



**NI HSIN GROUP BERHAD**  
(Registration No. 200401014850(653353-W))  
(Incorporated in Malaysia)

## **CORPORATE DISCLOSURE POLICY**

# General Statement

## 1. Commitment

Ni Hsin Group Berhad (“**NHG**” or “**Company**”) and its subsidiaries (“**Group**”) are committed to provide accurate, timely, consistent and fair disclosure of corporate information to enable informed and orderly market decisions by investors.

The Company is subject to a number of legal, listing authority and stock exchange requirements with regard to disclosure of information, especially price-sensitive information. Price-sensitive information is information which if disclosed to the public would likely affect the price of a company’s shares. It is necessary to take account of these requirements in the context of investor relations, as breaches could lead to the Company suffering severe penalties, and could expose the individuals involved to civil or criminal liability.

The Company will ensure material information concerning the Company is made as freely and widely as practicable and shareholders, media and the investing community have equal access to such information to avoid individual or selective disclosure, subject to compliance with the relevant rules and regulations. The Company encourages exchange of views with its principal stakeholders and will organise its communications to facilitate such dialogue.

## 2. Objectives

The objectives of this Policy is to:-

- raise awareness about, and focus management and employees on, disclosure requirements and practices;
- provide guidance and structure in disseminating corporate information to, and in dealing with, investors, analysts, media representatives and the public (the investing public);
- ensure compliance with legal and regulatory requirements on disclosure of material information;
- build good investor relations with the investing public;
- protect individuals from improperly disclosing sensitive information, which can lead to prosecution under applicable securities laws.

## 3. Related Rules & Guidelines

This Policy takes into consideration primarily the requirements under Malaysian law; which also includes:-

- laws and regulations governing corporate disclosure and confidentiality in relation to securities listed on Bursa Malaysia Securities Berhad (“**Bursa Securities**”);
- Main Market Listing Requirements of Bursa Securities (“**Listing Requirements**”); and

- Best Practices in Corporate Disclosure of Bursa Securities.

and this Policy complements the Group's existing policies and procedures. This Policy further takes into consideration the broader context and direction provided by the Group's Code of Conduct and Ethics and Board Charter.

#### **4. Application**

This Policy applies to the conduct of directors, managers and employees of the Group and to all methods that the Group uses to communicate with the investing public, including, but not limited to:-

- written statements, Annual Reports, Interim Quarterly Reports, news releases, letters to shareholders, speeches by senior management, investor presentations, e-mail messages and the Company's corporate website; and
- oral statements, individual or group meetings, telephone conversations, interviews and news conferences.

This Policy does not apply to communication made in the ordinary course of business of the Group not involving material information.

#### **5. Scope**

The Company shall adhere to the following specific policies concerning disclosure, which 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;
- (f) electronic communications; and
- (g) insider trading.

# Policy Administration

## 1. Corporate Disclosure Committee

The Company shall put in place a Corporate Disclosure Committee (the “**Committee**”) that will oversee the Company’s corporate disclosure practices and ensure implementation and adherence to this Policy. The Committee’s responsibilities include:-

- maintaining an awareness and understanding of governing disclosure rules and Guidelines, including any new or pending developments;
- ascertaining whether corporate developments constitute material information and, if so, ensuring procedures outlined in this Policy are implemented to either ensure full and timely disclosure or keep the information confidential;
- developing and implementing procedures to regularly review, update and correct corporate disclosure information, including information on the website;
- bringing this Policy to the attention of the Company’s directors, management and staff on a regular basis;
- reviewing this Policy at least annually and updating as necessary and appropriate to ensure compliance with prevailing rules and guidelines.

The Committee includes the following members:-

- Group Managing Director
- Executive Director (who is in charge of Finance and Corporate Affairs)
- Company Secretary

The Executive Director (who is also in charge of Corporate Affairs) will serve as the primary contact person for the Committee and will engage other Committee members as necessary and appropriate to the matter at hand. In the event of his/her absence, any other member of the Committee can be contacted on matters referenced in this Policy.

## 2. Spokespersons

### General

- i) Press releases and media conferences

The primary authorized spokesperson responsible for communicating the Company’s information to the investing public is the Group Managing Director.

In the absence of the Chairman, the Group Managing Director (who is in charge of Finance and Corporate Affairs) may be the spokesperson, as approved by the Chairman.

## Bursa Announcement

Primary authorized spokespersons responsible for communicating information for matters relating to, inter alia, compliance with the securities law and Listing Requirements will be the:-

- Group Managing Director; or
- Executive Director (who is in charge of Finance and Corporate Affairs);  
or
- Company Secretary

These spokespersons may, from time to time, designate others to speak on behalf of the Company or to respond to specific inquiries, where doing so facilitates effective communication with the Bursa Securities or Securities Commission Malaysia.

Employees other than authorized spokespersons should not respond to requests for information from Bursa Securities or Securities Commission Malaysia unless specifically asked to do so by an authorized spokesperson. Any such requests should be referred to an authorized spokesperson. It is not the intent of this Policy to restrict employees from speaking at conferences or to outside parties where doing so serves the Group's business purpose. However, when doing so, employees must ensure that any information provided is in compliance with this Policy and should contact the Chairman or the Finance Director if in doubt about the appropriateness of supplying certain information.

# Material Information

## 1. Definition

The Listing Requirements provides that 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 or her choice of action.

The material information may include information which:-

- (a) concerns the Company's property, business, financial conditions 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 and interests of the Company's securities; or
- (d) relates to any event materially affecting the size of the public holding of its securities.

In addition to the above, information that will have material change in the business that could have the same potential market effects should also be disclosed.

Decisions on the materiality of information will be made within the context of the Company's overall business affairs and dimensions. Such decisions require the exercise of experienced judgment and are the responsibility of the Committee.

## 2. Immediate Disclosure

Where and when information has been determined to be material, the Company will immediately initiate a process to ensure accurate, full, true, plain and timely disclosure of such information to Bursa Securities.

This will always apply except in certain circumstances where the Company may temporarily refrain from publicly disclosing material information, provided that complete confidentiality is maintained. These exceptional circumstances include:-

- (a) when immediate disclosure would prejudice the ability of the Company to pursue its corporate objectives;
- (b) 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 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) the occurrence of an event of default on interest, principal payments or both in respect of loans;
- (m) a change in general business direction;
- (n) a change of intellectual property rights;
- (o) the entry into a memorandum of understanding; or
- (p) the entry into any call or put option or financial futures contract.

Materiality can be very subjective, and the Company will assess the likely effect of the transaction on the impact on financial position, profitability or performance of the Company's securities, in addition to whether the event triggers the materiality threshold based on the percentage ratios under Chapter 10 of the Listing Requirements.

### **3. Responsibilities and Procedures**

- (a) The Company Secretary shall prepare all announcements to Bursa Securities. Where appointed as Advisor to the Company, an appointment investment bank may assist in drafting the announcement. The draft announcements will be reviewed by the Committee to ensure they comply with applicable securities laws and Listing Requirements. All announcements will be approved by the Group Managing Director or his designate before release to Bursa Securities.
- (b) The Committee will have specific responsibility to ensure that the content of the release clearly and effectively communicates the intended substance and meaning of the information to the public.
- (c) The Board of Directors and the Audit and Risk Management Committee will review all news releases containing financial information.

- (d) All news releases involving material information will also be reviewed and approved by the Group Managing Director or in his absence, the Finance Director of the Company.
- (e) Once the content of a news release involving material information has been vetted and agreed, the Company Secretary submit such material information or where possible, will advise Bursa Securities in advance as to the content and planned timing for the release.
- (f) After public dissemination, the announcement or media release will be monitored to ensure accurate media reporting and the Committee take any corrective measures if necessary.

# Confidential Information

## 1. Application

In restricted circumstances, the Company, in consultation with the Committee, may choose to temporarily withhold disclosure of material information where immediate or premature release of the information would be unduly detrimental to the interests of the Company, or would prejudice the ability of the Company to pursue its corporate objectives, or when the facts are in a state of flux and a more appropriate moment for disclosure is imminent, 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.

Such circumstances will be justified by assessment that potential harm to the Company from immediate disclosure will outweigh potential negative consequences from delaying disclosure. In such cases, the Company will keep such information completely confidential for such limited period of time necessary to ensure that the company is not unduly prejudiced or damaged by its release.

During a period where information is withheld, the market activity of the Company's securities will be closely monitored. The Company must immediately announce the information withheld to Bursa Securities, in the following circumstances:-

- (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.

## 2. Responsibilities and Procedures

When material information is being withheld, the Company will take the following precautions to keep the information confidential:-

- the information will only be disclosed to the Company's Board of directors, officers, employees or advisors, the controlling shareholder and credit rating agencies, and on a need-to-know basis;
- if and when the information is disclosed in the necessary course of business, recipients of such information will be educated and regularly reminded of the need to keep it confidential inside and outside the Company; and
- reasonable care will be taken to ensure appropriate security and protection of the information, and limit the number of people with access to such confidential information.

# Disseminating Information

## 1. General Application

The following principles and practices will be applied when disseminating corporate information to the investing public:-

- the Company will disseminate corporate information in an equitable manner and will strive to respond in a timely manner to all legitimate requests for information;
- material information will in all cases be disseminated broadly and publicly via recognized news services and other means; and
- the Company will not provide confidential, proprietary or material, non-public information to the investing public, and will deny any requests for same.

The Company will not provide forecasts of future earnings or other financial results. The Company will provide sufficient forward-looking information and guidance to the investing public to enable reasoned evaluations of the Company and its future performance prospects. Such information could include guidance and/or forecasts respecting volumes, expenses, capital expenditures, new projects, fiscal terms and market, commercial and technical considerations. Generally, such information and guidance will be consistent with and complementary to information that has been otherwise provided via timely disclosure documents such as Annual Reports, news releases, Interim Quarterly Reports, etc. In no circumstance will any material forward-looking information be provided in advance of its general public disclosure.

## **Clarification, Confirmation or Denial of Rumours or Reports**

Where the Company becomes aware of any rumour or report, true or false, that contains material information, the Company will make due inquiry and immediately publicly clarify, confirm or deny the rumour or report (which may be by word of mouth or publication in a newspaper, newswire, magazine, a broker's market report or any other publication).

In the case of a rumour or report containing erroneous material information which has been circulated, the Company must immediately announce to the Bursa Securities 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.

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.

## Unusual Market Activity

1. Where unusual price movement, trading activity, or both (“unusual market activity”) occurs, the Company must immediately undertake a due enquiry to seek the cause of the unusual market activity in its securities. The Company must consider in particular whether there is any information concerning the Company which would account for the unusual market activity that: -
  - (a) has recently been publicly disclosed;
  - (b) has not been publicly disclosed (in which case the unusual market activity may signify that a “leak” has occurred); or
  - (c) is the subject matter of a rumour or report.
2. If the Company determines that the unusual market activity results from material information that has already been publicly disclosed pursuant to Listing Requirements, generally no further announcement is required, although, if the unusual market activity indicates that such information may have been misinterpreted, the Company must issue a clarifying announcement to Bursa Securities.
3. If the unusual market activity results from a “leak” of previously undisclosed information, the information in question must be publicly disclosed by the Company in accordance with Listing Requirements.
4. If the Company is unable to determine the cause of the unusual market activity, the Company must announce that there have been no undisclosed developments which would account for the unusual market activity

# Electronic Communications

## 1. E-mail and Internet Use

The Group's "System and Data Policy" provide rules and guidance for employees as to appropriate use of the internet. Employees are responsible and accountable for knowing these rules and guidelines, and for any and all actions they take on the internet. Violations of the internet policy are considered to be a serious offence and may result in disciplinary actions up to and including dismissal.

Amongst other things, the Group's internet and e-mail policies specifically prohibit using internet e-mail to transmit or exchange confidential or critical company information, except where a secured method is employed. More generally, the Group considers internet information and communication to be an extension of the corporate disclosure record. As such, the Group use of the internet and e-mail is subject to the same disclosure rules, guidelines and procedures outlined in this Policy for other means of disseminating corporate information.

## 2. Web Site

The Group has a website, [www.ni-hsin.com](http://www.ni-hsin.com) that contains information about the Group, its products and businesses, employment opportunities and other areas of interest to the public and other parties.

The Group's web site also clearly distinguishes a separate "Investor Information" section containing disclosure and other company information of interest to the investing public.

The "Investor Information" section of the Group's web site will contain all timely disclosure and material information documents, including:-

- Annual Reports
- Quarterly (Interim) Reports
- Bursa Malaysia Announcements
- News Releases

All timely disclosure and material information documents will be posted on the Company's web site as soon as possible after release by the news wire service.

## **Unwarranted Promotional Disclosure Activity**

- (1) The Company must refrain from promotional disclosure activity in any form whatsoever or howsoever which may mislead investors or cause unwarranted price movement and activity in the Company's securities.
- (2) Such activity includes news releases, public announcements, predictions, reports or advertisements which are: -
  - (a) not justified by actual developments concerning the Company;
  - (b) exaggerated;
  - (c) flamboyant;
  - (d) overstated; or
  - (e) over-zealous.
- (3) The Company must ensure that no disclosure of material information is made on an individual or selective basis to analysts, shareholders, journalists or other persons unless such information has previously been fully disclosed and disseminated to the public.
- (4) Only the authorised spokesperson is permitted to participate in briefing sessions with financial analysts, media and investing public on behalf of the Company.

## Insider Trading

1. Anyone within the Group who has access to material information of the Company 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 Inside Information.
2. Insiders may not deal in the Company's securities while in possession of Inside Information. Insiders are not allowed to pass any Inside Information to any other person to assist him or her in dealing in the Company's securities.

## **Periodic Review**

1. The Policy will be reviewed periodically or as and when necessary by the Board. The Policy shall be made available on the Company's website.
2. The Policy was reviewed and approved by the Board of Directors on 28 August 2025.