



MEDA INC

**MEDA INC BERHAD**

(Company No. 507785-P)

**CORPORATE DISCLOSURE**

**POLICY**

## **1. INTRODUCTION**

Meda Inc Berhad (“the Company” or “Meda”) is obliged to provide information about itself, how it is governed, its operations, financial condition and future prospects. This information is directed to a diverse audience of shareholders, stakeholders and the public generally. The aim is to fairly and accurately represent the Company, so that investors and potential investors can make properly informed investment decisions, and others can have a balanced understanding of the Company and its objectives.

The purpose 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; and
- protect individuals from improperly disclosing sensitive information, which can lead to prosecution under applicable laws.

In formulating this Policy, the Company has taken into account the recommendations contained in the Malaysian Code on Corporate Governance, and its disclosure obligations contained in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), with which the Company is bound to comply.

## **2. TO WHOM DOES THE POLICY APPLY?**

Meda’s Board of Directors and all employees of the Company.

## **3. TO WHAT DOES THE POLICY APPLY?**

Material information concerning the Company, contained in either written or oral communications, including the following:

- Reports and documents provided to the Bursa Securities and other regulators;
- Materials and statements in the Company’s Annual Reports, quarterly reports, press releases, letters and circulars to shareholders;
- Presentations on behalf of the Company;
- Information on the Company’s website;
- Articles concerning the Company;
- Correspondence and emails;
- Verbal statements made to outside parties in meetings, briefings, press conferences, or during telephone conversations;
- Interviews with the media; and
- Speeches given on behalf of the Company.

## **4. MATERIAL INFORMATION**

Material information is any information about the Company which might reasonably be expected to have a material effect on:

- a) the market price or value of the Company’s securities, or activity in the trading of its

securities; or

- b) a decision to buy, sell or continue holding the Company's securities which is made by an existing holder of those securities, or someone considering an investment in those securities.

The Main Market Listing Requirements of Bursa Securities give comprehensive details and examples of what constitutes material information, and the Company will always comply fully with its disclosure obligations expressed in those requirements.

Materiality can be difficult to evaluate on occasion, however the Company will always lean towards an assessment of the likely effect of the information on the price of the Company's securities, rather than a determination of whether the circumstances or events are measurable, and trigger the materiality thresholds in the Bursa Securities' methods for percentage ratio calculation.

The following gives a general description of matters which would be regarded as material information. This list is not exhaustive, and is for guidance purposes only.

- Any change in shareholders which might affect control of the Company;
- Any new issue of securities by the Company, or in the terms of its existing securities;
- Any information concerning dividends;
- Any reorganisation or reconstruction of the Company;
- Material litigation and court decisions;
- Mergers, acquisitions and other major corporate developments;
- Significant Company borrowings and any ratings attached to those borrowings;
- Any event of default in respect of a material financial obligation of the Company;
- The acquisition or loss of any material contract;
- Material new products;
- Material changes in the Company's business or its strategy or investment plans;
- Other events that may be expected to have a material effect on the Company's operations, financial condition or future prospects; and
- Quarterly Reports of interim financial results, and the Company's annual audited accounts.

## **5. A DIVERSE AUDIENCE**

The audience of "shareholders, stakeholders and the public generally" is very wide. The Company recognises this to include:

- Shareholders and prospective investors;
- Analysts, fund managers and investment bankers;
- The financial press and other media;
- Government and regulators;
- Banks and creditors;
- PLCs and intermediaries;
- Business partners and service providers; and
- Other organisations and special interest groups.

## 6. THE COMMUNICATION COMMITMENTS

The Company will make every effort to ensure all material information concerning the Company is made as freely and widely available as possible. The characteristics described below will apply to all Company's communications:

- **Coherent**  
Information will be presented in a clear, factually accurate manner, avoiding ambiguity, jargon, legal and technical terms where possible.
- **Transparent**  
Material information will be released, whether it is favourable or not, in a balanced and fair manner that is not misleading.
- **Timely**  
Material information will be released as soon as it is known, unless there are exceptional, legitimate reasons to withhold, which will be no longer than absolutely necessary.
- **Consistent**  
All stakeholders will receive the same information; only formats may differ depending on audience and forum.
- **Non-selective**  
Equality of access to material information will be achieved through broad public dissemination; no stakeholder will be given undisclosed material information in any form.
- **Accurate**  
Information should be complete and accurate when released and any material errors or omissions will be immediately corrected and clarified.

## 7. THE CHAIN OF AUTHORITY AND RESPONSIBILITY

The Company has a clear structure for governance and daily management, providing a chain of authority and responsibility for Policy implementation, as shown below:

Authority	Responsibility (in relation to this Policy)
Board of Directors	Overall responsibility for Company business, approves accounts and major developments
Audit Committee	Reviews policies, compliance, accounts, audit reports, risk, internal controls

### Primary Spokespersons

Authority	Responsibility (in relation to this Policy)
Chief Executive Officer	Day-to-day management and financial responsibility, responsible for all financial reports, decides/recommends on materiality and disclosure, approves announcements and press releases
Chief Operating Officer	Responsible for the overall operations and strategy implementation
Chief Financial Officer ("CFO")	Responsible for financial controls, accounts, financial reports and office administration

Head, Business Development	Responsible for strategic planning, managing and monitoring strategic development/projects/initiatives as well as investor relation's activities
----------------------------	--

### **Secondary Spokespersons**

<b>Authority</b>	<b>Responsibility (in relation to this Policy)</b>
Head, Legal	Responsible for regulatory affairs, controls crisis communications and reviews press release
Head, Corporate Communications	External communication, media relations, press releases, investor relation's activities and website content
Company Secretary	Ensures regulatory compliance, liaison and communication with Bursa Securities, prepare announcements

Primary spokespersons may communicate with all audience constituents, providing information, data and analysis and responding to questions concerning all aspects of the Company's operations and financial condition, its future prospects and its strategies. They may also discuss matters relating to the Company's governance and management, as well as its services, and initiatives connected with the regulatory role of the Bursa Securities, the general development of the securities market and its participants. Secondary Spokespersons may only communicate with audience constituents in connection with their specific areas of responsibility within the Company, unless they are authorised to undertake broader communications by a Primary Spokesperson.

No other individuals may act as spokespersons for the Company.

## **8. CONFIDENTIAL INFORMATION AND LEAKS**

As a general rule, all information regarding the Company, its operations, financial condition and future prospects, should be regarded as material and price-sensitive, and must be treated as confidential unless it is already in the public domain.

To protect the confidentiality of information, access to information should be restricted only to those persons (employees, or third parties) who have a legitimate need for the information consistent with their duties or obligations to the Company.

In certain circumstances, the Company may provide material information to third parties, which is not in the public domain. For example, the Company's auditors, bankers, lawyers or other professional advisors may require such information to properly execute their mandates.

In these circumstances, unless there are adequate existing legal protections, the Company will require the execution of non-disclosure and confidentiality agreements by these persons to ensure protection and confidentiality of the information. Reasonable care will be taken to ensure appropriate security and protection of the information.

In the event of an information leakage, or the accidental disclosure of unpublished material information, the situation will be addressed in line with the Company's chain of authority and responsibility. If deemed necessary, the Company will make an appropriate announcement to the Exchange as soon as practicably possible, which may be followed by a press release and/or other communication modes.

## 9. ANNOUNCING MATERIAL INFORMATION

Where and when information has been determined to be material, the Company will immediately follow a step-by-step approach, as shown below:

### **Step 1:**

Approval is given for release of material information in line with the chain of authority and responsibility.

### **Step 2:**

An announcement is made to Bursa Securities.

*(Note: If the Company believes it would assist in having the news or information better understood and widely disseminated, Bursa Securities may be requested to temporarily suspend trading in the Company's securities, so that an announcement can be made during trading hours.)*

### **Step 3:**

Issue of a Company press release to major newspapers.

*(Note: Except in a limited number of minor, administrative situations, any news or information which is announced to Bursa Securities will be followed by a press release.)*

### **Step 4:**

The Company press release and announcement are posted on the Company's website.

## 10. FINANCIAL REPORTS AND THE ANNUAL GENERAL MEETING

### **a) Quarterly Reports**

Quarterly reports of interim financial results will be issued to Bursa Securities on the day of approval by the Board, in the format required by Bursa Securities.

### **b) Annual Report**

The Annual Report is managed within the Company as a special project, with CFO acting as coordinator.

The CFO and those in the Finance Department whom the CFO had delegated authority are responsible for the financial statements, notes and related information. The Senior Management and the Company Secretary (with assistance from CFO), are responsible for content and compliance. The CFO is responsible for design, layout, production and despatch.

Approval of the Annual Report follows the chain of authority and responsibility.

### **c) Annual General Meeting**

The Annual General Meeting is treated as a major Company event. The Company Secretary is responsible for shareholder management. The CFO is responsible for any presentation materials.

Notice for the meeting will be announced on Bursa Securities and in a daily newspaper, and will be in compliance with the Main Market Listing Requirements.

The content of the Annual General Meeting will concentrate on the Company's resolutions, financial performance, development, strategy, and any relevant operational matters of interest to shareholders.

The Annual General Meeting is regarded as an important forum, especially for individual shareholders. The Company believes it should provide an opportunity for shareholders to engage with the Board and senior management, and to gain a fuller understanding of the Company's affairs. As such, meetings will be conducted in a manner which permits reasonable enquiry, and the Company will endeavour to provide shareholders with all relevant information.

## **11. PRESS CONFERENCES, BRIEFINGS AND MEETINGS**

Press conferences are normally held in conjunction with the announcement of the Company's full year financial results, and the announcement of major corporate developments when required. Primary Spokespersons will conduct the press conference, with assistance from Secondary Spokespersons, where necessary.

The Company will issue invitations to as wide as possible an audience, and the press conference will normally take place at the venue of the Annual General Meeting or the Company's Head Office. Electronic and other communication means, such as simultaneous teleconference or webcast, will be employed to allow "virtual attendance" by those unable to be present in person. The actual press conference and subsequent dialogue session may also be recorded for display on the Company's website.

Corporate Communications will be responsible for media relations, event management, presentation materials and content, and liaison with investors and analysts.

From time to time, the Company may also hold briefings for the media on matters concerning new services and market developments. Corporate Communications is responsible for such briefings and the presentation materials, a copy of which will be posted on the Company's website.

Primary Spokespersons will normally handle these meetings with Corporate Communications in attendance. On all these occasions, care will be taken to ensure only information already in the public domain is discussed, and any new presentation materials prepared for these meetings will be posted on the Company's website.

## **12. REPORTS AND RUMOURS**

### **a) Analysts' reports**

Analysts writing about the Company will often contact the Company to verify factual information and to validate assumptions. It is the Company's policy to offer only verbal guidance in these situations, and to point out factual errors or assumptions which are inconsistent with previously announced information. However, the Company will not endorse any analyst's report, nor will it endeavour to influence the opinions or conclusions of the analyst.

The Company may circulate such reports internally to its Board and senior management to assist them in understanding how the market and outsiders view the Company.

**b) Rumours**

From time to time, reports or rumours about the Company may circulate. Ordinarily, the Company will not respond to such reports or rumours, unless they appear to contain material information, or may be expected to affect the price of the Company's securities or trading activity in those securities.

When a report or rumour about the Company contains material errors, the Company will issue an announcement to Bursa Securities to deny or clarify the report or rumour, and provide sufficient supporting information.

In general, the Company will take a proactive approach to the addressing of reports and rumours, so as to minimise uninformed speculation and promote an orderly market in its securities.

**13. FORWARD-LOOKING INFORMATION AND COMMENT**

To assist the investment community in evaluating the Company, a forward-looking comment may be given in the Quarterly Report. It may also be included in any subsequent press release or briefing.

The Company will not normally provide any prediction as to actual future financial results, but comment may be given on future prospects, as well as on the likelihood of meeting any publicised targets, such as key performance indicators.

Any forward-looking information or comment must be clearly qualified by a disclaimer or guidance not to rely on the data. In the case of a briefing or presentation, this will be contained in the written materials as well as being stated or highlighted verbally at the beginning of the briefing or presentation.

If the Company becomes aware of a significant variation between actual financial data and the forward-looking information previously provided, the Company will consider the significance of the variation, whether the expectations of the investment community differ materially from the Company's actual results, and whether a decision not to issue a clarifying announcement would amount to the Company misleading the market.

**14. MAJOR CORPORATE DEVELOPMENTS**

Major corporate developments, such as a merger or acquisition or the launch of new services, will always attract special attention. The Company will strictly enforce its procedures for the protection of confidentiality until such time as the development has received all requisite internal approvals. Thereafter, special attention will be paid to ensure the widest and most complete dissemination of information concerning the development, in line with the provisions of this Policy and the Main Market Listing Requirements of Bursa Securities.

## **15. CRISIS COMMUNICATIONS**

A serious and potentially damaging event, of either an operational or financial nature, which might materially and negatively affect the Company or its financial condition, or have a material adverse effect on the price of the Company's securities, is regarded as a crisis. In these situations, all communications are conducted through a team headed by the Chief Executive Officer, with assistance from Head of Legal, CFO and Company Secretary, if necessary.

## **16. INSIDERS**

Anyone who has access to material information about the Company, its financial condition and its operations, is regarded as an Insider. Material information which is in the possession of an Insider and has not been disclosed to Bursa Securities and the investing public is Inside Information.

Insiders may not deal in the Company's securities while in possession of Inside Information, nor may they pass on that information to help another person deal in the Company's securities.

Persons who are Insiders, but who are not Directors or employees of the Company, are covered by the confidentiality provisions of this Policy (Section 8).

The relevant provisions of the Capital Markets and Services Act 2007 apply to all Insiders.

## **17. THE COMPANY WEBSITE**

The Company has an internet website ([www.meda.com.my](http://www.meda.com.my)) that contains information about the Company, its services and businesses, employment opportunities and other areas of interest to the public and other parties.

The Head, Corporate Communications is generally responsible for the content, presentation and the prompt updating of all sections of the Company website. Press releases and material information documents will be posted on the Company's website as soon as possible after release by the news wire service. Non-material information will be posted on the website as soon as practical after it is available.

The website will provide for email communication with the Company, and for stakeholders to register their interest in information about the Company, so that they may be alerted of developments or breaking news.

## **18. REVISION AND UPDATES**

This Corporate Disclosure Policy was approved and adopted by the Board of Directors of Meda's effective from [date]. It is to be reviewed by the Board as required. Any intervening changes or additions can be by way of circular.

21/12/2012