**GDEX BERHAD**
[Registration No. 200301028159 (630579-A)]

# CORPORATE DISCLOSURE POLICY

## 1. Background

As a company listed on the Main Market of Bursa Malaysia Securities Berhad, GDEX Berhad is required to comply with the continuing disclosure obligations under the Main Market Listing Requirements, including the obligation to announce material information immediately, ensure equal access to material information, and maintain high standards of accuracy, clarity and timeliness in public disclosures.

This Policy sets out the governance, responsibilities, principles and processes to support GDEX's compliance with those obligations and to guide the handling, escalation, assessment and dissemination of corporate information that may require public disclosure. It also supports good governance practices reflected in Bursa Malaysia's corporate disclosure framework and is intended to be practical for GDEX's business, organizational structure and stakeholder engagements.

## 2. Purpose

The purpose of this Corporate Disclosure Policy ("Policy") is to ensure that GDEX Berhad ("GDEX" or the "Company"):

a) complies with the disclosure obligations under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other applicable laws and regulatory requirements;
b) ensures material information is identified, escalated, assessed and disclosed in a timely, accurate, clear and balanced manner;
c) prevents selective disclosure and safeguards the confidentiality of non-public material information;
d) promotes consistent communications with shareholders, investors, analysts, regulators, the media and other stakeholders; and
e) sets out the roles and responsibilities of the Board, management, the Disclosure Committee and designated spokespersons in relation to corporate disclosure matters.

## 3. Scope and Application

This Policy applies to all directors, key officers, officers, employees, consultants and contractors of GDEX and its subsidiaries who may possess, handle, prepare, review, approve or communicate information that may be material or otherwise relevant for public disclosure purposes.

This Policy covers written and oral disclosures, including announcements to Bursa Malaysia Securities Berhad, annual reports, quarterly reports, circulars, press releases, presentations, speeches, briefing materials, responses to regulatory queries, website disclosures, electronic communications and communications: with shareholders, investors, analysts and the media.

Where there is any inconsistency between this Policy and any applicable law, regulation or requirement of Bursa Malaysia Securities Berhad, the applicable law, regulation or requirement shall prevail.
All persons to whom this Policy applies must comply with its requirements and promptly escalate any actual or potential disclosure matter in accordance with the internal process set out in this Policy.

## 4. Governance and Accountability

The Board retains overall responsibility for the Company's disclosure standards and oversight of compliance with applicable disclosure obligations. The Board may delegate day-to-day implementation and administration of this Policy to management and the Disclosure Committee, but remains accountable for ensuring that appropriate governance, controls and reporting lines are in place.

The Managing Director/Group Chief Executive Officer ("MD/GCEO") is responsible for the overall administration of this Policy and, together with relevant members of key officers, for ensuring that potential disclosure matters are escalated promptly, assessed appropriately and acted upon in accordance with this Policy and the Main Market Listing Requirements.

(a) overseeing the Company's disclosure practices and compliance with this Policy;
(b) ensuring that relevant functions provide timely and accurate information for disclosure assessment;
(c) authorising or escalating disclosure matters to the Disclosure Committee or the Board, as appropriate; and
(d) co-ordinating responses to disclosure-related issues raised by Bursa Malaysia Securities Berhad or other regulators.

Only authorised spokespersons may communicate on behalf of GDEX on matters covered by this Policy. All employees who receive external queries relating to potentially material information, market activity, analysts, investors, regulators or the media must refer such queries promptly to an authorised spokesperson and must not respond unless specifically authorised to do so.

In carrying out their responsibilities, the Spokespersons 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 MD/Group CEO, Investor Relations Spokesperson and Chief Financial Officer ("**CFO**") should be immediately notified.

**5. Disclosure Committee**

The Company shall maintain a Disclosure Committee to support the effective implementation of this Policy. The Disclosure Committee is responsible for reviewing potential disclosure matters, assessing materiality, recommending or approving disclosure actions within its authority, monitoring compliance with this Policy and supporting the effectiveness of the Company's disclosure controls and procedures.

The composition of the Disclosure Committee shall be determined by management and approved by the Board or such authority as the Board may designate. It should include the MD/GCEO, the Chief Financial Officer, the Company Secretary, the investor relations lead where applicable, and such other key officers or officers as are relevant to GDEX's business and disclosure needs.

**6. Authorised Spokespersons**

The MD/GCEO may designate one or more authorised spokespersons for the Company. Authorised spokespersons should, where practicable, be members of the Disclosure Committee or persons specifically approved by the MD/GCEO or the Board for particular matters.

Employees other than authorised spokespersons must not respond to inquiries from shareholders, investors, analysts, the media, regulators or other external parties on disclosure matters unless specifically authorised. All such inquiries must be referred promptly to an authorised spokesperson.

Any public statement made on behalf of GDEX must be accurate, consistent with prior public disclosures and must not contain any misleading statement or omission of material fact. Any actual or suspected misstatement or inadvertent disclosure must be escalated immediately to the Disclosure Committee.

## 7. Principles of Disclosure

In complying with this Policy and the Main Market Listing Requirements, GDEX shall be guided by the following disclosure principles:

(a) material information must be announced immediately once disclosure is required;
(b) public disclosure of material information must be made first to Bursa Malaysia Securities Berhad or simultaneously with such announcement, where appropriate;
(c) disclosures must be timely factual, accurate, clear, balanced and not misleading by omission;
(d) there shall be no selective disclosure of non-public material information;
(e) due care and proper verification must be exercised before any disclosure is made;
(f) all persons covered by this Policy who become aware of information that may be material must escalate it immediately to the Disclosure Committee; and
(g) where there is doubt as to materiality, GDEX shall exercise prudent judgment and, where appropriate, err on the side of caution.

## 8. Material Information and Assessment of Materiality

For the purpose of this Policy, information is material if it is reasonably expected to have a material effect on the price, value or market activity of GDEX's securities, or on an investor's decision whether to buy, sell or hold such securities.

In assessing whether disclosure is required, GDEX shall take into account the Main Market Listing Requirements, including matters requiring an assessment of materiality and matters specifically prescribed for immediate announcement under the Listing Requirements.

There are two (2) types of material disclosure requirements under the MMLR that require immediate announcement: -

(a) where a listed issuer is required to undertake a materiality assessment of the information before making an announcement (as specified under Paragraph 9.03 and Chapter 10 of the MMLR); and
(b) where a listed issuer must immediately announce any events that are set out under Paragraphs 9.19 and 9.20 of the MMLR which have been predetermined to be material and no assessment of materiality is needed.

The disclosure obligations for transactions that are set out under Paragraph 9.04 and Chapter 10 of the MMLR will depend on the type of transaction and its materiality, which is measured by applying materiality thresholds. Hence, an announcement is required if the transaction triggers the materiality thresholds applicable for that type of transaction.

For transactions and other events subject to prescribed thresholds or specific disclosure requirements, the relevant function heads must promptly inform the Disclosure Committee and provide sufficient information to enable the Company to determine the timing and content of any required announcement.

In assessing materiality, the Disclosure Committee may consider, among other things, the anticipated impact of the information on the Company's business, operations, financial position, financial performance, strategy, reputation, stakeholders, impact to stakeholders, market price, securities, size of public holding of GDEX securities and market perception.

## 9. Timeliness of Disclosure

Material information requiring disclosure must be announced immediately and must not be withheld or deferred merely because periodic financial reporting is imminent or because internal discussions are ongoing, unless non-disclosure is permitted under applicable law or regulatory requirements and confidentiality is maintained.

For transactions, disclosure should generally be made once the relevant terms have been sufficiently agreed or the Company is otherwise under an obligation to announce the matter under the Main Market Listing Requirements.

Where appropriate, the Disclosure Committee shall consider whether to consult Bursa Malaysia Securities Berhad and whether a trading halt or other interim measure should be sought pending the release of an announcement.

## 10. Content and Quality of Announcements

All announcements and other public disclosures must comply with the applicable content requirements under the Main Market Listing Requirements and must be drafted in plain, clear and balanced language so that investors can understand the nature, rationale and implications of the matter being disclosed.

Disclosures should, where relevant, explain the background of the matter, key terms, financial impact, operational impact, risks, conditions, dependencies, approvals, expected timing and any other information necessary to avoid the disclosure being misleading by omission.

Lengthy announcements, circulars or presentation materials should include a concise executive summary where this would improve clarity for investors and other stakeholders.
In determining the quality of the public announcement, the Disclosure Committee should put itself in the shoes of the investing public and determine whether the information disclosed is adequate to allows investors to understand the implications of the transaction on the operations, strategy and financial condition of GDEX. The disclosures made must also be presented in a clear, fair and balanced way. “Balanced” requires the disclosure of both positive and negative information. To enhance the clarity of the announcement, the Disclosure Committee should use plain and simple language and provide a summary of lengthy announcements or circulars.

## 11. Temporary Withholding of Information

The Company may temporarily withhold disclosure of material information only where this is permitted under applicable law or regulatory requirements, the information remains strictly confidential, and delay is justified in the circumstances.

(a) immediate disclosure would prejudice the Company’s legitimate corporate objectives;
(b) the matter remains incomplete or in a state of flux and premature disclosure would be misleading or inappropriate; or
(c) the extent of permissible disclosure is restricted by law or regulatory requirements.

## 12. Confidentiality of Non-Public Material Information

Where disclosure is temporarily withheld, access to the information must be restricted on a need-to-know basis and appropriate confidentiality safeguards must be implemented. The Disclosure Committee may require the maintenance of an internal list of persons with access to the information and any other control measures it considers necessary.

(a) avoid discussing confidential matters in public or unsecured settings;
(b) store confidential documents and information securely with restricted access;
(c) use secure electronic channels and access controls for transmission and storage of confidential information;
(d) remove and dispose of confidential materials appropriately after meetings or use; and
(e) apply password protection and other appropriate information security controls to devices, drives and systems containing confidential information.

## 13. Monitoring of Market Activity and Leak Management

Where material information is being withheld, the Company shall monitor market activity, rumours, media reports and other signs of leakage or unusual trading. If confidentiality appears to have been lost, or if unusual market activity suggests a leak or possible insider trading, the Disclosure Committee must assess the matter immediately and take appropriate action, including making an announcement and consulting Bursa Malaysia Securities Berhad where necessary.

## 14. Unusual Market Activity, Rumours and Regulatory Queries

Where there is unusual trading activity, market rumours, media speculation or a query from Bursa Malaysia Securities Berhad or another regulator, the Disclosure Committee shall conduct due enquiry with the relevant persons, assess whether disclosure is required and determine the appropriate response. As a general rule, GDEX will not comment on rumours or speculation unless a response is required or considered necessary under applicable requirements.

## 15. Promotional Disclosure

GDEX shall not engage in promotional disclosure or any communication that could mislead investors or create a false market in the Company’s securities. Public communications must be balanced, factual and consistent with the Company’s publicly disclosed information.

## 16. Selective Disclosure

Selective disclosure of non-public material information to any person or select group, including analysts, institutional investors, fund managers, journalists or other market participants, is prohibited. Material information must be disclosed broadly and in accordance with applicable requirements so that all investors have equal access to it.

## 17. Inadvertent or Unintentional Disclosure

If non-public material information is inadvertently disclosed, the person responsible or aware of the disclosure must notify the Disclosure Committee immediately. The Disclosure Committee shall assess the disclosure and take appropriate steps, which may include consulting Bursa Malaysia Securities Berhad, considering a trading halt and making a public announcement as soon as practicable.

## 18. Dealings with Regulators

The Company shall deal with Bursa Malaysia Securities Berhad, the Securities Commission Malaysia and other relevant regulators in an open, timely and professional manner. Any regulatory inquiry relating to disclosure matters shall be escalated immediately to the Disclosure Committee, the Company Secretary, the CFO, the MD/GCEO or such other person designated to handle the matter.

Responses to regulators must be co-ordinated, accurate and consistent with the Company's disclosure obligations and prior public statements.

The CFO, Company Secretary or such other person designated by management may serve as the principal contact for market surveillance or disclosure-related queries, subject to internal escalation and approval requirements.

## 19. Dealings with Shareholders, Investors, Analysts and the Media

In communicating with shareholders, investors, analysts and the media, authorised spokespersons must ensure that they do not disclose non-public material information and that all communications remain consistent with this Policy and the Company's public disclosures.

(a) do not disclose non-public material information;
(b) do not confirm, elaborate on or selectively share undisclosed matters;
(c) do not comment on analyst estimates, forecasts or market expectations except to correct factual inaccuracies or where disclosure is otherwise required or approved;
(d) keep an appropriate record of significant external briefings, meetings or presentations; and
(e) ensure any material presentation materials intended for external use are reviewed and approved through the appropriate internal process.

If an external question touches on non-public material information, the authorised spokesperson must decline to comment on the undisclosed matter and ensure that any required disclosure is first made through the appropriate channel.

Where appropriate, the Company should conduct post-briefing reviews to determine whether any inadvertent disclosure may have occurred and whether follow-up action is required.

## 20. Analyst Reports and Market Expectations

As a general rule, GDEX does not endorse analyst reports and is not obliged to comment on analyst opinions, estimates or forecasts. The Company may correct factual inaccuracies where appropriate, but must not provide non-public material information in doing so.
If management becomes aware that the Company's likely financial performance may differ materially from market expectations or from previously disclosed guidance, the Disclosure Committee shall assess whether a public announcement or other disclosure is required.

### 21. Leaks, Rumours and Speculation

The Company's general policy is not to comment, affirmatively or negatively, on market rumours or speculation. However, the Disclosure Committee shall assess whether a rumour, report or leak is sufficiently credible, specific or market-sensitive to require clarification, confirmation, denial or a broader announcement under applicable requirements.

(a) all rumours or reports of potential significance must be escalated promptly to the Disclosure Committee;
(b) the Disclosure Committee shall determine whether any public response is required; and
(c) where confidentiality of undisclosed material information appears to have been lost, the Company shall consider immediate disclosure and consultation with Bursa Malaysia Securities Berhad.

## 22. Electronic Communications and Website Disclosure

This Policy applies to website disclosures, email communications, digital content and other electronic communications. Disclosure on the Company's website alone does not constitute adequate public disclosure of material information unless the information has first been announced through the appropriate regulatory channel or otherwise disclosed in accordance with applicable requirements.

The investor relations or designated corporate communications function shall monitor the Company's investor-facing website to help ensure that posted information is accurate, current, appropriately dated and consistent with the Company's public disclosures

(a) material information must not be posted on the website before the required public announcement is made;
(b) the investor relations section should include key announcements, annual reports, quarterly financial results, circulars and other investor materials that the Company elects or is required to make available;
(c) materials posted should include the relevant posting or issuance date where appropriate; and responses to electronic inquiries must not contain non-public material information.

Directors, officers, employees, consultants and contractors must not participate in online discussions, forums, bulletin boards, chat rooms or similar channels on matters relating to GDEX's business, affairs or securities unless specifically authorised.

Corporate email communications relating to disclosure matters are subject to this Policy and must be handled with appropriate care, accuracy and confidentiality.

## 23. Forward-Looking Information

If GDEX elects or is required to disclose forward-looking information in any announcement, report, presentation or other public communication, such disclosure must be considered carefully and approved through the appropriate internal process.

Forward-looking information should only be disclosed where there is a valid business or regulatory purpose for doing so and where the Company has a reasonable basis for the statement.

Any forward-looking information must be clearly identified as such and should be accompanied, where appropriate, by the material assumptions, key drivers or basis on which the statement has been prepared.

Appropriate cautionary language should be included to explain that actual results or outcomes may differ materially due to risks, uncertainties and other relevant factors.

Any statement on whether and when forward-looking information may be updated must be consistent with applicable legal and regulatory requirements and with the Company's subsequent disclosure obligations.

If circumstances change materially such that previously disclosed forward-looking information may no longer have a reasonable basis, the Disclosure Committee shall assess whether clarification, update or other disclosure is required.

**24. Record Keeping**

The Company Secretary, investor relations function or such other person designated by management shall maintain appropriate records relating to the administration of this Policy and the Company's disclosure activities.

(a) announcements, circulars and other disclosure documents lodged with Bursa Malaysia Securities Berhad and other regulators, where applicable;
(b) records of material Disclosure Committee deliberations, decisions, approvals and related supporting materials, where maintained;
(c) records of material investor, analyst, media or regulator briefings, presentations or communications, where appropriate; and
(d) such other records as may be necessary to demonstrate compliance with this Policy and applicable disclosure requirements.

**25. Non-Compliance**

Any breach of this Policy may result in disciplinary or other appropriate action under the Company's applicable policies and procedures, and may also expose the relevant person and the Company to legal or regulatory consequences under applicable laws and the Main Market Listing Requirements.

**26. Queries and Escalation**

Any person who is uncertain about the application of this Policy or whether information may be material must promptly consult the Company Secretary, the CFO, the MD/GCEO, the legal function or a member of the Disclosure Committee, as appropriate, and escalate the matter without delay.
(a) refer to the applicable provisions of the Main Market Listing Requirements and relevant Bursa Malaysia guidance;
(b) seek internal advice from the appropriate authorised persons under this Policy; and
(c) err on the side of prompt escalation where there is doubt.

**27. Policy Review**

This Policy will be reviewed annually and as and when required. The Policy is available on the Company's website (please refer to https://tinyurl.com/3nvtvuh6 in the Company's website www.gdexpress.com for the policy).