

	<b>CRITICAL HOLDINGS BERHAD</b> <b>CORPORATE POLICY</b> <small>This document is strictly PRIVATE &amp; CONFIDENTIAL</small>	Doc. Ref. : CHB-CP-CA-021 Rev. No. : 2 Page No. : 1 of 9
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## **INVESTOR RELATIONS POLICY**

### **1. Objective**

- 1.1. Critical Holdings Berhad (“**CHB**” or “**Company**”) and its subsidiaries (“**CHB Group**” or “**Group**”) is committed to ensure that information which may have a material effect on the price or value of the Company’s securities is communicated to shareholders, investors and public timely, factual and accurately and broadly disseminated in accordance with all applicable legal and regulatory requirements.
- 1.2. To ensure that all who invest in the securities enjoy equal access to such information and to enable them to make informed decisions.

### **2. Scope and Purpose**

- 2.1. The purpose of the policy is to establish guidelines for CHB Group concerning all method of communication with the public, including disclosures in documents filed with securities regulators, written statements made in the Company’s annual and quarterly reports, circulars to shareholders, new releases, presentations by senior management and information contained on the Company’s website, through social media and other electronic communications. It extends to oral statements made in meetings and telephone conversations with outside parties, including investors, investment analysts, interviews with the media as well as speeches, press conferences and conference calls.
- 2.2. This Policy does not apply to communication in the ordinary course of business of the Company and its subsidiaries not involving material information,
- 2.3. This policy applies to all CHB’s employees, authorised spokespersons and spokespersons designated by the authorised spokespersons.

### **3. Authorised Spokespersons**

- 3.1. The Company designates a limited number of spokespersons (“Authorised Spokespersons”) responsible for communication with the investment community, regulators or the media.
- 3.2. All employees other than the Authorised Spokesperson must not respond under any circumstances to any enquiries from the investment community, the media or others, unless authority is given by the Authorised Spokesperson.
- 3.3. Any Authorised Spokespersons may designate others within the Company to speak on behalf of the Company or to respond to specific enquiries.
- 3.4. The Board of Directors (“**Board**”) is ultimately responsible to ensure that this Policy is implemented effectively and disclosure requirements are fulfilled.
- 3.5. The Board has delegated the following personnel for the implementation of this Policy:

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- 3.5.1. Chief Executive Officer (“CEO”)/ Chief Operating Officer (“COO”)
- 3.5.2. Chief Financial Officer/ Financial Controller (“CFO/FC”)
- 3.6. The following persons are authorised to communicate with the investment community, regulators or the media:
  - 3.6.1. Chairman of the Board of Directors (“Chairman”)
  - 3.6.2. CEO/ COO
  - 3.6.3. CFO/FC
  - 3.6.4. Company Secretary
  - 3.6.5. Such other persons as instructed and authorised to communicate with the investment community, regulators or the media by one of the abovementioned persons on specific matters.
- 3.7. Authorised spokespersons’ must not provide any material price sensitive information that has not already been announced to the market nor make comment on anything that may have a material effect on the price or value of the Company’s securities.
- 3.8. No guidance on actual or forecast financial performance will be provided to any external party that has not already been provided to the market generally.
- 3.9. Investors should not rely on statement made by unauthorised personnel other than the above-mentioned persons.

#### **4. Company General Announcement and Financial Reporting**

- 4.1. All Company Announcements lodged with Bursa Securities in accordance with Main Market Listing Requirements (“MMLR”) are made available on the Company’s website immediately after they have been released by Bursa Securities.
- 4.2. Annual audited and interim financial reports will be made available on the Company’s website immediately after they have been released by Bursa Securities.

#### **5. Closed Period**

- 5.1. The Company would be in a Closed Period:
  - starting 30 days before the release of the quarterly financial results to Bursa Securities; and
- 5.2. Starting 7 days before the release of the annual audited financial results to Bursa Securities. During this period, the Company will typically not take part in analyst, shareholder or investor phone conversations or meetings or conferences to comment on or discuss any matters related to financial results or expectation concerning the Company. However, general investors interaction during this time will be limited to discussions on historic, non-price sensitivities queries, publicly available information or information which has been announced to the Bursa Securities.

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5.3. Any proposal to deviate from this policy must be subject to the approval in advance from the Executive Directors and, if any briefings or meetings are held during a Closed Period, there must be no discussion or provision of financial or other information in breach of the Company's continuous disclosure obligation.

## **6. Meeting with Investors and Stockbroking Analysts**

6.1. The Company recognises that meetings with analysts, institutional investors and other market professionals are an important element of the Company's investor relation program. The Company will organise meetings and/or site visit or respond to their calls from time to time with interested investors and analysts in both large and small groups and individually as needed. At such meetings and/or site visit or telephone calls, the Company's general condition will be discussed, no information will be provided which may have a material effect on the price or value of the Company's securities unless it has already been announced to the Bursa Securities.

6.2. When asked to review analyst earnings models and report, the Company limits its comments to correcting factual historical information and drawing attention to public available information.

## **7. Roadshows and Conferences**

7.1. Roadshows to the local and international financial institutions are arranged periodically to meet shareholders and investors. The Company may also participate in conference calls, roadshows and industry conferences hosted by stockbrokers and investment banks to solicit and understand the views of the investment community. The Company will endeavor to meet requests from brokers/banks as schedule permits.

## **8. Electronic Communication with Shareholders**

8.1. One of the Company's key communication tools is its website located at <https://critical-eng.com>. Important information about the Company can be found under the Investor Relations section on its website. The Company seeks to:

8.1.1. provide a comprehensive and up to date website which include copies of all material information lodged with the Bursa Securities, including announcements and financial information, press release as well as other Company information;

8.1.2. place the Company's Constitution, Board Charters, Board Committee Term of Reference and core corporate governance policies on website; and

8.1.3. place full text notices of meeting, and accompanying explanatory notes on website.

8.2. The website also provides a facility for shareholders to direct enquiries to the Company.

8.3. Bursa Securities Communications – The Company has nominated the Company Secretary as the person with the primary responsibility for all communication with the Bursa Securities in relation to AMLR matters. The Company Secretary is responsible for:

8.3.1. Liaising with the Bursa Securities in relation to continuous disclosure issues;

8.3.2. The lodging of announcements with the Bursa Securities in relation to continuous disclosure matters;

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- 8.3.3. Developing template of Bursa Securities announcements and trading halts requests;
- 8.3.4. Ensuring senior management are aware of the Company's disclosure procedures and the principles underlying continuous disclosure;
- 8.3.5. Maintaining an accurate record of all announcements sent to the Bursa Securities and all correspondence with relevant authorities in relation to the Company's continuous disclosure obligations.

## **9. Response to Rumors or Reports**

- 9.1. The Company does not respond to market rumors or speculation. Clarifications will however be made promptly through announcements via Bursa Securities web in the event that material information is deemed to have been leaked or where there is unusual market activities that could be attributable to such rumors or market speculations.
- 9.2. The Company also does not comment, affirmatively or negatively, on rumors on the internet, including social networking sites.
- 9.3. Whenever the Company becomes aware of any rumor or report, true or false, that contains material information, the Company must make due enquiry and immediately publicly clarify, confirm or deny the rumor or report. The Company will publicly clarify any rumor 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. The Company will respond to a rumor or report by making an immediate announcement to the Exchange as follows:
  - 9.3.1. if the rumor or report contains erroneous material information, a denial or clarification of the rumor or report together with facts sufficient to support the denial or to clarify any misleading aspects of the rumor or report. The Company will also take reasonable effort to bring the announcement to the attention of the party that initially distributed the erroneous rumor or report;
  - 9.3.2. if the rumor or report contains material information that is correct, a confirmation of the rumor or report together with the facts of the matter and an indication of the state of negotiations or of corporate plans in the rumored area. Such announcements are essential even if the matter has yet to be presented to the Company's Board of Directors for consideration; or
  - 9.3.3. if the Bursa Securities request that the Company make a definitive statement in response to a market rumor that is causing significant volatility in the stock.
- 9.4. In the case of a rumor 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 will act as follows:
  - 9.4.1. respond promptly to the supposedly factual elements of the rumor or report; and
  - 9.4.2. 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.

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## 10. Response to Unusual Market Activity

- 10.1. 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 has recently been publicly disclosed, has not been publicly disclosed (in which case the unusual market activity may signify that a "leak" has occurred) or is the subject matter of a rumor or report.
- 10.2. If the Company determines that the unusual market activity results from material information that has already been publicly disclosed pursuant to these Requirements, the Company is generally not required to make further announcement. However, if the unusual market activity indicates that such information may have been misinterpreted, the Company must issue a clarifying announcement to the Exchange.
- 10.3. If the unusual market activity results from a "leak" of previously undisclosed information, the Company must publicly disclose the information in question in accordance with the stipulated requirements in this policy.
- 10.4. If the unusual market activity results from a rumor or report, the Company must comply with the paragraph on response to rumors and reports as stated in this policy.
- 10.5. If the cause of the unusual market activity cannot be determined, the Company must announce that there have been no undisclosed developments which would account for the unusual market activity.

## 11. Immediate Disclosure of Material Information

- 11.1. The Company must make immediate public disclosure of any material information, except as set out in item 11.2. below. Information is considered material, if it is reasonably expected to have a material effect on:
  - 11.1.1. the price, value or market activity of any of the Company's securities; or
  - 11.1.2. 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:
  - 11.1.3. concerns the Company's assets and liabilities, business, financial condition or prospects;
  - 11.1.4. relates to dealings with employees, suppliers, customers and others;
  - 11.1.5. relates to any event affecting the present or potential dilution of the rights or interests of the Company's securities; or
  - 11.1.6. relates to any event materially affecting the size of the public holding of its securities.
- 11.2. 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

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time.

The exceptional circumstances where disclosures can be withheld are limited and constitute an infrequent exception to the normal requirement of immediate public disclosure. In cases of doubt, the presumption must always be in favor of disclosure.

The following are the exceptional circumstances where disclosure may be temporarily withheld:

- when immediate disclosure would prejudice the ability of the Company to pursue its corporate objectives;
- when the facts are in a state of flux and a more appropriate moment for disclosure is imminent; or
- where the laws prohibit the disclosure of such information.

11.3. Whenever material information is being temporarily withheld, the Company 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.

Notwithstanding item 11.2. above, 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 the Exchange.

11.4. 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 this policy, if the following circumstances occurs:

- 11.4.1. unusual market activity in the Company's securities which signifies that a "leak" of the information may have occurred;
- 11.4.2. rumors or reports concerning the information have appeared; or
- 11.4.3. where the Company learns that there are signs that insider trading may be taking place.

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

- the entry into a joint venture agreement or merger and acquisition;
- the acquisition or loss of a contract, franchise or distributorship right;
- the introduction of a new product or discovery;
- a change in management;
- the borrowing of funds (for borrowings >20% of cash and cash equivalents);
- the commencement of or the involvement in litigation and any material development arising from such litigation;
- the commencement of arbitration proceedings or proceedings involving alternative dispute resolution methods and any material development arising from such proceedings;
- the purchase or sale of an asset;
- a change in capital investment plans;
- the occurrence of a labour dispute or disputes with sub-contractors or suppliers;
- the making of a tender offer for another corporation's securities;
- a change in the general business direction;

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- a change of intellectual property rights;
- the entry into a memorandum of understanding;
- the entry into any call or put option or financial futures contract; or
- a change in the business plan of the Company that has been previously disclosed.

## **12. Insider Trading**

12.1. The Company affirms its awareness of the provisions of Section 188 of the Capital Markets and Services Act 2007 (Amended 2010) in regards to insider trading. All employees of the Group shall not trade on the basis of any material information that hasnot been disclosed to the public nor may they pass on that information to help another person deal in the Company's securities.

## **13. Through Public Dissemination**

13.1. The Company must release material information to the public in a manner designed to obtain its fullest possible public dissemination.

13.2. 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 unlesssuch information has previously been fully disclosed and disseminated to the public. If material information is inadvertently disclosed at any meetings with analysts, shareholders, journalists or others, it must be publicly disseminated as promptly as possible.

13.3. There may be limited circumstances where selective disclosure of material information is necessary, for example where the Company is undertaking a corporate exercise or to facilitate a due diligence exercise. In such circumstances, the Company must ensure that

- 13.3.1. the disclosure is restricted to only relevant persons;
- 13.3.2. the strictest confidentiality is maintained; and
- 13.3.3. the requirements in item 11.4. are complied with.

13.4. If the disclosure is made immediately before or during trading hours, the Exchange mayimpose a temporary halt or suspension in trading of the Company's securities to facilitatedissemination and evaluation of the information released.

13.5. Any public disclosure of material information must be made by an announcement first tothe Exchange or simultaneously to the Exchange, the press and newswire services. For the avoidance of doubt, the Company must not release any material information to the media even on an embargoed basis until it has given the information to the Exchange.

## **14. Unwarranted Promotional Disclosure Activity**

14.1. The Company must refrain from any form of promotional disclosure activity which maymislead investors or cause unwarranted price movement and activity in the Company's securities. Such activity includes news releases, public announcements, predictions, reports or advertisements which are not justified by actual developments concerning the Company; exaggerated;

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flamboyant; overstated; or over-zealous.

14.2. Although the distinction between legitimate public relations activities and such promotional disclosure activity depends on the facts of a particular case, the following are frequent hallmarks of promotional activity:

- a series of public announcements unrelated in volume or frequency to the materiality of actual developments concerning the Company;
- announcement of products still in the development stage with unproven commercial prospects;
- promotions and expense-paid trips, or the seeking out of meetings or interviews with analysts and financial writers, which could have the effect of unduly influencing the market activity in the Company's securities and are not justified in frequency or scope by the need to disseminate information about actual developments concerning the Company;
- press releases or other public announcements of a one-sided or unbalanced nature; and
- Company's or product advertisements which in effect promote the Company's securities.

## 15. Shareholders' Meeting

15.1. The Company recognize the importance of the rights of shareholders and will facilitate opportunities for shareholders to participate effectively in and vote at the Shareholders' Meetings. Every shareholder will have an equal opportunity to present their views and discuss such within the appropriate timeframe.

15.2. Shareholders will also be informed of the rules, including voting procedures that governed these general meetings. The minutes of these meetings will be made available to shareholders upon their request.

15.3. Shareholders' Meeting will be held at a convenient location or vicinity where the Company Headquarter is located so that shareholders can easily attend the meeting and encourage participation.

## 16. Annual Report and Corporate Governance Report

16.1. The Company submit an Annual Report and Corporate Governance Report to Bursa Securities and the shareholders at least 21 days before the Annual General Meeting either in hardcopy or softcopy.

16.2. A copy of the Annual Report will also be published on the Company's website to enable the shareholders and investment community to obtain a comprehensive overview of the Company's business strategies, market outlook, operational and financial performance. Shareholders can elect to receive the Company's Annual Report in hard copy through the mail.

16.3. The Company also publishes its Corporate Governance Report annually, which details its application of the MCGC practices in compliance with the MCGC guidelines.

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## **17. Compliance and Enforcement**

17.1. Any person who violates this Policy may face disciplinary action up to and including termination for his or her position or employment with the Company without notice. The violation of this Policy may also violate certain securities laws which could lead to penalties, fines or imprisonment.

## **18. Amendment**

18.1. This policy is subject to review and revision from time to time as circumstances warrant. Any material changes will be amended and determined by the Executive Directors to ensure the Company's effort within Investor Relations area and to ensure a continuous progress in the dialogue with the market.