

Corporate Disclosure Policy

1. OBJECTIVE

- 1.1. This Corporate Disclosure Policy ("Policy") aims to:
- a) provide shareholders, investors, analysts, media representatives and other stakeholders of MST Golf Group Berhad ("Company") and its subsidiaries listed on the cover page of this Policy (collectively including the Company, "Group") with comprehensive, accurate and quality information issued by the Group on a timely and even basis;
 - b) raise awareness and provide guidance to the Company's board of directors ("Board"), management, officers and employees on the Group's disclosure requirements and practices;
 - c) ensure that the Group meets its disclosure obligations in accordance with the securities laws and regulations governing corporate disclosure and confidentiality in relation to securities listed on Bursa Malaysia Securities Berhad ("Bursa Securities");
 - d) ensure that the Group observes best practices in relation to disclosure as illustrated in the Corporate Disclosure Guide by the Bursa Securities; and
 - e) promote investor confidence in the integrity of the Group.

2. APPLICATION

- 2.1. This Policy is applicable to the conduct of directors, officers, managers and employees of the Group and to all channels (either offline or online) that the Group uses to communicate with the investing public in dissemination of material information especially price sensitive information, including but not limited to:
- a) Documents filed with the regulators, written statements in annual reports, financial statements, quarterly reports, press releases, letters / circulars to shareholders, speeches by senior management, investor presentations, email communication and information on the Group's website;
 - b) Oral statements, individual or group meetings, telephone conversations, interviews and press conferences including video conferencing with financial analysts, investors and media as well as speeches, industry conferences, and dealings with the public generally.

3. REQUIREMENTS

(Extracted from MMLR, Chapter 9, Part B: Corporate Disclosure Policy)

- 3.1. The Group must, in accordance with the requirements of the Main Market Listing Requirements of Bursa Securities ("MMLR"), disclose to the public all material information necessary for informed investing and take reasonable steps to ensure that all who invest in its securities enjoy equal access to such information.

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3.2. The Group must adhere to the following basis concerning disclosure:

- 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 activities
- f) Insider trading

4. ADMINISTRATION OF POLICY

4.1. The Board is ultimately responsible for ensuring that the Policy is implemented, and the disclosure requirements are fulfilled. The Board delegates the responsibility for overseeing and implementing the Group's disclosure controls, procedures and practices to the Disclosure Committee which consists of the Company's:

- 4.1.1. Executive Chairman ("Executive Chairman"),
- 4.1.2. Chief Executive Officer ("CEO")
- 4.1.3. Executive Director - Corporate Finance
- 4.1.4. Chief Financial Officer ("CFO").

4.2. The Disclosure Committee shall be responsible, among others, for the following:

- a) maintaining an awareness and understanding of the governing disclosure requirements and any changes thereto;
- b) ascertaining the materiality of the corporate development, transactions and other events and if so, ensuring that procedures outlined in the policy are implemented and adhered to;
- c) developing, implementing, and monitoring compliance with the policy and regularly reviewing and updating the policy from time to time to ensure adherence to the regulatory requirements.

5. DESIGNATED PERSON(S)

5.1. Designated Person(s) are the individuals responsible for communication with investment analysts, shareholders, potential investors, and the media, for initiating and overseeing presentations, conference calls and other communications with analysts and other members of the financial community and the general public and for overseeing the electronic communications aspect of this Policy.

5.2. The appointment of Designated Person(s) must be on the following basis:

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- a) A senior officer to take the overall responsibility for ensuring compliance with the disclosure obligations under the MMLR;
 - b) Alternates who can take the overall responsibilities of the Designated Person in his absence.
- 5.3. Individuals designated to be the Designated Person shall be from among the Executive Directors, CFO or the Company Secretary. As of the effective date of this Policy, the Designated Person shall be the CEO and, in his absence, the Group's Executive Chairman shall act as the alternate.
- 5.4. The Designated Person may from time-to-time designate others to speak on behalf of the Group or to respond to specific inquiries to facilitate effective communication with Bursa Securities or Securities Commission.
- 5.5. In carrying out his responsibilities, the Designated Person will seek to ensure that no undisclosed material information is made available to any select group. If, for any reason, undisclosed material information is disclosed to analysts, investors, the media or others, the CEO and the Executive Chairman should be immediately notified.
- 5.6. The Designated Person shall not disclose material information that is not publicly available and shall, from time to time respond to specific inquiries from the investment community and media within the prescribed guidelines of the Policy and regulatory requirements.
- 5.7. Inquiries received by any employee within the Group relating to material information which is not publicly available shall be brought to the attention of the CFO or the Company Secretary who shall then channel the inquiry to the Designated Person to respond in accordance with the Policy.
- 5.8. Advice / clarification shall be sought by any employee from the Designated Person on the appropriateness of supply of any information to an outside party if in doubt.

6. MAINTAINING CONFIDENTIALITY

- 6.1. Any employee privy to confidential corporate information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business or required by law or authorised by the Disclosure Committee. Efforts will be made to limit access to such confidential information to only those who "need to know" the information. Outside party's privy to undisclosed material information concerning the Group will be told that they must not divulge such information to anyone else. Management shall ensure that such outside parties confirm their commitment to non-disclosure under a written confidentiality agreement.
- 6.2. For prevention of misuse or inadvertent disclosure of material information, the following general procedures should be observed at all times:
- a) Security
Documents and files containing confidential information should be kept in a safe place or within the Group's secured IT system, with access restricted to individuals who "need to know" in the necessary course of their work.

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b) No discussion in public places

Confidential matters should not be discussed in places where the discussion may be overheard, including but not limited to, elevators, hallways, restaurants, bars, restrooms, airplanes or taxis.

If confidential matters must, of necessity or urgency, be discussed on wireless devices in public places, caution should be exercised by the participants. In such cases, the identity of any relevant party should be cryptic or in code.

c) Exercise caution when reading confidential documents in public places

One should exercise caution when reading confidential documents in smart phones or other personal digital assistant devices in public places.

d) Accompanying visitors

Visitors should be accompanied by personnel of the Group to ensure that they are not left alone in offices or sites containing confidential information.

e) Non-participation in social media on matters relating to the Group

To mitigate the risk of inadvertently disclosing or publishing material and non-public information, employees are strictly prohibited from participating in internet blogs, chat rooms, similar social media forums (such as Twitter, LinkedIn, Instagram or Facebook) or newsgroup discussions on matters pertaining to the Group's business and affairs or its listed securities unless authorised to do so by a Designated Person.

7. DISCLOSURE CONTROLS OF PROCEDURES

7.1. Material Information Release Guidelines

7.1.1. Guided by the MMLR, material information is generally considered to be any information relating to the business, operations and financial performance of the Company that results in, or would reasonably be expected to result in a significant change in:

- a) The market price, value or market activity 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.

7.1.2. For general guidance, the following are some **examples of events** which **may** require immediate disclosure to Bursa Securities by the Group (non-exhaustive):

- 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
- h) resolution methods and any material development arising from such proceedings;
- i) the purchase or sale of an asset;
- j) a change in capital investment plans;
- k) the occurrence of a labour dispute or disputes with sub-contractors or suppliers;
- l) the making of a tender offer for another corporation's securities;
- m) a change in general business direction;
- n) a change of intellectual property rights;
- o) the entry into a memorandum of understanding; and
- p) the entry into any call or put option or financial futures contract.

7.2. **Basic Disclosure Principles**

7.2.1. In complying with the requirement to disclose all material information under applicable laws and the MMLR in a timely manner, the Group, its personnel and its officers shall adhere to the following basic disclosure principles:

a) Immediate announcement to Bursa Securities

Subject to the terms of this Policy, material information will be announced immediately to Bursa Securities first and made available at the Group's website.

b) Consistent approach to materiality

The Group would endeavor to take a consistent approach to materiality.

c) Material information to be temporarily kept confidential if detrimental to the interest of the Group

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Material information may be kept confidential temporarily if the immediate release of the information would be unduly detrimental to the interests of the Group. In such cases, the information will be kept confidential until the Disclosure Committee determines it is appropriate to publicly disclose or that the Group has a legal obligation to do so.

d) Factual and non-speculative disclosure

Disclosure must be factual and non-speculative and must include any information the omission of which would make the rest of the disclosure misleading.

e) Prompt disclosure of unfavourable material information

Unfavourable material information must be disclosed promptly and completely, consistent to favourable information.

f) Inadvertent disclosures to be disclosed immediately via announcements

If previously undisclosed material information has been inadvertently disclosed, such information must be broadly disclosed immediately via announcements. In certain circumstances, applicable securities laws allow for selective disclosure where doing so is in the necessary course of business.

g) Immediate correction of material error in disclosure

Disclosure must be corrected immediately if the Group subsequently learns that an earlier disclosure by the Group contained a material error at the time it was originally distributed.

h) Rumours and reports

The Group does not comment on rumours unless there is a significant reaction in the market for the Group's listed securities. The Designated Person(s) will respond consistently to all verbal rumours, saying, "It is our policy not to comment on market rumours or speculation". However, should rumours be published in the printed form and relate to specific material information, the Disclosure Committee shall consider the matter and undertake due enquiry before deciding on the form of statement to be made regarding the rumour.

i) No informal meetings or "off the record" comments

The Group shall not conduct any "informal meetings" or make any "off the record" comments.

j) Equal access to material information

All investors must have equal access to material information. Selective disclosure is not allowed.

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7.3. **Public Disclosure Materials**

- 7.3.1. Announcements to Bursa Securities and where applicable, press releases, responses to public queries or media interviews ("Public Disclosure Materials") must contain sufficient detail in plain language to enable investors and media personnel to understand the true substance, importance and relevance of the information so that investors and other important stakeholders may make informed investment decisions. Once the Disclosure Committee determines that a development is material and must be disclosed, the issuance of an announcement will be authorised. In addition to an announcement made pursuant to the requirements of the MMLR, a press release may also be issued.
- 7.3.2. The Public Disclosure Materials must:
- a) be circulated for input to the Disclosure Committee and/or other individuals as may be designated by the Disclosure Committee;
 - b) approved by the Disclosure Committee;
 - c) be checked for content keeping in mind confidentiality and/or approval obligations contained in partnership and joint venture agreements;
 - d) be issued in accordance with the MMLR (where applicable to the Group); and
 - e) for press releases, including the name and contact numbers (phone, e-mail and fax) of at least one Designated Person.
- 7.3.3. All announcements made to Bursa Securities are available on the Bursa Securities' website at www.bursamalaysia.com. The Group will endeavour to post all major public announcements immediately upon issuance on the Group's website at www.mstgolf.com. The announcement and if applicable, the press release page of the website shall include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent news releases.

7.4. **Misrepresentation**

- 7.4.1. The Disclosure Committee should be promptly notified if any person, to whom this Policy applies, becomes aware that:
- a) any information publicly disclosed by the Group contained or may have contained a misrepresentation; or
 - b) there has been or may have been a failure to make timely disclosure of material information.
- 7.4.2. The Disclosure Committee, after conducting a reasonable investigation of the information, shall endeavour to ensure that the material information, or correction thereof, as the case may be, is promptly disclosed in accordance with applicable laws and the MMLR.

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7.5. **Reports, Statements or Opinions by Experts**

- 7.5.1. Prior to any public statement or disclosure or a filing with a securities regulatory authority by the Group or by a person on behalf of the Group that includes summaries or quotes from a report, statement or opinion made by an "expert" (as defined in the MMLR) and unless the Disclosure Committee determines otherwise, the Group shall obtain the written consent of such expert to such statement, disclosure or filing (which has not been withdrawn in writing by the expert prior to the Group's disclosure or filing).
- 7.5.2. Adequate measures should be taken to determine that the Group or the relevant person does not know and has no reasonable grounds to believe that there is a misrepresentation in the applicable statement, disclosure or filing made on the authority of the expert and that the statement, disclosure or filing fairly represents the report, statement or opinion made by the expert.

7.6. **Insider and Employee Trading**

7.6.1. Application

- a) Under Section 188(1) of the Capital Market & Services Act 2007 ("CMSA"), a person is an "insider" if that person:
 - (i) possesses information that is not generally available which on becoming generally available a reasonable person would expect it to have a material effect on the price or the value of the securities; and
 - (ii) knows or reasonably ought to know that the information is generally not available.
- b) In addition, Section 188(2) of CMSA states that an insider shall not, whether as principal or agent, in respect of any securities to which information in subsection 188(1) relates:
 - (i) acquire or dispose of, or enter into an agreement for or with a view to the acquisition or disposal of such securities; or
 - (i) procure, directly or indirectly, an acquisition or disposal of, or the entering into an agreement for or with a view to the acquisition or disposal of such securities.
- c) Based on the above definitions, these persons would include but are not limited to the following:
 - (i) Directors and officers of the Group;
 - (ii) Employees;
 - (iii) Persons who provide business or professional services to the Group; and
 - (iv) Any other person or company informed about undisclosed material information about the Group by any of the above parties.

- d) As such, the persons stated above with insider knowledge of undisclosed material information, is prohibited from trading in the Company's securities until after the information has been publicly disclosed.

7.6.2. Trading Restrictions

It is prohibited for anyone with knowledge of material information affecting the Group which has not been publicly disclosed, to purchase or sell securities of the Company. Except in the necessary course of business, it is also illegal for anyone to inform or tip any other person of material non-public information. Questions as to whether information is material, potentially material or whether such information has previously been disclosed in accordance with this Disclosure Policy should be directed to the Group's Chief Financial Officer ("CFO") or Company Secretary, who may escalate the consultation to the Disclosure Committee.

7.6.3. Blackout Periods

- a) The Group subscribes to the "Blackout Period" (also known as "Closed Period") as stated in the MMLR, defined as a period commencing 30 calendar days before the targeted date of announcement up to the date of the announcement of the Company's quarterly results to Bursa Securities.
- b) During Blackout Periods, all Designated Person(s) are prohibited from commenting on current period earnings estimates and financial assumptions, other than to cite or refer to existing public guidance. Communications must be limited to commenting on publicly available or non-material information.
- c) All Designated Person(s) must also avoid initiating meetings (in person or by phone) with investment analysts, security holders, potential investors and the media on items significant to investors, other than responding to unsolicited inquiries concerning factual information.
- d) The Group does not, however, have to stop all communications with analysts or investors during this period and may, for example, participate in investment meetings and conferences organised by other parties, as long as material information which has not been publicly disclosed, is not selectively disclosed.

7.6.4. Forward-Looking Information

- a) From time to time, the Group may convey its future direction to the public in order to assist the market to accurately value the Company's securities. The Group shall only discuss general trends, events, commitments and uncertainties that are reasonably expected based on historical and currently known data.
- b) Documents containing forward-looking information will be accompanied by a "Cautionary Statement" which cautions the reader on the risks and uncertainties that could cause actual results and developments to differ materially from those envisaged in the forward-looking information. It includes a statement to disclaim the Group's intention or obligation to update the forward-looking information, whether as a result of new information, future events or otherwise.

8. INVESTMENT COMMUNITY

8.1. Analysts, Investors and the Media

- 8.1.1. Designated Person(s) may meet with analysts, Institutional Investors, media and other market professionals on an individual or small group basis as needed and will initiate contacts or respond to their calls in a timely, consistent and accurate fashion in accordance with this Policy.
- 8.1.2. If during such meetings or responses to the calls, there is inadvertent selective disclosure of previously undisclosed material information, the Group will immediately disclose such information via Public Disclosure Materials.

8.2. Investor & Industry Conferences

- 8.2.1. Copies of presentations made during investor and industry conferences will be made available on the Group's website within one (1) week after the conference or when material information in the presentation becomes superseded by a more recent event.

8.3. Analysts Reports

- 8.3.1. Analysts may from time to time request the Group to review draft analysts' reports and only Designated Person(s) will comment on such reports. Comments will be limited to identifying publicly disclosed factual information that could affect the analyst's model and to pointing out inaccuracies or omissions with reference to the publicly available information. The Group will not attempt to influence an analyst's conclusions.
- 8.3.2. The Group will not externally distribute analyst's research reports but, if requested, will advise which analysts follow the Group, accompanied by an appropriate disclaimer that the view expressed in any reports, including all forward-looking information, are the views of the analysts and not of the Group.

8.4. Review of presentations and hand-out materials

- 8.4.1. The Investor Relations personnel (if no such personnel were specifically appointed, this this would be the Executive Director – Corporate Finance or the CFO) should provide an advance copy of all presentation materials to the Disclosure Committee who will review the presentation material, handouts and speaking notes for accuracy and consistency with other public disclosures. The Disclosure Committee will confirm with the Investor Relations personnel whether the contents or remarks are acceptable from a disclosure perspective.

8.5. Corporate Website

- 8.5.1. All the Group's publicly disclosed material information and presentations to analysts and conferences will be made available through the corporate website for a reasonable period of time. The Groups' Marketing and Communication Department, responsible for branding and marketing, is responsible to ensure that the Group's website is kept up-to-date with the Group's latest disclosures.

9. DISCLOSURE RECORD

- 9.1. The Groups' Marketing and Communication Department will maintain a file containing all public information about the Group (other than information that is already electronically filed with Bursa Securities), including all press releases, analysts' reports commented on, transcripts or tape recordings of conference calls, investor presentations, executive speeches, and as much as practicable, significant media articles on the Group.

10. ANNUAL POLICY REVIEW

- 10.1. The Disclosure Committee will review this Policy periodically and recommend updates to the Board, if necessary. Any material changes proposed to this Policy will be subject to the Board's approval.

11. ENFORCEMENT

- 11.1. Any employee who violates this Policy may be cautioned or face disciplinary action up to and including termination of his or her employment with the Group. If it appears that the employee may have also violated certain securities laws, the Group may refer the matter to the appropriate regulatory authorities for further investigations.
- 11.2. If any of The Groups' personnel have any doubts as to their responsibilities under this Policy, they should seek clarification and guidance from the Disclosure Committee.

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