



**MARINE & GENERAL**  
BERHAD

**CORPORATE DISCLOSURE POLICY**

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## **1.0 CORPORATE DISCLOSURE POLICY (“THE POLICY”)**

### **1.1 Statement of the Policy**

1.1.1 The Company is committed to providing equal access to accurate, clear and complete disclosure of all material information in relation to the Company in a timely manner, in order to keep shareholders and the investing public fully informed about the Company's operations and performance.

1.1.2 The Policy statement outlines the Company's approach towards the determination and dissemination of material information to the public via the various channels available, the circumstances under which the confidentiality of information will be maintained, and restrictions on insider trading. It also provides guidelines in order to achieve consistent disclosure practices across the Company.

### **1.2 Objectives**

1.2.1 The objectives of the Policy are:-

- (a) to raise awareness about and provide guidance to management and employees on the Company's disclosure requirements and practices.
- (b) to provide guidance and structure in disseminating corporate information to, and in dealing with, investors, analysts, media and the investing public.
- (c) to ensure compliance with legal and regulatory requirements on disclosure of material information.

### **1.3 Scope and Application**

1.3.1 The Policy outlines the Company's approach toward the determination and dissemination of material information to the public via the various channels available, the circumstances under which the confidentiality of information will be maintained, response to market rumours and restrictions on insider trading. It also provides guidelines for achieving consistent disclosure practices across the Company.

1.3.2 The Policy applies to the conduct of directors, officers, managers, spokespersons and other employees of the Company.

1.3.3 The Policy covers the following methods employed by the Company to communicate with the regulators, media and the investing public:-

- (a) written statements made in the Company's annual report, quarterly report, periodic reports, press releases, presentations, e-mail communications and the Company's website.

- (b) oral statements made in group and/or individual meetings, telephone conversations, interviews and conferences with financial analysts, fund managers, investors, media and public at-large.

## **2.0 INTERNAL STRUCTURE AND SYSTEM FOR CORPORATE DISCLOSURE**

The Board is ultimately responsible for ensuring that the Company's disclosure requirements are fulfilled. The Board may from time to time delegate the implementation of the Policy to any Board approved Committee, Department or Executive within the Group.

### **2.1 Designated Spokespersons**

- 2.1.1 The primary Designated Spokesperson of the Company is the Executive Chairman.
- 2.1.2 The Executive Chairman may, from time to time, designate others to speak on behalf of the Company or to respond to specific inquiries from the investment community or media.
- 2.1.3 These Designated Spokespersons shall not disclose material information under regulatory embargo that has not been previously made public via the appropriate channel. For this purpose, "information under regulatory embargo" means any relevant information whose use and dissemination is regulated by the Government, an agency under the Government, statutory bodies or regulatory bodies.

### **2.2 Designated Disclosure Outlet**

- 2.2.1 Disclosures by the Company shall only be made through the Designated Disclosure Outlet. The Designated Disclosure Outlet shall be as follows:
  - a) The Company Secretary for disclosures of material information to the public via Bursa Malaysia Securities Bhd;
  - b) The Chairman's Office or any other Department appointed to oversee matters relating to investor relations / communications for disclosures to the public via the investment community (i.e. analysts and fund managers); and
  - c) The Chairman's Office or any other Department appointed to oversee matters relating to media relations for disclosures to the public via the media.
- 2.2.2 Additional external resources may be employed to assist in disseminating information. However, these resources are merely disseminating agents and not to be regarded as Designated Disclosure Outlet.

### **3.0 PROCEDURES AND PRACTICES ON DISCLOSURES TO THE PUBLIC VIA BURSA MALAYSIA SECURITIES BHD (“BURSA SECURITIES”)**

#### **3.1 Disclosure of Material Information**

3.1.1 The Company, being an entity that is listed on Bursa Securities, must at all times in accordance with the Bursa Listing Rules disclose to the public via an appropriate announcement on Bursa Securities, all material information necessary for informed decision-making by investors and potential investors.

3.1.2 Information is considered material if it is reasonably expected to have material effect on:-

- (a) the price, value or market activity of the Company’s shares; and
- (b) the decision of a shareholder or an investor in determining his choice of action.

3.1.3 Material information may include information which:-

- (a) concerns the Company’s property, 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 shares.
- (d) relates to any event materially affecting the size of the public holding of the Company’s shares.

3.1.4 Bursa Securities requires immediate disclosure of all material information. Examples of events requiring immediate disclosure are set out in **Appendix ‘A’**.

#### **3.2 Responsibility to Report on Significant Corporate Development**

3.2.1 It is essential that the Designated Spokesperson and the Corporate Services Department / the Company Secretary be fully informed of all significant Company developments that could potentially require a regulatory disclosure/filing.

3.2.2 It is the responsibility of corporate and business unit departments to keep the Designated Spokesperson and the Corporate Services Department / the Company Secretary, fully informed of all significant developments in the Company so as to:-

- (a) facilitate determinations of materiality, appropriateness and timing for public disclosure of the information, or whether the information should remain confidential.

- (b) ensure appropriate understandings of significant developments and updates which may be relevant to ongoing communications with the investing public.
- (c) avoid denying significant developments when in fact, such developments are occurring.

3.2.3 Where the Company makes use of an external Company Secretary, the Corporate Services Department will be responsible to make sure the external Company Secretary is kept informed of all significant developments that may require a regulatory disclosure/filing.

### **3.3 Responsibilities and Procedures for Disclosure of Material Information**

3.3.1 All of the Company's releases of announcements to Bursa Securities shall be made through the Company Secretary.

3.3.2 The Corporate Services Department / the Company Secretary or the appointed investment bank will draft the announcement ensuring it complies with the requirements of the relevant Chapter in the Listing Requirements of Bursa Securities.

3.3.3 The Finance Department has the duty to review and verify the accuracy of all financial data contained in the announcement.

3.3.4 All announcements, including replies to Bursa Securities queries, will also be approved by the Board of Directors before release to Bursa Securities. If Board approval is not obtainable due to time constraint, the Executive Chairman or any other designated Director may approve the release of the announcement. The Board's ratification shall be obtained subsequently.

3.3.5 Once the announcement has been released to Bursa Securities, it will then be released through a newswire service to ensure the widest possible public dissemination. In addition, the news release will be made available and accessible on the Company's website.

3.3.6 When necessary, the Company will file a material change report with Bursa Securities.

### **3.4 Withholding Confidential Information**

3.4.1 The Company will only withhold information consistent with the circumstances outlined in the Listing Requirements of Bursa Securities. These include:-

- (a) when immediate disclosure would prejudice the ability of the Company to pursue its corporate objectives.

(b) when the facts are in a state of flux and a more appropriate moment for disclosure is imminent. Occasionally, corporate developments give rise to information which, although material, is subject to rapid change. If the situation is about to stabilise or resolve itself in the near future, it may be proper to withhold public announcement until a firm announcement is made.

3.4.2 Persons privy to the confidential material information shall not divulge the information to anyone else except in the course of business.

3.4.3 In such cases, the following precautions will be observed to keep the information completely confidential:-

(a) Access to the information will be on a need-to-know basis.

(b) If and when the information is disclosed in the necessary course of business, recipients of such information will be made aware of the need to keep the information confidential inside and outside the Company.

(c) Confidentiality Agreements will be used to ensure protection of the confidentiality by third parties e.g. advisors, lawyers, consultants, business associates/partners, etc.

(d) Reasonable care will be taken to ensure appropriate security and protection of the information e.g. sensitive/confidential documents shall be kept in a safe place. Transmission of documents by electronic means shall be made only where it can be made and received under secure conditions.

3.4.4 These responsibilities and procedures 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.

3.4.5 If at any time, confidential material information is inadvertently leaked resulting in selective disclosures, the Corporate Services Department / the Company Secretary will initiate a process to ensure that full and accurate public disclosure is made.

### **3.5 Responding to Market Rumours**

3.5.1 It is the Company's practice not to comment on market rumours or speculation, particularly where it is clear that the Company is not the source of the market rumour. If Bursa Securities requests the Company to make a statement in response to a market rumour, the Corporate Services Department / the Company Secretary will consider the matter and make a recommendation to the Board as to the nature and content of the response.

3.5.2 The Corporate Services Department / the Company Secretary will also recommend an appropriate course of action where the Company or an employee of the Company is the apparent source of the rumour.

#### **4.0 PROCEDURES AND PRACTICES ON DISCLOSURES TO THE PUBLIC VIA THE INVESTMENT COMMUNITY**

##### **4.1 Communications with the Investing Community**

4.1.1 Persons who are authorised by the primary Designated Spokesperson(s) to speak at briefings or interviews, must forward the briefing materials/information to the Executive Chairman for approval/clearance at least 72 hours before the actual briefing or interview.

4.1.2 The Company shall not provide confidential, proprietary or material non-public information during such briefings. Any information disclosed will be factual and not speculative.

4.1.3 If material non-public information is inadvertently disclosed at such a briefing, the Company shall take immediate action to achieve broad public dissemination of the information.

4.1.6 The Company shall not discriminate among recipients of information. Under no circumstances will the Company confirm or attempt to influence a financial analyst's opinions or conclusions, speculate about future business plans or provide specific "bottom-line" financial expectations for the Company. The Company will provide the same information to both financial analysts and individual investors when requested.

4.1.7 The Company shall not comment on opinions made by analysts except where there is a factual error.

4.1.8 A record of all formal briefings (which include handouts) must be maintained.

##### **4.2 Forward-looking Information**

4.2.1 The Company shall not provide forecasts of future earnings or other financial results. The Company may provide sufficient forward-looking information to the investing public to enable reasoned evaluations of the Company and its future performance prospects provided that it is not undisclosed material information and it does not deal with future earnings. Such information could include forecasts respecting volumes, expenses, capital expenditures, new projects, fiscal terms and market, commercial and technical considerations. Such information will be consistent with



and complementary to information that has been otherwise provided via timely disclosure documents such as annual reports, news releases, quarterly reports, etc.

- 4.2.2 Documents containing forward-looking information will be accompanied by a disclaimer cautioning the reader that there are risks and uncertainties that could cause actual results to differ materially from what is indicated in the document. When making oral forward-looking statements, reasonable care will be taken to also include appropriate reference to such risks and uncertainties in the discussion.

### **4.3 The Company's Website**

- 4.3.1 The Company's website contains several sections that provide updates relevant to analysts, fund managers and the investing public. All disclosure and material information documents of interest to investors will be made available and accessible by the public on the website as soon as after their release through the newswire service. These include announcements, annual reports, quarterly reports, news releases and information on the Company. Other supplemental and non-material information will be posted on the website as soon as practical after they are available.
- 4.3.2 The approved copy of the disclosure and material information documents must be forwarded to the Company Secretary for record.

### **4.4 Restrictions on Insider Trading**

- 4.4.1 The Securities Industry Act, 1983 provides that an insider with access to material information are prohibited from trading in the Company's shares until the information has been fully disclosed and a reasonable period of time has passed for the information to be disseminated to the public. As a general rule, insiders must wait for at least 1 full market day after the announcement of the material information to Bursa Securities.
- 4.4.2 From time to time, the Company Secretary advises the directors and principal officers on the trading restrictions in the Company's shares in accordance with the provisions of the Listing Requirements.

## **5.0 PROCEDURES AND PRACTICES ON DISCLOSURES TO THE PUBLIC VIA THE MEDIA**

### **5.1 Communications with the Media**

- 5.1.1 Persons who are authorised by the primary Designated Spokesperson(s) to speak at press briefings or interviews, must forward the briefing materials/information to the Executive Chairman for approval/clearance at least 72 hours before the actual briefing or interview.
- 5.1.2 The Company shall not provide confidential, proprietary or material non-public information during such briefings. Any information disclosed will be factual and not speculative.
- 5.1.3 If material non-public information is inadvertently disclosed at such a briefing, the Company shall take immediate action to achieve broad public dissemination of the information.
- 5.1.6 The Company shall not discriminate among recipients of information.
- 5.1.7 The Company shall not comment on opinions made by the media except where there is a factual error.
- 5.1.8 A record of all formal briefings (which include handouts) must be maintained.

### **5.2 Forward-looking Information**

- 5.2.1 The Company shall not provide forecasts of future earnings or other financial results. The Company may provide sufficient forward-looking information to the media to enable reasoned evaluations of the Company provided that it is not undisclosed material information and it does not deal with future earnings. Such information could include forecasts respecting volumes, expenses, capital expenditures, new projects, fiscal terms and market, commercial and technical considerations. Such information will be consistent with and complementary to information that has been otherwise provided via timely disclosure documents such as annual reports, news releases, quarterly reports, etc.
- 5.2.2 Documents containing forward-looking information will be accompanied by a disclaimer cautioning the reader that there are risks and uncertainties that could cause actual results to differ materially from what is indicated in the document. When making oral forward-looking statements, reasonable care will be taken to also include appropriate reference to such risks and uncertainties in the discussion.

### **5.3 The Company's Website**

- 5.3.1 The Company's website contains a "Press Release" section. All disclosure and material information documents of interest to the media will be made available and accessible by the media and public at-large on the website as soon as after their release through the newswire service.

### **6.0 COMMERCIAL DISCLOSURES**

- 6.1 In so far as possible, all commercial disclosures by the Company existing and/or potential business partners shall only use information relating to the Company that has been made public. Additionally, the information to be disclosed should not in any way compromise the Company's competitive positioning or bargaining power.
- 6.2 Any commercial disclosure of information that has yet to be made public shall only be made after consultation with the primary Designated Person and subject to the entering into a binding Non-Disclosure Agreement (NDA) by the external recipient limiting the use of the information provided.
- 6.3 The entering into an NDA by the recipient may be waived by the primary Designated Person where the information to be disclosed is considered to not be material or where the primary Designated Person is of the opinion that other sufficient safeguards exist.
- 6.4 This Clause is not applicable to commercial disclosures to licensed banks and financial institutions.

### **7.0 EXCLUDED DISCLOSURES**

- 7.1 Disclosures of information of a periodic nature (e.g. monthly operational reports) to the Government and/or a Statutory Body for its own internal use are generally excluded from this SSOP.
- 7.2 Disclosures of information arising out of any legal obligation and/or contractual obligations (e.g. reporting required under the Concession Agreement or any financing arrangement with a licensed financial institution) are generally excluded from this SSOP.

### **8.0 CONSEQUENCES FOR NON-COMPLIANCE WITH THE POLICY**

An employee who violates the Policy may face disciplinary action, which may result in the termination of employment. The violation of the Policy may also violate certain securities laws. If the Company discovers that an employee has violated such securities laws, it may refer the matter to the appropriate regulatory authorities.

## **APPENDIX 'A'**

### **EXAMPLES OF EVENTS WHICH REQUIRE IMMEDIATE DISCLOSURE (which are not exhaustive)**

1. Entry into a joint venture agreement or merger.\*
2. Acquisition or loss of a contract, franchise or distributorship rights.\*
3. Introduction of a new product or discovery.\*
4. Change in management.\*
5. Borrowing of funds of material amount.\*
6. Commencement of or the involvement in litigation and any material development arising therefrom.\*
7. Commencement of arbitration proceedings or proceedings involving alternative dispute resolution methods.\*
8. Change in capital investment plans.\*
9. Occurrence of a labour dispute or disputes with sub-contractors or suppliers.\*
10. Making of a tender offer for another company's securities.\*
11. Occurrence of an event of default on interest and/or principal payments in respect of loans.\*
12. Change in general business direction.\*
13. Change of intellectual property rights.\*
14. Entry into a memorandum of understanding.\*
15. Status of any memorandum of understanding that has been entered into between the listed company or its subsidiary and a third party and which has been previously announced at least once every quarter or more regularly, upon the occurrence of a material change, whichever is earlier.\*
16. Entry into any call or put option or financial futures contract.\*
17. Purchase or sale of an asset (subject to Chapter 10 of the Listing Requirements).
18. Intention to fix a book closing date and the reason therefor.
19. Recommendation or declaration of a dividend or distribution.
20. Recommendation or decision that a dividend will not be declared.
21. Any change in the terms of a debt security or a convertible security.
22. Re-organisation of the group structure of the listed company.
23. Convening of annual/extraordinary general meeting.
24. All resolutions put to a general meeting and immediately after such meeting whether the resolutions were carried.
25. Calls to be made upon any of the partly paid share capital of the listed company.
26. Change of address, telephone/facsimile number of the registered office of the listed company.
27. Proposed change of name of the listed company.
28. Change of financial year end of the listed company.
29. Change in the composition of the Board of Directors.
30. Change in the composition of the Audit Committee.
31. Change of Chief Executive Officer of the listed company.
32. Change of Company Secretary of the listed company.

33. Change of External Auditors of the listed company.
34. Proposed alteration of the Memorandum/Articles of Association of the listed company.
35. Notices relating to substantial shareholding which the listed company has received (except such notice which is given by a bare trustee who is deemed as a substantial shareholder pursuant to Section 69P of the Companies Act, 1965).
36. Director's Notice under Section 135(1) of the Companies Act, 1965 in respect of shareholding and changes thereto.
37. Commencement of winding-up proceedings against the listed company, any of its subsidiaries or major associated companies.
38. Appointment of a receiver, manager or receiver and manager, liquidator, special administrator or such other person of a similar capacity over the listed company, any of its subsidiaries or major associated companies or any part of the properties of the listed company, any of its subsidiaries or major associated companies.
39. Procurement of a court order restraining proceedings against the listed company, any of its subsidiaries or major associated companies under Section 176 of the Companies Act, 1965.
40. Any transaction entered into by the listed company or its subsidiaries requiring an announcement to be made under Chapter 10 of the Listing Requirements.
41. Acquisition of shares in another company or any other event which results in that company becoming a subsidiary of the listed company.
42. Disposal of shares in another company or any other event which results in that company ceasing to be a subsidiary of the listed company.
43. Acquisition of shares in another listed company which results in the holding being 5% or more of the issued and paid-up capital of that listed company.
44. Disposal of shares in another listed company which results in the holding falling below 5% of the issued and paid-up capital of that listed company.
45. Proposed issue or offer of securities.
46. Scheme of compromise, arrangement, amalgamation or reconstruction.
47. Variation of the rights attaching to a class of securities.
48. Level of subscription in relation to an issue or offer of securities.
49. Change to the utilisation of proceeds raised from the issuance of securities that deviates by 5% or more from the original utilisation of proceeds.
50. Share split or consolidation.
51. Deviation of 10% or more between the Profit After Tax and Minority Interest stated in a profit estimate, forecast or projection previously announced and the announced unaudited accounts (giving explanation of the deviation and the reconciliation thereof).
52. Deviation of 10% or more between the Profit After Tax and Minority Interest stated in the announced unaudited accounts and the audited accounts (giving explanation of the deviation and the reconciliation thereof).
53. Qualification in an external auditors' report.
54. Call of securities for redemption.
55. Listing of any part of the securities of the listed company or any of its subsidiaries on any recognised stock exchange.
56. Material information that is released to any other stock exchange or other regulator which is available to the public.

57. Change of control in the listed company.
58. Agreement to sponsor an American Depository Receipt (ADR) or a Global Depository Receipt (GDR) programme.
59. Material amendment of the terms of the agreement for the sponsorship of an ADR or a GDR programme or the termination thereof, stating the reasons and consequences of the termination.
60. Discovery of mineralisation or hydrocarbons by the listed company or its subsidiaries whose activities include exploration for natural resources stating whether any of the figures or estimates in the discovery have been verified by a geologist or other expert, and if so, particulars of the geologist or expert.
61. Pending litigation or occurrence of circumstances of a material nature in which the listed company being a mining, plantation or timber company or any of its subsidiaries may be involved which may affect its income derived from title to or possession of any of its properties, licenses or concessions from governmental authorities.
62. Valuation (not in the ordinary course of business) which has been conducted on the fixed assets of the listed company and/or its subsidiaries.
63. Material development to corporate proposals previously announced, including variation of terms, receipt of approvals from regulatory authorities and termination or completion of the corporate proposal.
64. Change in classification of the listed company in a specific sector.
65. Non-compliance with the public shareholding spread requirement.

**\* Note:**

*Announcements of items 1-16 are subject to materiality of the information. Pursuant to Paragraph 9.03 of the Listing Requirements, information is considered material if it is reasonably expected to have a material effect on:-*

- (a) *the price, value or market activity of the Company's shares; and*
- (b) *the decision of a shareholder or an investor in determining his choice of action.*