thorough public dissemination;
- C. clarification, confirmation or denial of rumours or reports;
- D. response to unusual market activity;
- E. unwarranted promotional disclosure activity; and
- F. insider trading.

The guidance for corporate disclosure for the six (6) specific core areas is provided under Clauses 5A to 5F of this Policy.

5A. Immediate Disclosure of Material Information

5A.1 Disclosure of Material Information

(1) Material information is any information which is expected to have a material effect on the following:-

- (a) the price, value or market activity of any of the securities of the Company; or
- (b) the decision of a holder of securities or an investor in determining his choice of action, and may include information which –
 - (i) concerns the Company's assets and liabilities, business, financial condition or prospects;
 - (ii) relates to proposed corporate exercises;
 - (iii) relates to dealings with Employees, suppliers, customers and others;
 - (iv) relates to any events affecting the present or potential dilution of the rights or interests of the Company's securities; or
 - (v) relates to any event materially affecting the size of the public holding of its securities.

(2) The following guidelines will be followed by the Company to fulfill its obligation to make immediate announcement of material information:-

- (a) for the prescribed events as set out in Paragraph 9.19 of the Listing Requirements of Bursa Securities, the Company will immediately announce the event upon its occurrence;
- (b) where the materiality for an event or transaction can be quantified, the decision on materiality will be in accordance with the threshold of the percentage ratio as set out under the Listing Requirements of Bursa Securities. An announcement will be made if the transaction triggers the prescribed percentage ratio applicable for that type of transaction; and
- (c) where the materiality for an event or transaction cannot be quantified, the Company will undertake a materiality assessment of the information before making an announcement. In making the assessment of whether an event of information is material for the purpose of an announcement, the Company will take into account the relevant factors as follows:-
 - (i) the anticipated impact of the information on the Group's entire scope of activities;
 - (ii) the anticipated impact of the information on the Group's financial position or performance; or

- (iii) the relevance of the information on the factors that determine the price of the listed securities of the Company.

5A.2 Responsibilities and Procedures on Disclosure of Material Information

- 5A.2.1 An announcement to Bursa Securities will be prepared and/or reviewed by the Company Secretary, or CCID or the appointed adviser in accordance with the applicable securities law and Listing Requirements and the announcement shall then be approved by the CEO or COO.
- 5A.2.2 The Chief Financial Officer or the Senior Managers of the Accounts & Finance Department will review and validate all financial data contained in the announcement to ensure that disclosures are consistent with the prevailing accounting standards and guidelines.
- 5A.2.3 The IR will ensure the content of the announcement clearly and effectively communicates the intended substance and meaning of the information to the public.
- 5A.2.4 The Company Secretary or the appointed adviser shall release the announcement to Bursa Securities once the announcement is approved by the CEO or COO.
- 5A.2.5 After the release of the announcement to Bursa Securities, the announcement will be made available on the website of the Group.

5A.3 Withholding and Maintaining Confidentiality of Material Information

There are exceptional circumstances when the Company can withhold or delay disclosure of material information temporarily, provided that the strictest confidentiality is maintained. The exceptional circumstances where disclosure may be temporarily withheld are as follows:-

- (a) when immediate disclosure will prejudice the ability of the listed issuer to pursue its corporate objectives; or
- (b) when the facts are in a state of flux; or
- (c) where laws prohibit the disclosure of such information.

5A.3.1 If the material information is being withheld, the Company must ensure that the strictest confidentiality is maintained by limiting the number of people with access to the material information and ensuring the security of all confidential documents in accordance to internal control policies on confidentiality.

5A.3.2 The Company will immediately announce the information withheld to Bursa Securities in accordance with the Listing Requirements, if the following circumstances occurs:-

- (i) unusual market activity in the Company's securities which signifies that a "leak" of the information may have occurred;
- (ii) rumours or reports concerning the information have appeared; or
- (iii) where the Company learns that there are signs that insider trading may be taking place.

5B. Thorough Public Dissemination

5B.1 Equal Access to Material Information

- (1) The Company shall release material information to the public in a manner designed to obtain its fullest possible public dissemination.
- (2) No disclosure of material information is made on an individual or selective basis to journalists, analysts, fund managers or other persons unless such information has previously been fully disclosed and disseminated to the public.
- (3) Any public disclosure of material information must be made by an announcement first to Bursa Securities or simultaneously to Bursa Securities, the press and the newswire services.

5B.2 Communicating with Journalists, Analysts and Fund Managers

- (1) The Company may provide information relating to the business, operations or financial performance of the Company and/or Group to the journalists, analysts and/or fund managers provided that such information is not undisclosed material information.
- (2) Similarly, when responding to questions from journalists, analysts and fund managers, or when commenting on their reports, the Company can provide any information, as long as it does not include any undisclosed material information.
- (3) In the event that the non-public material information has been inadvertently disclosed when responding to questions or commenting on the reports, the Company shall immediately announce to Bursa Securities.

5B.3 Website

- (1) The Company has a website (www.kelington-group.com) which acts as a channel to disseminate information and to allow access to information about the Group by the shareholders and public. The website also distinguishes an "Investor Relations" section containing disclosure and information of interest to the investors. (2) The contents of the "Investor Relations" section of the website shall include but not limited to the following:-
 - (a) announcement to Bursa Securities including periodic financial statements, annual reports and circulars to shareholders;
 - (b) minutes of general meetings;
 - (c) financial calendar;
 - (d) presentations to shareholders;
 - (e) financial highlights for the past five (5) years;
 - (f) dividend policy;
 - (g) shareholding structure; and
 - (h) information which may be relevant and useful to the shareholders including the analyst briefings.

Besides that, the website also contains the email address, names of the designated persons and their contact numbers to enable the public to forward queries to the Company.

5C. Clarification, Confirmation or Denial of Rumours or Reports

5C.1 Whenever the Company becomes aware of a rumour or report (true or false) that contains material information, the Company will make due enquiry and immediately publicly clarify, confirm or deny the rumour or report circulated by any means including by word-of-mouth, an article published in a newspaper, newswire, magazine, a broker's market report or any other publication.

5C.2 The Company will respond to a rumour or report by making an announcement to Bursa Securities which should contain sufficient facts to support the clarification, confirmation or denial of the rumour or report.

5C.3 Any follow-up notifications to the regulatory authorities will be circulated to the Board, if deemed necessary.

5D. Response to Unusual Market Activity ("UMA")

5D.1 Where unusual trading activity, price movement, or both occurs on the securities of the Company, the Company will immediately undertake a due enquiry to seek the cause of the UMA.

5D.2 If the Company determines that the UMA results from material information that has already been publicly disclosed pursuant to the Listing Requirements, no further announcement is required. However, if the UMA indicates that such material information may have been misinterpreted, the Company will issue a clarifying announcement to the Bursa Securities. Appropriate measures will be taken to inform the Board, if deemed necessary, on such further clarifications.

5D.3 If the UMA results from a "leak" of previously undisclosed information, the Company will publicly disclose the information in question in accordance with the Listing Requirements.

5D.4 If the cause of the UMA cannot be determined, the Company will announce that there have been no undisclosed developments which would account for the UMA.

5E. Unwarranted Promotional Disclosure Activity

The Company will refrain from any form of promotional disclosure activity which may mislead investors or cause unwarranted price movement and trading activity in the Company's securities.

Such activity includes news releases, public announcements, predictions, reports or advertisements, which are unjustifiable, exaggerated, flamboyant, overstated or over-zealous.

5F. Insider Trading

5F.1 Pursuant to the Capital Markets and 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 value of the securities; and
- (b) knows or ought reasonably to know that the information is not generally available.

5F.2 The restriction of insider trading is governed by Section 188 of CMSA and Paragraph 9.14 and 9.15 of the Listing Requirements. An insider must not:-

- (a) acquire or dispose of the securities of the Company, or enter into an arrangement for or with a view to the acquisition or disposal of the securities of the Company, on the basis of the material information which is not known to the investing public; 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 the securities of the Company, on the basis of the material information which is not known to the investing public; or
- (c) inform or tip any other person of undisclosed material information unless the sharing of that information is in the necessary course of business.

5F.3 Employees or Directors who possess undisclosed material information are prohibited from dealing directly or indirectly in the Company's securities unless the information has been publicly disclosed at least one (1) full market day from the date of the announcement of material information.

6.0 REVIEW OF THE CDP

6.1 The CDP has been adopted by the Board on 26 Feb 2021. Any subsequent amendment to the CDP can only be approved by the Board.

6.2 The CDP will be periodically reviewed by the Board to ensure that it remains current and effective in accordance with the needs of the Company and any new regulations that may have an impact on the disclosure obligations and practices.

6.3 The CDP is made available for reference in the Company’s website at www.kelington-group.com.