

JCBNEXT BERHAD
(Company No. 641378-W)

CORPORATE DISCLOSURE AND INVESTOR RELATIONS POLICY

1. INTRODUCTION

As a public listed company, JcbNext Berhad (“JcbNext” or “Company”) aims to keep its shareholders, potential investors, analysts, stakeholders and the general public informed about JcbNext and its subsidiaries (“Group”), its management, operations, and financial performance as well as its future prospects. The objective is to provide sufficient information on a timely basis so that investors and potential investors can make informed investment decisions, and others can have a balanced understanding of the Group and its activities.

2. PURPOSE

This Policy:

- (a) Serves as a statement to JcbNext’s shareholders and other stakeholders of how it intends to keep them informed of material developments and maintain effective communications with them;
- (b) Provides a framework to govern all employees and directors with regards to the handling of material information and corporate disclosure practices; and
- (c) Provides a foundation upon which JcbNext can successfully implement its Investor Relations programme.

In formulating this Policy, the Company has taken into account the recommendations contained in the Malaysian Code on Corporate Governance 2017, and its disclosure obligations contained in the Bursa Malaysia Securities Berhad’s Main Market Listing Requirements (“Listing Requirements”).

3. SCOPE

This Policy applies to JcbNext’s Board of Directors and the Group’s employees.

This Policy covers material information contained in the following forms of communication employed by the Company to communicate with its shareholders, potential investors, analysts, stakeholders and the general public:-

- (a) Documents filed with the regulators, written statements made in the Company’s annual report, financial statements, quarterly reports, press releases, letters, circulars to shareholders, email communication and information on the Company’s website; and
- (b) Oral statements made in group and individual meetings, speeches, telephone conversations, interviews and press conferences with financial analysts, investors and media.

This Policy does not apply to communication made in the ordinary course of business of the Group not involving material information.

Custody of this Policy shall be the responsibility of the Group Financial Controller of JcbNext.

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4. GENERAL PRINCIPLES

JcbNext strives to maintain its corporate credibility and instil investor confidence in the Group by practicing a structured approach in corporate disclosure and investor relations activities. This should assist in creating a fair and orderly market for the Company's securities.

This Policy is based on the Group's commitment towards the following principles:

- Timely and accurate disclosure of financial information and material information to Bursa Malaysia Securities Berhad ("Exchange"), shareholders and other stakeholders;
- All shareholders, investors and stakeholders enjoy equal access to such information and the practice of selective disclosure is prohibited;
- Only designated spokespersons are authorised to communicate on behalf of the Group.
- The Company will proactively manage reports and rumours so as to avoid unnecessary speculation in its securities;
- Analysts and the media are given reasonable access to management to help them have informed opinions of the Group but not to influence those opinions;
- The promotion of the Group's website as an important investor relations channel;
- High standards of integrity and corporate governance; and
- Prohibition of insider dealing.

5. AUTHORISED SPOKESPERSONS

JcbNext has a well-defined structure for governance and management which provides specific authority and responsibility for Policy implementation.

The authorised spokespersons are:

- (i) Chief Executive Officer
- (ii) Chief Financial Officer

Currently, the Company's Investor Relations function is handled by the Chief Financial Officer.

The authorised spokespersons may communicate with all audience constituents, providing information, data and analysis and responding to questions concerning all aspects of the Group's operations and financial condition, its future prospects and its strategies. They may also discuss matters relating to the Group's governance and management, as well as its products and services, initiatives and general industry dynamics.

6. MATERIAL INFORMATION

Material information means any information which is reasonably expected to have a material effect on:

- (i) the price or value of the Company's securities; or
- (ii) the decision of an investor whether to trade in the Company's securities.

The Company will make immediate public disclosure of any material information and fully comply with its disclosure obligations expressed in the Listing Requirements. The Appendix at the end of this document gives some examples of material information which might require immediate disclosure.

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It is essential that the authorised spokespersons and Group Financial Controller be fully informed of all the Group's developments that could potentially impact the disclosure process. It is the responsibility of all corporate and business unit departments to keep the authorised spokespersons and Group Financial Controller fully apprised of all significant developments in the Group.

In exceptional circumstances where the Company temporarily refrains from publicly disclosing any material information, the Board of Directors and any employee with access to such information will ensure that strict confidentiality of such information is maintained. Exceptional circumstances under which disclosure of material information can be temporarily withheld are prescribed in the Listing Requirements.

Any person who has access to material information about the Group, 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 the Exchange 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. The relevant provisions of the Capital Markets and Services Act 2007 apply to all Insiders.

From time to time, the Company Secretary will advise the Directors and principal officers on the trading restrictions in the Company's securities in accordance with the provisions of the Listing Requirements.

7. CONFIDENTIAL INFORMATION

In general, all information regarding the Group, 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.

The Group may provide material information to third parties such as the Group's auditors, bankers, lawyers or other professional advisors who require such information to properly execute their mandates. In those circumstances, the Group will require the execution of non-disclosure and confidentiality agreements by these persons.

All employees are prohibited from revealing or discussing the Group's affairs including material information, on any online forums, blogs, social networks and websites.

In the event of an information leakage, or the accidental disclosure of unpublished material information, 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.

8. DISCLOSURE PROCESS

The Company will take the following steps in announcing material information:

Step 1: Approval is given for release of material information in line with the chain of authority and responsibility. The approval of the Board will be sought for the release of quarterly reports containing interim financial results.

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- Step 2:** On the same day, after market closure, an announcement is made to the Exchange. If the Company chooses to disseminate the information during trading hours, the Exchange may be requested to temporarily suspend trading in the Company's securities.
- Step 3:** Issue of a press release to all major newspapers and newswire services in Malaysia, except in cases of announcements to the Exchange for administrative situations.
- Step 4:** A briefing or presentation for investors, analysts and the media, and a press conference may be convened if the circumstances warrant it.
- Step 5:** The press release, and any new presentation materials produced for a press conference or briefing, are posted on JcbNext's website, and e-mail copies are dispatched to persons on the Company's mailing list.

9. REPORTS AND EVENTS

Quarterly Financial Reports

The Quarterly Financial Reports will be issued to the Exchange and uploaded to the Exchange's website on the day of approval by the Board, in the format required by the Exchange. Thereafter, a copy of the Quarterly Report will be posted on JcbNext's website, and a notification will be emailed to subscribers on the Company's mailing list.

Annual Report

The Annual Report will be published and distributed in printed form, and will be available on JcbNext's website. Copies of the Annual Report will be delivered to any person who notifies the Company that they would like to receive a copy.

The Annual General Meeting

Notice of the Annual General Meeting will be announced to the Exchange and in a daily newspaper, and will be in compliance with the Listing Requirements. The Annual General Meeting is an important forum that provides an opportunity for shareholders to engage with the Board and senior management, and to gain an update on the Group's affairs. The Company will endeavour to provide shareholders with all relevant information, which may include written answers delivered subsequent to the meeting. Any new presentation materials from the Annual General Meeting will be made available on JcbNext's website.

Briefings and Press Conferences

Briefings and press conferences may be held in conjunction with the announcement of the Group's full year financial results or major corporate developments. Such briefings and press conferences will be conducted by the Company's authorised spokespersons together with relevant members of senior management. The Company will issue invitations to as wide as possible an audience, and the briefing and press conference will normally take place at JcbNext's Head Office.

Meetings and Interviews with Investors, Analysts and the Media

As part of the Group's Investor Relations activities, meetings and interviews are conducted on a regular basis with investors, analysts and the media. Occasionally, the Company's authorised

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spokepersons may attend investment seminars, conferences and roadshows, locally or overseas, to meet fund managers, analysts and the investing public. On all these occasions, care will be taken to ensure only factual and non-speculative information already in the public domain are discussed. In addition, under no circumstances, will the Company confirm or attempt to influence a financial analyst's opinion or conclusion, speculate about future business plans or provide specific bottom-line financial expectations for the Group.

10. MAJOR CORPORATE DEVELOPMENTS

The Group will strictly enforce its procedures for the protection of confidentiality until such time as the development of any major corporate development, such as a merger or acquisition or the launch of a significant new business or product, has received all requisite 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 Listing Requirements.

11. ANALYSTS' REPORTS

The Company's policy is to only provide financial and operational updates when requested by analysts, and to point out factual errors or assumptions which are inconsistent with previously announced information. It will not provide any forecast, earnings guidance or influence the recommendation, opinions and conclusions of analysts.

The Company will not endorse any analyst report. In general, the Company will not circulate analyst reports externally but if requested, the Company will advise which analysts follow the Company and circulate the reports from all such analysts without any bias or preference for any particular report. The circulation of such analyst reports will be accompanied by a disclaimer that the view expressed in the reports, including all forward-looking information, are the views of the analysts and not of the Company. The Group may also circulate such reports internally to its Board and employees to assist them in understanding how the market and outsiders view JcbNext.

12. RUMOURS OR REPORTS

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

When the Company becomes aware of any rumour or report in any form whatsoever, whether true or false, that contains material information, the Company will make due enquiry and immediately publicly clarify, confirm or deny the rumour or report.

When a report or rumour about the Group contains material errors or is wrongly attributed to the Group, the Company will issue an announcement to the Exchange to deny or clarify the report or rumour, and provide sufficient supporting information.

13. FORWARD-LOOKING INFORMATION AND COMMENTS

Forward-looking information and comments may be given in the Quarterly Report and included in subsequent press releases or briefings. The Group will not normally provide any forecast of its future financial results or earnings guidance but may provide comments on its future prospects, as well as on the likelihood of meeting any publicised targets, such as key performance indicators.

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Any forward-looking information or comment will be clearly qualified by a disclaimer cautioning the reader that there are risks and uncertainties that can cause actual results to differ materially from what is indicated in the documents. If the Company detects a significant variation between actual financial data and the forward-looking information previously provided, it will, after due consideration, issue a clarifying announcement to prevent misleading the market.

JobNext will use its website as one of its primary communication channels to enhance existing modes of disseminating information. Press releases and presentation materials for briefings or meetings with investors, analysts and the media will be posted on the website.

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.

15. ADOPTION OF POLICY

This Policy was adopted by the Company's Board of Directors on 18 April 2013. It is subject to annual review after which amendments may be made and approved by the Board. This Policy will be published on the Group's website.

16. CONTACT DETAILS

The primary contact persons on any matters relating to this Policy are:

Company Secretary

Tel: +603-77201188

Fax: +603-77201111

Chief Financial Officer

Tel: +603-21760333

Fax: +603-26987200

Group Financial Controller

Tel: +603-21760333

Fax: +603-26987200

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APPENDIX

TYPES OF MATERIAL INFORMATION

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 Group;
- 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 Group;
- Material litigation and court decisions;
- Mergers, acquisitions and other major corporate developments;
- Significant Group borrowings and any ratings attached to those borrowings;
- Any event of default in respect of a material financial obligation of the Group;
- The acquisition or loss of any material contract;
- Material new products;
- Material changes in the Group's business or its strategy or investment plans;
- Other events that may be expected to have a material effect on the Group's operations, financial condition or future prospects;
- Quarterly Reports of interim financial results, and the Group's annual audited accounts.