

MINETECH RESOURCES BHD AND GROUP OF COMPANIES (“MRB GROUP”)

CORPORATE DISCLOSURE POLICY

1. INTRODUCTION

The Board of Directors of MRB is committed to provide effective communication to its shareholders and general public.

2. OBJECTIVES

The objectives of the Disclosure Policy are as follows:

- (i) To raise awareness and provide guidance to the Board of Directors, management, officers and employees on the Company’s disclosure requirements and practices;
- (ii) To provide guidelines and policies to disseminate corporate information;
- (iii) To ensure compliance with all applicable legal and regulatory requirements on disclosure of material information; and
- (iv) To build good investor relations with the investing public that inspires trust and confidence.

3. APPLICATION OF THE POLICY

This Policy applies to all directors, officers, employees, consultants and contractors of the Company and its subsidiaries.

4. COMMUNICATION OF DISCLOSURE POLICY

This Corporate Disclosure Policy will be circulated and made available to all present and new directors, officers, employees, consultants and contractors of the Company and its subsidiaries.

A revised version of this Corporate Disclosure Policy will be distributed whenever significant changes are made.

5. ADMINISTRATIVE RESPONSIBILITY

Directors should maintain the confidentiality of information entrusted to them by the Group and any other confidential information about the Group that comes to them except when disclosure is authorised by the Board or required to do so by law or regulatory body.

6. SCOPE

The Corporate Disclosure Policy of the Company sets out when disclosure is required by the Company.

6.1 Immediate Disclosure of Material Information

- (i) The Company must announce immediately any material information. (i.e. reasonably expected to have an effect on price, value or market activity of the share or investment decision making).
- (ii) The Company must announce immediately the occurrence of events prescribed under Part J of Chapter 9 of the Main Market Listing Requirements.
- (iii) The Company must announce immediately transactions which trigger the prescribed materiality threshold.

- (iv) The Company must announce its quarterly financial statements and annual reports as prescribed by Bursa Malaysia Securities Berhad (“Bursa Securities”), etc within stipulated timeframe.

6.2 Contents of Announcement or Circulars

- (i) The Company must emphasize substance over form when disclosing announcement or circulars.
- (ii) The Company aims to ensure the investing thoroughly understands the information disclosed.
- (iii) The Company must disclose the total consideration together with the basis and justification for the consideration.
- (iv) The Company must disclose the contribution to group’s net profit in a disposal transaction including the intended application of sale proceeds.
- (v) Contents in circulars must be factual, clear and not lengthy to facilitate easy understanding.

6.3 Maintaining Confidentiality of Information

- (i) The Company will withhold or delay disclosure of material information temporarily where disclosure would prejudice the ability of the Company to pursue its corporate objectives.
- (ii) If material information is being withheld, the Company must ensure that confidentiality is maintained to minimize information leakage.
- (iii) Persons involved in the confidential transactions or in possession of price sensitive information shall ensure strict confidentiality.
- (iv) If confidentiality of information is lost, the Company must undertake an enquiry to ascertain the leakage and take appropriate steps to announce to Bursa Securities.

6.4 Clarification, Confirmation or Denial of Rumours or Reports

Whenever the Company becomes aware of a rumour or report, it should ascertain whether it contains undisclosed material information or otherwise and make an appropriate announcement to Bursa Securities to deny or clarify the matter, and provide sufficient supporting information in accordance with the Listing Requirements.

The Company must not make evasive announcement that do not clarify, confirm or deny rumours or reports.

6.5 Unusual Market Activity

Where there is unusual trading activity or irregular price movement in the Company’s listed shares, the Company must, upon query from Bursa Securities, undertake immediate due enquiry to determine the cause and issue a clarifying announcement soonest possible.

6.6 Equal Access to Material Information

The Company can provide any information to journalists, analysts and fund managers as long as it does not include any undisclosed material information, especially forward looking financial projections.

The Company must immediately announce to Bursa Securities any non-public material information which has been inadvertently disclosed when responding to question from journalists, analysts or fund managers.

When conducting meetings with outside parties, the Company keeps to a minimum number of authorized spokespersons.

The Company will disseminate information through its website to the public and shareholders and to enhance its investor relations profile. The email address, name of designated person, contact numbers to enable queries be accordingly addressed.

7. OTHER DISCLOSURE

7.1 Profit Guidance

Where there is material improvement or deterioration in the Company's financial results, the Company will assess the impact and immediately provide an appropriate profit guidance statement.

7.2 Fraud/Financial Irregularity

Where there are fraud and/or financial irregularity taking place, the Company will immediately assess the material impact and immediately announce it including steps taken to address it.

7.3 Announcement by External Parties/Authorities

The Company will immediately announce to Bursa Securities any announcements made by Government ministry or agency regarding government policies which may have a material impact to the Company.

7.4 Disclosing Purpose and Utilization of a General Mandate

The Company may procure a general mandate from its shareholders at a general meeting to issue shares in accordance with section 132D of the Companies Act 1965 and the requirements under the Listing Requirements.

7.5 Quality of Financial Disclosure and Timely Disclosure

The Board is responsible for the preparation of timely and reliable financial statement and represents a true and fair view of the statement of affair of the Company.

To facilitate easy reference, the Company discloses in its annual report, financial highlight of major items for the last 5 years including disclosure in its notes to the quarterly report, a detailed analysis of the performance of all operating segments of the Group and details of major components in the statement of cash flows.

8. OBTAINING FEEDBACK

The Company has developed various channels (email, or constructive engagements) for Shareholders and major stakeholders to provide their comments and feedback in relation to Company's operational, performance, governance and strategic matters.

The Company will consider the relevant comments and feedback received in establishing its corporate strategy.

9. REVIEW

The Board will review this Corporate Disclosure Policy as and when necessary to ensure it remains consistent with the Board's objectives and responsibilities.