

ARTRONIQ BERHAD

CORPORATE DISCLOSURE POLICY



ARTRONIQ BERHAD
(Company No: 591077-X)

ORIGNATION

Internal Review Date	Name	Designation	Signature	Date

REVISION HISTORY

Revision Code	Revision Description	Person in Charge	Effective Date

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ABBREVIATIONS

AC	-	Audit Committee
ARTRONIQ/ the Company	-	Artroniq Berhad
ARTRONIQ Group/ the Group	-	ARTRONIQ and its subsidiary companies
ARTRONIQ Employees	-	Includes employees of ARTRONIQ Group who can be employed on permanent, probationary, contract, temporary, internship or industrial training
BOD	-	Board of Directors
ED	-	Executive Directors
Group CEO	-	Group Chief Executive Officer
Group CFO	-	Group Chief Financial Officer
Group Management	-	Executive Directors and Management of ARTRONIQ
HRD	-	Human Resource Department
HOD	-	Head of Department
PIC	-	Person-In-Charge
The Management	-	Management of ARTRONIQ
The Policy/ This Policy	-	Corporate Disclosure Policy of ARTRONIQ

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1. Introduction

ARTRONIQ is committed to upholding high standards of transparency and promotion of investor confidence through the provision of comprehensive, relevant and quality information on a timely basis.

In adopting this policy, ARTRONIQ has taken into account the recommendations contained in the MCCG 2021, the disclosure obligations contained in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Corporate Disclosure Guide issued by Bursa Securities in September 2011.

2. Rationale and Objectives

The primary objectives of ARTRONIQ's Corporate Disclosure Policy are:

- To promote and elevate standards of disclosure through the provision of timely, transparent, comprehensive, relevant and quality information;
- To promote investor confidence and to demonstrate corporate integrity;
- To ensure the veracity of information disseminated through the exercise of due diligence in ensuring information disclosed are factual, relevant, timely and comprehensive;
- To enhance business relations with key stakeholders and to build trust and confidence; and
- To ensure effective corporate disclosure procedures are in place so as to ensure the management of key corporate information are adequately safeguarded and its disclosures made are consistent, reliable, accurate and relevant for the relevant stakeholders.

3. Disclosure Structure and Responsibility

In meeting the above-mentioned objectives, ARTRONIQ has adopted the following disclosure protocols as well as policies and procedures:

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3. Disclosure Structure and Responsibility (Contd.)

3.1 Corporate Disclosure Policies and Procedures ("CDPP") (Contd.)

ARTRONIQ 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 are to be handled by designated spokesperson as outlined under 3.2 overleaf.
- Various forms of communication channels authorized for use are set out in 3.4 overleaf.
- Material information is defined as any information about the Company and its subsidiary companies which is reasonably expected to have a material effect on the price, value or market activity of the Company's securities or on the decision of a holder of securities or an investor in determining the choice of action. The Company is expected to disclose all material information necessary for informed investing and to take reasonable steps to ensure that all who invest in its securities enjoy equal access to such information.
- Material information that is governed by this Policy includes, but are not limited to the following:
 - Disclosure documents filed with regulators and written statements made in the Company's annual and quarterly reports;
 - Financial and non-financial disclosures;
 - Press releases;
 - Formal responses to shareholders;
 - Information contained on the Company's website and other electronic communications;
 - Presentations by senior management;
 - Oral statements made in group meetings, individual meetings and telephone conversations with members of the investing community (which includes analysts, investors, investment dealers, brokers, investment advisers and investment managers) or with employees;
 - Information provided during interviews with media and public speeches;
 - Information provided during public forum such as industry and investor conferences, news conferences, etc; and
 - Any other direct and specific communication with the general public involving material information.
- All disclosure of information should be made with reference to the Limits of Authority that has been approved by the Board of ARTRONIQ.

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3. Disclosure Structure and Responsibility (Contd.)

3.2 Designated Spokesperson:

- i) Chairman of the Board
- ii) Group CEO
- iii) Executive Director
- iv) In the absence of (i) to (iii), the Senior Independent Director

3.3 Responsibility Designated Spokesperson

- Ensure proper dissemination of relevant information in accordance with the disclosure obligations under the ACE Market Listing Requirements;
- Coordinate, oversee and communicate material information to relevant stakeholders in accordance with the ACE Market Listing Requirements;
- Ensure appropriate security measures are in place to maintain integrity of information disseminated.
- Non-disclosure of material information that has not been previously made public without the approval of the Board. He/she may, from time to time, respond to specific inquiries from the investment community or media.

3.4 Disclosure and Dissemination Channels

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

- Electronic facilities and medium provided by Bursa Securities;
- Press releases;
- Corporate website;
- General meetings;
- Road shows;
- Corporate exhibitions;
- Analyst briefings,
- Media interviews or events, and
- Company events.

For avoidance of doubt, ARTRONIQ must not release any material information to the media or any other party even on an embargoed basis until the Company has given such material information to the Exchange.

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4. Document Management

ARTRONIQ has in place a structured and streamlined document management system in place for each of its operating departments or entities.

These documents are securely stored and if they are material and sensitive in nature, are restricted in its circulation and are only accessible by authorised personnel.

ARTRONIQ has put in place a secured information technology system and information management processes which are supported and maintained by an in-house IT Department.

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

Access to financial information and other material price sensitive information is restricted to designated senior management personnel from the Finance & Accounts Department only. Database of the Finance & Accounts Department is not shared or is accessible by any other department or entity within the Group.

5. Restrictions, Prohibitions and Confidentiality

Only the following personnel are authorised to have access and are privileged to view sensitive and material information:

- i) members of the Board of Directors;
- ii) the Group CEO, CFO, CFO Designate, Group Financial Controller, Group Accountant, Accounts & Finance Manager and senior executives of the Finance & Accounts Department; and
- iii) personnel such as company secretaries, auditors, lawyers, consultants and advisers who are authorized by personnel listed in (i) and (ii) above due to their roles and responsibilities in assisting the Group.

Authorised personnel who upon coming into possession of such confidential information are reminded of the following:

- To keep the information strictly private and confidential;
- Personnel who are in possession of unreleased material information are not allowed to trade in the Company's shares or securities; and
- Not to disclose to any third party of such material information they come into possession with or have knowledge of.

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6. Where Confidentiality is Compromised

In the event where the confidentiality of information has been compromised, ARTRONIQ will take the appropriate steps to ratify the compromised information (or clarify the status) so as to eliminate or minimize the impact to the Group.

Confidentiality is deemed to have been compromised where such information is in the public or third-party circulation, which may be present in analyst reports, media reports or market rumours.

When ARTRONIQ becomes aware of a rumour or information leak, the Board of Directors and/or Senior Management shall determine:

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

As a general rule it is not ARTRONIQ's policy to respond or comment on any market rumours or speculations, unless evidence or elements of undisclosed material information are found. At that point of time, the Board shall determine the appropriate course of action to address the issue identified/discovered.

7. Responding to Unusual Market Activity

7.1 Unusual market activity refers to an event where there have been significant and unexplained changes in the price or trading activity or both of a particular security. In such instances, Bursa Securities may issue a written query to ascertain its cause. In such circumstances, the authorised personnel should make due inquiry with the relevant person in order to determine the cause of the unusual market activity and thereafter issue a clarifying announcement on an immediate basis, upon obtaining the relevant approval from the Board of ARTRONIQ.

7.2 In preventing the cause or activity leading to unusual market activity, ARTRONIQ imposes trading restriction on personnel with knowledge of material information on the Company which has NOT been publicly disclosed. In addition, the Company also prohibits anyone from informing or providing tips to any other person on material information that has NOT been made public. 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 authorised personnel for assessment prior to any action.

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8. Insider and Employee Trading

8.1 Anyone who has access to material information of the Company, its financial condition and its operations, is regarded as an Insider. Pursuant to Section 188 (1) of the Capital Markets and Services Act 2007 (“CMSA”), a person is an “insider” if that person:

- 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 securities; and.
- Knows or ought to reasonably know that the information is not generally available.

8.2 Material information, which is in the possession of an Insider, that has not been disclosed to the investing public can be deemed as Insider Information. Insiders may not deal in the Company’s securities while in possession of Insider Information, nor may they pass on that information to help another person’s dealing in the Company’s securities.

8.3 Prohibition of insider trading is governed by Section 188 of the CMSA and Chapter 9.14 and 9.15 of the ACE Market Listing Requirements. Under CMSA, an insider must not:

- Acquire or dispose the securities of the Company, or enter into an arrangement for or with a view to the acquire or dispose the securities of the Company, on basis of capitalising on the Material Information which is not known to the investing public; or
- Procure, directly or indirectly, an acquisition or disposal of, or the entering into an agreement for or with a view to acquire or dispose the securities of the Company, on the basis of using the Material Information which is not known to the investing public.

8.4 Based on the above definitions of an insider, such persons would include but not limited to the following:

- Directors and principal officers of the Company and its subsidiary companies;
- Employees;
- Persons who provide business or professional services to the Group; and
- Any other person or company that has knowledge about undisclosed material information on the Company or the Group, which may be helped by any of the above parties.

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8. Insider and Employee Trading (Contd.)

As such, personnel who possess undisclosed material information are prohibited from dealing directly or indirectly in the Company's securities unless the information has been disclosed or made public at least one market day from the date of the announcement of material information.

9. Basic Disclosure Principles

In complying with the relevant requirements to disclose material information on a timely basis and pursuant to the applicable laws and ACE Market Listing Requirements, officers and personnel of ARTRONIQ Group should adhere to the following basic disclosure principles:

9.1 Immediate Announcement

Material information that meets the requirement for immediate announcement to Bursa Securities should be disclosed to Bursa Securities first (upon obtaining the relevant approvals) before making it available on any of the Group's information dissemination platforms.

9.2 Prompt and Consistent Disclosure

Disclosure of material information should be conducted in a prompt and consistent basis irrespective of whether the information disclosed is favourable or otherwise. References should be made to the Limits of Authority of ARTRONIQ that has been approved by the Board of Directors.

9.3 Disclosure of Facts and Non-Speculative

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

9.4 Equal Access to Material Information

All investors should have equal access to material information. Disclosure of information should not favour any particular stakeholder.

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9. Basic Disclosure Principles (Contd.)

9.5 Consistent Approach to Materiality

The Company would endeavour to take a consistent approach to materiality. Due care shall be exercised by personnel involved and responsible for the preparation of material information for disclosure.

9.6 Immediate Correction of Material Error

Disclosure should be corrected immediately if the Company learns that an earlier disclosure by the Company contains a material error at the time it is originally disseminated.

9.7 Withholding of Material Information if Detrimental to the Interest of the Company

According to Chapter 9.05 of the ACE Market Listing Requirements, the Company may, in exceptional circumstances, temporarily refrain from publicly disclosing material information if the immediate release of the information would be detrimental to the interests of the Company or the Group, 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. In such cases, the information will be kept confidential until the Board determines it is appropriate to publicly disclose or that the Company has a legal obligation to do so.

10. Procedures for Disclosure

10.1 When the Company wishes to make a disclosure or to release material information pursuant to its disclosure obligations under the ACE Market Listing Requirements, the Designated Spokesperson should consider if such information is material and must be disclosed and how such material information is to be disclosed in accordance with applicable laws and regulations. The Designated Spokesperson should review the content of any drafts or documents disclosing such information and then propose the final form and contents for disclosure for the Board's approval.

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10. Procedures for Disclosure (Contd.)

- 10.2 Whenever the Designated Spokesperson determines that a development is material and the corresponding information must be disclosed, the issuance of any disclosure will require the Board's approval prior to its disclosure. In addition to the disclosure made pursuant to the requirements of the ACE Market Listing Requirements, the Company may provide such information on other platforms or channels after fulfilling its disclosure obligations.
- 10.3 Any material information identified for disclosure must:
- be circulated to the Designated Spokesperson and/or other individuals as may be designated by the Designated Spokesperson for review;
 - be approved by the Board, the Group CEO, the CFO or any other personnel appointed by the Board;
 - be checked for its content in view of the Company's confidentiality obligations;
 - be issued in accordance with ACE Market Listing Requirements (where applicable to the Company); and
 - include the name and contact numbers (phone, e-mail and fax) of at least one of the Company's Designated Spokesperson or any other personnel who has been designated by the Board to communicate with regulators, stakeholders, investment community and/or the news media.
- 10.4 The disclosure material must contain sufficient details in plain language so as to enable investors and media personnel to understand the contents of the information provided so that investors and other stakeholders may make informed investment decisions. The Board shall be kept fully informed of developments within the Group that could potentially impact the disclosure process of ARTRONIQ.
- 10.5 The release or disclosure of material information to Bursa Securities in accordance with the applicable securities laws and the ACE Market Listing Requirements will be managed by the Company Secretary.
- 10.6 The CFO will review and verify the accuracy of all financial information contained in any disclosure made by the Company so as to ensure that financial information is appropriately presented in accordance with the prevailing accounting standards and disclosure requirements. All public announcements or disclosures to Bursa Securities would require approval of the Board, the Group CEO or any personnel appointed/designated by the Board prior to its release.
- 10.7 All announcements made to Bursa Securities would then be required to be made available on the Company's website.

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10. Procedures for Disclosure (Contd.)

10.8 A crisis is regarded as any event, of either an operational or financial nature, which may materially and negatively affect ARTRONIQ or the Group, or its financial condition, or have a material adverse effect on the price of ARTRONIQ's securities. Under the conditions of a crisis, all communications and disclosure of information will be guided by the Group CEO, the Designated Spokesperson or the Group CFO in addition to the principles stated in this Policy.

11. Anti-Corruption

This corporate disclosure policy has been developed with reference to the Group's policies on anti-corruption as well as whistle blowing, and it serves to prevent any unauthorised use of sensitive and material information for the purposes of private gain.

This Policy also seeks to create awareness on discerning and differentiating the authenticity and validity of information disseminated, communicated or circulated in view of the Group's interest and position.

12. Coverage

This Policy applies to all personnel associated with the Group, including employees, customers, suppliers, agents, contractors, consultants, shareholders, partners, etc.

- END OF POLICY -