

# CORPORATE DISCLOSURE POLICY

INNATURE BERHAD

## Document

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# **INNATURE BERHAD**

## **CORPORATE DISCLOSURE POLICY**

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### **1. Introduction**

This Corporate Disclosure Policy (“Policy”) is designed to ensure InNature Berhad (“InNature” or “Company”) and its subsidiaries (“Group”) are committed to fulfil its obligation as a listed company and undertake that all the announcements of material information and corporate disclosure are factual, accurate, timely and broadly disseminated according to the applicable legal and regulatory requirements so that the existing and potential investors are able to make informed decisions.

### **2. Objectives**

The objectives of this Policy are as follows:

- provide structured processes and procedures in disseminating corporate information;
- ensure all parties encompassed by the Policy understand their duty to protect the confidentiality of material information prior to official dissemination to stakeholders;
- prevent abuse of undisclosed material information, including but not limited to insider trading;
- monitoring and responding as appropriate to market rumors and leaks or inadvertent disclosure of material information;
- to improve stakeholders’ understanding of the Group’s business and encourage practices that reflect transparency, consistency and good ethics in disclosure of information; and
- designate Corporate Disclosure Officers to help in achieving the above objectives.

### **3. Scope and Application of the Policy**

- 3.1 This Policy shall apply to all directors, management, authorised spokespersons and employees of the Group (“Group Members”) and to all communication methods that the Group uses to disseminate material information and other corporate disclosures.
- 3.2 This Policy shall apply to all means of formal and informal communication used by the Group to communicate with its shareholders, stakeholders, regulators, analysts, fund managers, journalists and general public, which shall include but are not limited to the following:

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- Written Communications:  
emails, websites, annual reports, quarterly financial results, announcements, press releases, presentation materials.
- Oral Communications:  
speeches at General Meetings, analyst briefings, meetings, interviews, press conferences, presentations, telephone conversations, roadshows and events.

3.3 For subsidiaries within the Group and in all countries in which the Group operates, this Policy, where applicable, shall be read appropriately in accordance with the relevant legislation, if any.

#### **4. Officers under this Policy**

4.1 While the Board of Directors of InNature (“Board”) is ultimately responsible to ensure the effective implementation of this Policy across the Group, the Board has delegated the implementation to the following two categories of officers:

- Corporate Disclosure Officers (“CDO”):  
The CDOs will generally be responsible to oversee matters relating to the Group's corporate disclosure practices as well as monitoring the implementation and compliance with this Policy and Main Market Listing Requirements (“Listing Requirements”) issued by Bursa Malaysia Securities Berhad (“Bursa Malaysia”).

The designated CDOs are as follows:

- a. Chief Financial Officer
  - b. Company Secretary
- Authorised Spokespersons:  
Authorised Spokespersons may, according to the respective positions in the Group, communicate with all audience for matters relating to providing information and responding to questions concerning all aspects of the Group's operations matters, financial condition, future prospects and its business strategies.

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The designated Authorised Spokespersons are as follows:

- a. Managing Director
- b. Executive Director
- c. Chief Executive Officer
- d. Chief Financial Officer
- e. Country General Manager

4.2 Group Members who have not been appointed as the Authorised Spokespersons shall not respond under any circumstances to external inquiries. All such inquiries should be referred to the appropriate Authorised Spokesperson(s).

4.3 If there is any doubt concerning the appropriateness of supplying information to an external audience, Group Members shall contact the aforementioned Authorised Spokespersons for advice.

4.4 Reference shall be made to the Paragraph 12 of the Company's Code of Conduct and Business Ethics for matters concerning to making a public statement.

## **5 Material Information**

5.1 Information is considered material, if it is reasonably expected to have a material effect on:

- i. the price, value or market activity of the Company's securities; or
- ii. the decision of a holder of securities of the Company or an investor in determining his choice of action.

5.2 Information may include information which:

- i. concerns the Company's assets and liabilities, performance, strategies, financial condition or prospects;
- ii. relates to dealings with employees, suppliers, customers and others;
- iii. relates to any event affecting the present or potential dilution of the rights or interests of the Company's securities; or

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- iv. relates to any event materially affecting the size of the public holding of Company's securities.
- 5.3 The following are some examples of events which may require immediate disclosure by the Company:
- i. the entry into a joint venture agreement or merger;
  - ii. the acquisition or loss of a material contract, franchise or distributorship rights;
  - iii. a change in management;
  - iv. the borrowing of funds;
  - v. the commencement of or the involvement in litigation and any material development arising from such litigation;
  - vi. the commencement of arbitration proceedings or proceedings involving alternative dispute resolution methods and any material development arising from such proceedings;
  - vii. the purchase or sale of an asset;
  - viii. a change in capital investment plans;
  - ix. the occurrence of a labour dispute or disputes with sub-contractors or suppliers;
  - x. the making of a tender offer for another corporation's securities;
  - xi. a change in general business direction;
  - xii. a change of intellectual property rights;
  - xiii. the entry into a memorandum of understanding; or the entry into any call or put option or financial futures contract.
- 5.4 Reference shall be made to the Listing Requirements of Bursa Malaysia for guidance on the relevant criteria to be applied in order to determine materiality. While what is considered as material information can be difficult to determine at times, the Board will lean towards an evaluation of the potential impact of the information on the price of InNature's securities.
- 5.5 The decision on whether or not to disseminate an information shall be at the discretion of the Board, regardless whether the information is considered material information. The Group will be required to undertake the necessary due diligence to ensure that information transmitted through an announcement or any other means of communication is not misleading or misrepresenting in nature.

**6 Communications**

**6.1 Transmission of Material Information**

InNature shall make every effort to transmit all material information concerning the Group through official communication channels, such as Bursa Malaysia's website, InNature's website at [www.innature.com.my](http://www.innature.com.my), or the Company's general meetings.

**6.2 Communication with Analysts, Investors and Media**

- i. More information may be briefed by the Authorised Spokespersons to analysts, investors or media through press conferences, group meetings or on one-on-one basis ("Briefing"), provided that the access to information disclosed should be similar in all material respects and the information is not material or not withheld from other parties, if requested. The objective of the Briefing is to enable investors to have better understanding about the Group or discuss elements of a more technical nature. The Authorised Spokespersons will at all times ensure ethical and professional conduct by not attempt to influence an analyst's perspective through exerting any means of pressure.
- ii. The Group will not attempt to influence an analyst's opinion or recommendations and shall refrain from commenting on draft analysts' reports or models. Nevertheless, Authorised Spokespersons may, if requested, provide comments on these drafts limited to the following:
  - a. Corrections of inaccurate historical public information;
  - b. Deviations from information and projections the Company has publicly issued, specifying, without reaffirming, the date and/or occasion of such issuance;
  - c. Non-material information, whether in the public domain or not; and
  - d. Industry-related information.

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#### **6.3 Public Disclosure Materials**

All public disclosure materials must contain adequate details in understandable language to allow the investors and media personnel to understand the real essence, significance and relevance of the information so as to help the investors and other key stakeholders in making informed investment decisions. The content of all announcements should avoid from being exaggerated, flamboyant or overstated from the actual information.

#### **6.4 Crisis Communications**

Any serious and potentially damaging event, of either an operational or financial nature, which might adversely and materially affect the Group or its financial condition, or have a material adverse effect on the price of the InNature's securities, is regarded as a crisis. Under the circumstances, all communications shall be conducted through a team headed by the Managing Director, with assistance from other key senior management and relevant Group Members, if necessary.

### **7 Dealing with Regulators**

If the Company is required to make a public statement as requested by Bursa Malaysia or other regulatory authorities, including a response to a market rumour, the CDOs will consider and determine the content of the disclosure, if any. In making its decision, the CDOs may consider the advice, if any, of the regulatory authorities or other external advisors, as it deems appropriate.

### **8 Confidentiality of Information**

8.1 Further from Paragraph 5.1 of this Policy, all information regarding to the Group's operations, finance, corporate developments and future prospects shall be regarded as material and price-sensitive information, and shall be kept strictly confidential before such information are made available to the public.

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8.2 Group Members who are privy to confidential information is prohibited from disseminating such information, unless otherwise authorised by the Group or required by law. Efforts should be made by the Group Members to limit the possibility of information leakage or being access by any unauthorised personnel. This includes but not limited to the following:

- confidential documents and material contracts shall only be accessible by authorised personnel and kept in a safe place;
- electronic documents which contain material information should be encrypted by password, devices used to store such information must be secured from virus, trojan or malware;
- confidential matters should not be discussed at places where the discussion may be overheard, such as restaurant, hallway, lobby, park or other common spaces;
- visitors in the office should be accompanied by office personnel to ensure that they are not left unaccompanied in office or sites containing confidential information;
- unless otherwise designated as one of the Authorised Spokespersons, Group Members should avoid from participating in any discussion pertaining to Group matters on social media platforms (such as Facebook, Twitter or LinkedIn), so as to mitigate the risk of inadvertent disclosure of material and non-public information.

8.3 Aside for the Group Members who may have access to the Group's material information, the Group shall ensure that the external parties such as auditors, company secretaries, lawyers or other professional advisors who may require such information to execute their mandates will not reveal the said information without the Company's permission. The Group may opt to enter into a non-disclosure agreement with the external parties if deemed necessary.



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#### **9 Withholding of Material Information**

- 9.1 The Company may temporarily refrain from publicly disclosing material information, provided that complete confidentiality can be maintained.
- 9.2 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 case of doubt, the presumption must always be in favour of disclosure.
- 9.3 The following are the circumstances where material information can be temporarily withheld from disclosure:
- 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 applicable laws or regulations prohibit the disclosure of such information.
- 9.4 If any material information is being withheld, the Company must ensure that confidentiality is maintained at all times for any material information that is being withheld.
- 9.5 Notwithstanding the above, in the event such material information is or is believed to have been inadvertently disclosed to third parties or where such material information has become generally available through the media or otherwise, the Company must immediately announce the information to Bursa Malaysia.

#### **10 Disclosure Procedures**

- i. The Company Secretary will assist in drafting the relevant announcement and media release will be drafted by Corporate Communication Team. Both are to be reviewed by the Chief Financial Officer to ensure compliance and accuracy of the content.

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- ii. Relevant Group Members within the Group may be required to review or verify content, as and when necessary.
- iii. Approval shall be obtained from Managing Director or the Board, as the case maybe, or any other persons as authorised by Managing Director or Board from time to time, before the release of announcement or media release.
- iv. To ensure widest possible public dissemination, once the announcement or media release has been made, the same must also be made available on the Company's website at [www.innature.com.my](http://www.innature.com.my).
- v. If a presentation is prepared for the investors pertaining to certain announcements, such as Group's financial results or any major corporate development, the presentation can also be made available on Company's website at [www.innature.com.my](http://www.innature.com.my) for greater accessibility by the public.
- vi. When required, the Company will file a material change report with Bursa Malaysia.

#### **11 Misrepresentations and Inadvertent Disclosure of Material Information**

In the event it is found that material information has been leaked, inadvertent disclosure, or there is a misrepresentation in information publicly disclosed by the Group, or is materially erroneous or if there was or may have been a failure to make timely disclosure of material information, the CDOs should be informed immediately.

Upon carrying out a reasonable investigation on the information, the CDOs must take immediate steps to ensure that the material information, or correction thereafter, is promptly disclosed in accordance with the Listing Requirements and any other applicable legislation.

**12 Response to Rumours or Reports**

- 12.1 Whenever the Company becomes aware of any rumour or report, true or false, that contains material information, the Company will make due enquiry and immediately clarify, confirm or deny such rumour or report publicly ("Clarification"). The Clarification can be made based on a word-of-mouth, an article published in a newspaper or magazine, a broker's market report, or any other publication.
- 12.2 In the case of a rumour or report containing erroneous material information which has been circulated, the Company must immediately announce to the Bursa Malaysia a denial or clarification of the rumour or report and provide facts sufficient to support the denial or to clarify any misleading aspects of the rumour or report. The Company will make reasonable effort to bring the announcement to the attention of the particular group that initially distributed such rumour or report.
- 12.3 In the case of a rumour or report containing material information that is correct, an announcement setting forth the facts must be prepared for public release, which must include but not be limited to, an indication of the state of negotiations or of corporate plans in the rumoured area. Pursuant to Paragraph 9.10 of the Listing Requirements, such announcements are essential even if the matter has yet to be presented to the Board for consideration.
- 12.4 In the case of a rumour or report predicting future sales, earnings or other quantitative data, no response from the Company is ordinarily required. Nevertheless, if such report is manifestly based on or contains erroneous information, or is wrongly attributed to the Company, the Company must respond promptly to the factual elements of the rumour or report. In addition, the Company must include in the announcement a statement to the effect that the Company itself has made no such prediction and currently knows of no facts that would justify making such a prediction.

**13 Unusual Market Activity**

- 13.1 Where unusual price movement, trading activity, or both (“unusual market activity” or “UMA”) occurs, the Company must immediately:
- i. undertake due enquiry with the relevant persons such as its directors, major shareholders and persons familiar with the affairs of the Company, to determine the cause; and
  - ii. issue a clarifying announcement.
- 13.2 The Company must ensure that the enquiry or information gathering process is carried out efficiently and the announcement is made on an immediate basis irrespective of whether a written UMA query is issued by Bursa Malaysia.
- 13.3 Notwithstanding the Paragraph 11.1(ii) of this Policy, If the Company determines that the UMA results from material information that has already been publicly disclosed, generally no further announcement is required. Nevertheless, if the UMA indicates that such information may have been misinterpreted, a clarifying announcement is required.
- 13.4 If the UMA results from a “leak” of previously undisclosed information, the information in question must be publicly disclosed.
- 13.5 If the UMA results from a rumour or report, the Company shall comply with Paragraph 10 of this Policy.
- 13.6 If the Company is unable to determine the cause of the UMA, the Company must announce that there have been no undisclosed developments which would account for the UMA.

**14 Forward-looking Information**

- 14.1 From time to time, the Company may convey its future direction to the public in order to assist the investment community to evaluate the Group and its performance prospects. The Company shall only discuss general trends, events, commitments and uncertainties that are reasonably expected based on historical and currently known data.
- 14.2 Documents containing forward-looking information will be accompanied by a “Cautionary Statement” which cautions the reader on the risks and uncertainties that could cause actual results and developments to differ materially from those envisaged in the forward-looking information. It includes a statement to disclaim the Company’s intention or obligation to update the forward-looking information, whether as a result of new information, future events or otherwise.

**15 Restrictions on Insider Trading**

- 15.1 Any person who has access to material information of the Company, its financial condition and its operations that have not been disclosed to the investing public, is regarded as an insider (“Insider”).
- 15.2 Insiders must not use the non-public material information of the Company for their own benefit or the benefit of other persons - especially not to trade in shares or other securities, or to recommend or cause a third-party to do so.
- 15.3 Insiders are required to abide by all applicable laws on insider trading, which generally is when they trade in securities while in possession of non-public material information, or when they share such information with someone else who then trades in those securities.
- 15.4 Insiders are also required to abide by all applicable laws on securities market abuse, which involves spreading false information or engaging in activities designed to manipulate the market for publicly traded securities.

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15.5 The Company Secretary would advise the Board from time to time on the trading restriction in the Company's securities in accordance with the provisions of the Listing Requirements.

15.6 Reference shall be made to the Paragraph 10 of the Company's Code of Conduct and Business Ethics for matters concerning the insider dealing.

#### **16 Maintenance of Disclosure Record**

The Company Secretary shall maintain all disclosure documents prepared and filed with the relevant authorities in a secured space.

#### **17 Obtaining Feedback**

The Company has developed various channels for shareholders and stakeholders to provide their comments and feedback. Contact details can be found in the Company's Annual Report, Company's website at [www.innature.com.my](http://www.innature.com.my) or at Paragraph 18 of this Policy.

The Group will consider the relevant comments and feedback received for the betterment of the Group.

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#### **18 Contact Details**

##### **Corporate Communication / Investor Relations**

InNature Berhad

No.5, Jalan USJ 10/1C, 47620 Subang Jaya, Selangor Darul Ehsan, Malaysia.

Tel: 603-5632 4313

Email: [corpcomm@innature.com.my](mailto:corpcomm@innature.com.my)

##### **Company Secretary**

Epsilon Advisory Services Sdn Bhd

802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan

Tel: 603-7803 1126 / 603- 7806 2116

Fax: 603-7806 1387 / 603-7806 1261

#### **19 Review of Policy**

This Policy shall be reviewed by the Board and it is subject to amendment or changes from time to time, if deemed necessary,