

# CAELY HOLDINGS BHD



## CORPORATE DISCLOSURE POLICY

### **Purpose**

The primary objective of the Corporate Disclosure Policy is to provide guidelines and policies in disseminating corporate information to, and in dealing with shareholders, stakeholders, regulators and investing public. Also, to ensure that information disclosed are complied with all applicable securities laws and regulatory requirements.

### **Scope**

This policy extends to the Members of the Board, Management, employee of the Company and authorized spokesperson. It covers information disclosed in the following manner:

- Documents filed with the securities regulators and written statements published in the annual reports and quarterly reports, news release, circular to shareholders, e-mail communication, letter and information on the Company's website;
- Oral statement made in the meetings and telephone conversations with analyst and investors, interview with media and press conference; and
- Material disseminated or statements made at industry or trade conferences or presentations.

The Members of the Board, Management and Employee of the Company must keep the Board advised, on an on-going basis, of any interest that could conflict with those of the Company and they are reminded that they shall kept confidential and will not disclosed or released to any person except as required by law and agreed by Board.

### **Authorised Spokesperson**

The Chairman of the Board and Managing Director are the official spokesperson of the Company principally responsible in the investors and shareholders communication and engagement.

### **Procedures on Corporate Disclosure**

Material information means any information about the Company and its subsidiaries which are reasonably expected to have a material effect on:

- market price, value or market activity of the Company's securities; or

- the decision of a holder of securities or an investor in determining his choice of action.

The following are some examples of events which may require immediate disclosure by the Company:

- the entry into a joint venture agreement or merger;
- the acquisition or loss of a contract, franchise or distribution rights;
- the introduction of a new product or discover;
- a change in management;
- the borrowings of funds;
- the commencement of or the involvement in litigation and any material development arising from such litigation;
- the commencement of arbitration proceedings or proceedings involving alternative dispute resolution methods and any material development arising from such proceedings;
- the purchase or sale of an asset;
- a change in capital investment plans;
- the occurrence of a labour dispute or disputes with sub-contractors or suppliers;
- the making of a tender offer for another corporate's securities;
- the occurrence of an event of default interest, principle payments or both in respect of loans;
- a change in general business direction;
- the entry into a memorandum of understanding; or
- the entry into any call or put option or financial future contracts.

#### (1) Response for Disclosure of Material Information

- The Financial Controller after consultation with the Managing Director will manage all the release of announcements of material information to Bursa Securities through the Company Secretary.
- The Company Secretary will draft the announcement which will then reviewed by the Managing Director and Financial Controller to ensure compliance with Bursa Securities' Main Market Listing Requirements and accuracy of the contents.
- All announcement have to be approved by the Board before release to Bursa Securities.

#### (2) Withholding of material information

The Company will only withhold material information from the public for legitimate business purposes, which includes the followings:

- when immediate disclosure would prejudice the ability of the Company to pursue its corporate objectives;

- when the facts are in a state of flux; or
- where Company or securities laws may restrict the extent of permissible disclosure before or during a public offering of securities or a solicitation of proxies.

The Company must ensure that the strictest confidentiality is maintained and should limit the number of people with access to the material information and ensure the security of all confidential documents.

The Company must immediately announce the information to Bursa Securities in the event that the material information is or is believed to have been inadvertently disclosed to third parties or where the material information has become generally available through media or otherwise.

### (3) Response to rumour or report

- When the Company is aware of any rumour or report, true or false, that contains material information, the Company must make due enquiry and immediately publicly clarify, confirm or deny the rumour or report.
- The Company must clarify publicly any rumour or report by publishing in newspaper, magazine or other publication.
- In the event that the rumour or report contains erroneous material information which has been circulated, the Company must immediately announce to Bursa Securities and provide facts sufficient to support the denial or to clarify any misleading aspects of the rumour or report.
- In the event that rumour or report contains 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.
- In the event that rumour or report predicting future sales, earnings or other quantitative data, no response from the Company is ordinarily required.

### (4) Communications with Financial Analyst, Media and Investing Public

- The authorized spokesperson is permitted to participate in briefing session with Financial Analyst, Media and Investing Public.
- The Company will only provide factual and non-speculative information during briefing and interview.
- If material non-public information is inadvertently disclosed at such briefing and interview, the Company will take immediate action to publicly disseminate the information in accordance with all applicable legal and regulatory requirements.
- The record of all briefing and interview (include handouts) will be maintained by the Financial Controller.

### (5) Forward-Looking Information

In the event that forward-looking information is material, it will be broadly disseminated by news release.

The Company identifies the material assumptions used in the preparation of the forward-looking information, and accompanies this information with a statement that the information is subject to change after the stated date.

#### (6) Insider Trading

Anyone who has access to material information of the Company, its financial condition and its operations, is regarded as an Insider. Material information which is in the possession of an insider and has not been disclosed to the investing public is insider information.

Any parties who may be regarded as insiders must be fully aware of the provisions of the Capital Markets and Services Act and the Companies Act 1965.

From time to time, the Company Secretary will advise the Members of the Board and principal officers on the trading restrictions in the Company's securities in accordance with the provisions of Bursa Securities' Main Market Listing Requirements.