

# **POWERTECHNIC GROUP BERHAD**

Registration No. 202101015445 (1415745-D)  
(Incorporated In Malaysia)

## **BOARD CORPORATE DISCLOSURE POLICY**

### **1. INTRODUCTION**

POWERTECHNIC GROUP BERHAD (“Powertechnic or the “Company”) and its subsidiaries (collectively referred to as the “Group”) are committed to upholding high standards of transparency and promotion of investor confidence through the provision of comprehensive, accurate and quality information on a timely and even basis.

In adopting this Board Corporate Disclosure Policy (“Policy”), the Company has taken into account the recommendations contained in the Malaysian Code on Corporate Governance (“MCCG”), the disclosure obligations contained in the ACE Market Listing Requirements (“ACE LR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Companies Act 2016, constitution of the Company and the Corporate Disclosure Guide issued by Bursa Securities in September 2011.

### **2. RATIONALE AND OBJECTIVES**

The primary objectives of this Policy are:

- (a) to promote and elevate a high standard of integrity and transparency through timely comprehensive, accurate, quality and full disclosure;
- (b) to promote and maintain market integrity and investor confidence;
- (c) to exercise due diligence to ensure the veracity of the information being disseminated is factual, accurate, clear, timely and comprehensive;
- (d) to build good relationships with all stakeholders based on transparency, openness, trust and confidence;
- (e) to have in place efficient procedures in managing and documenting information, which promotes accountability for the disclosure and dissemination of material information;
- (f) to enable shareholders and stakeholders to have access to the Group’s business information including financial reporting and other corporate reporting disclosure;
- (g) to ensure that the Company makes timely and accurate disclosure of all material information to the public; and
- (h) to ensure a credible and responsible market in which participants conduct themselves with the highest standards of due diligence and investors have access to timely and accurate information to facilitate the evaluation of securities.

### **3. MATERIAL INFORMATION**

Information is considered material, if it is reasonably expected to have a material effect on –

- (a) the price, value or market activity of any 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.

Without limiting the generality of the above, material information may include information which

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- (a) concerns the Company'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.

#### **4. EVENTS WHICH MAY REQUIRE IMMEDIATE DISCLOSURE**

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

- (a) the entry into a joint venture agreement or merger;
- (b) the acquisition or loss of a contract, franchise or distributorship rights;
- (c) the introduction of a new product or discovery;
- (d) a change in management;
- (e) the borrowing of funds;
- (f) the commencement of or the involvement in litigation and any material development arising from such litigation;
- (g) the commencement of arbitration proceedings or proceedings involving alternative dispute resolution methods and any material development arising from such proceedings;
- (h) the purchase or sale of an asset;
- (i) a change in capital investment plans;
- (j) the occurrence of a labour dispute or disputes with sub-contractors or suppliers;
- (k) the making of a tender offer for another corporation's securities;
- (l) a change in the general business direction;
- (m) a change of intellectual property rights;
- (n) the entry into a memorandum of understanding;
- (o) the entry into any call or put option or financial futures contract; or
- (p) a change in the business plan of the listed corporation that has been previously disclosed.

#### **5. DISCLOSURE STRUCTURE AND RESPONSIBILITY**

To achieve its objectives, the Company has adopted the following structures and responsibilities:-

##### **5.1. Corporate Disclosure Policies and Procedures**

The Company has adopted the following disclosure policies and procedures:-

- Communicating and responding to all stakeholders in respect of all information relating to the Group through all forms of communication channels as outlined under Paragraph 5.4 below.

##### **5.2. Designated Spokesperson:**

- Managing Director ("MD")

- The designated executive director of the Company (“Executive Director”), and
- Chairman of the Board of Directors (“Board”)

**5.3. The Designated Spokesperson is responsible for:**

- Proper dissemination of information and ensuring compliance with the disclosure obligations under the ACE LR; and
- Communicating, overseeing and co-ordinating disclosure of material information to all stakeholders in accordance with the ACE LR and ensuring appropriate security measures are in place to maintain the integrity of the information being disseminated.

**5.4. Disclosure and Dissemination Channels**

The Company is authorised to make use of a broad range of communication channels to disseminate information to its stakeholders and these include:

- electronic facilities provided by Bursa Securities;
- press releases;
- corporate website;
- e-mail;
- road shows, exhibitions, analyst briefings, interviews or events; and
- general meetings.

**6. DOCUMENT MANAGEMENT**

The Group has in place a structured and streamlined document management system for each of its operating subsidiaries and / or departments.

These documents are securely stored and where material and sensitive, are restricted in its circulation to authorised personnel and locked away.

The Group also has in place a secured information technology (“IT”) system for communication and document management purposes supported and maintained by an outsourced IT provider.

Access to information in the IT system is secured and controlled through password protection and authorised access restrictions.

Financial information and other material information access including price-sensitive information is further restricted to only designated key senior management in the finance/ accounts department. The finance/ accounts department’s information is not shared or accessible by other departments within the Group.

**7. RESTRICTIONS, PROHIBITIONS AND CONFIDENTIALITY**

Only the following persons under a “need to know” basis, are authorised to have access and become privy to sensitive and material information that has not been disclosed and made available to the public (“Authorised Persons”):-

- (a) members of the Board;
- (b) the Group Accountant of the Company (“Group Accountant”) and senior executives in the finance/accounts department (as may be designated by the MD / Executive Director); and
- (c) the company secretaries, 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 at the appropriate time as may be determined by the MD / Executive Director.

The Authorised Persons upon coming into possession of such confidential information are reminded:-

- (a) of the need to keep the information strictly confidential;
- (b) of the restriction for insiders who are in possession of unreleased material information not to trade in the Company’s securities or the securities of such related third parties, where applicable; and
- (c) to not tip any third party with such information.

## **8. WITHHOLDING OF MATERIAL INFORMATION**

The Company may, in exceptional circumstances, temporarily refrain from publicly disclosing material information, provided that complete confidentiality is maintained. Where material information is withheld, the Company must refrain from delaying disclosure for an unreasonable period of time since it is unlikely that confidentiality can be maintained beyond a short period of time.

The exceptional circumstances where disclosures can be withheld are limited and constitute an infrequent exception to the normal requirement of immediate public disclosure. For example, (1) when immediate disclosure would prejudice the ability of the Company to pursue its corporate objectives, (2) when the facts are in a state of flux and a more appropriate moment for disclosure is imminent; or (3) whether laws prohibit such disclosure. In cases of doubt, the presumption must always be in favour of disclosure.

Whenever material information is being temporarily withheld, the Group must ensure that the strictest confidentiality is maintained, including limiting the number of persons having access to the material information and ensuring security of all confidential documents.

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

During a period where information is withheld from the public, the market activity of the Company’s securities must be closely monitored. The Company must immediately announce the information withheld to the exchange in accordance with these requirements, if the following circumstances occurs:

- (a) unusual market activity in the Company’s securities which signifies that a “leak” of the information may have occurred;
- (b) rumours or reports concerning the information have appeared; or
- (c) where the Company learns that there are signs that insider trading may be taking place.

## **9. WHERE CONFIDENTIALITY IS COMPROMISED**

In the event that the confidentiality of the information has been compromised, the Company will take the appropriate steps to make an immediate announcement of the information (or clarify the status) to Bursa Securities.

Confidentiality is deemed to have been compromised where such information appears in analyst reports, media reports or market rumours accompanied by unusual market activity.

Where the Company becomes aware of any rumour or report, irrespective of whether true or false, that contains material information, the MD/ Executive Director/ Group Accountant will consult with its directors, major shareholders, advisers (if applicable) and such other relevant persons involved in the matter to determine-

- whether such rumour or report contains undisclosed material information, and
- whether immediate disclosure is required to clarify, confirm or deny such rumour or report.

The Company must publicly clarify any 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.

Where an announcement is required, the approval of the Board will be obtained by way of circulation of a directors circular resolution before releasing the announcement.

The Company must respond to a rumour or report by making an immediate announcement to Bursa Securities as follows: -

- (a) if the rumour or report contains erroneous material information, a denial or clarification of the rumour or report together with facts sufficient to support the denial or to clarify any misleading aspects of the rumour or report. The Company must also take reasonable effort to bring the announcement to the attention of the party that initially distributed the erroneous rumour or report; and
- (b) if the rumour or report contains material information that is correct, a confirmation of the rumour or report together with the facts of the matter and 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 Company's Board for consideration.

In the case of a rumour or report predicting future sales, earnings or other quantitative data, the Company is not ordinarily required to provide a response. However, if such a report is manifestly based on or contains erroneous information, or is wrongly attributed to the Company, the Company must: –

- (a) respond promptly to the supposedly factual elements of the rumour or report as required under Rule 9.09 and Rule 9.10 of the ACE LR; and
- (b) include in the announcement, a statement to the effect that the Company itself has made no such prediction and it is unaware of any facts that would justify making such a prediction.

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 erroneous material information or undisclosed material information.

**10. ALTERATION**

The Board will review and update this Policy from time to time and make any necessary amendments to ensure that it continues to remain relevant and appropriate.

Any alteration or amendments to this Policy, shall first be presented to the Board for approval. Upon the Board's approval, the said alteration or amendments shall form part of this Policy and this Policy shall be considered duly revised or amended.

*This Board's Corporate Disclosure Policy was approved and adopted by the Board on 27 November 2024.*