

CORPORATE DISCLOSURE POLICY

(REVISION: MAY 2024)

POWER ROOT BERHAD

[Company Registration No.: 200601013517 (733268-U)]

**Duly approved by the Board of Directors of Power Root Berhad via Board of
Directors' Circular Resolutions dated 8 May 2024**

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1. INTRODUCTION

This policy stipulates the basic principles and procedures of corporate disclosure adopted by Power Root Berhad ("Power Root") in order to communicate and disseminate to the Public, Material Information necessary for informed investing on a timely, accurate, clear and complete manner, in accordance with Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR") and other applicable laws and regulations.

This policy forms part of the Power Root Group's internal rules and regulations and applies to all directors, officers and employees of Power Root Group and at the same time clearly expresses its commitment on transparent, quality and timely disclosure of Material Information to all stakeholders. This policy applies so far as it does not conflict with the MMLR and applicable laws and regulations.

For the purpose of this Policy, Material Information is defined as:

- 1) Information as per Rule 9.03, 9.04 and 9.19 of the MMLR and relevant Practice Notes; and
- 2) Price sensitive information as per Section 185 of Capital Markets and Services Act 2007.

2. PRINCIPLES OF DISCLOSURE

Power Root is committed to the following principles in its disclosure of Material Information provisions of this policy.

2.1 Transparency and Accountability

Disclosure of corporate information shall be accurate and consistent, regardless of whether such information may have a positive or negative impact, in order to ensure transparency and accountability.

2.2 Compliance with legal and regulatory requirements on disclosure

Disclosure of corporate information shall be in compliance with applicable legal and regulatory requirements.

2.3 Confidentiality and timely disclosure

In order to ensure timely, accurate and fair disclosure, disclosure of Material Information shall be done in accordance with the conditions and procedures for maintaining the confidentiality of such information as well as public disclosure requirements.

2.4 Fair and equitable access to information

Material information shall be disclosed and disseminated in a manner which ensures fair and equitable access by all stakeholders. Selective disclosure of such information to specific individuals or groups must be avoided at all times unless confidentiality is fully secured by confidentiality agreements or other relevant measures.

3. CORPORATE DISCLOSURE MECHANISM

The Board assumes overall responsibility to ensure that all Material Information is communicated to the investing public and stakeholders impartially on a timely, accurate, clear and complete manner per the MMLR and applicable laws and regulations.

In order to discharge its duty and responsibility in respect of disclosure of Material Information, it is the Board's responsibility to ensure that the Corporate Disclosure Policy is established and implemented effectively for the disclosure and dissemination of such Material Information. The Board delegates the implementation of the Corporate Disclosure Policy to the Executive Director (Corporate Affairs). For avoidance of doubt, the mandatory disclosure requirement for other information per the MMLR and applicable laws and regulations is not delegated to the Executive Director (Corporate Affairs) and shall be the responsibility of the Board collectively.

3.1 Executive Director (Corporate Affairs)

- a) The Executive Director (Corporate Affairs) is tasked with the responsibility to oversee all matters relating to Company's corporate disclosure practice and to ensure adherence to the Corporate Disclosure Policy.
- b) The responsibilities of the Executive Director (Corporate Affairs) include:-
 - i. To maintain awareness and understanding of the corporate disclosure requirements and any changes thereto;
 - ii. To implement and monitor compliance with the Corporate Disclosure Policy and undertaking reviews of any violations, including assessment and implementation of appropriate mitigating action and counter measures as well as disciplinary actions;
 - iii. To review and update the Corporate Disclosure Policy from time to time to ensure compliance with the MMLR and other regulatory requirements;
 - iv. To disclose and disseminate Material Information in accordance with the Corporate Disclosure Policy and the MMLR and other applicable laws and regulations;
 - v. To report to the Board on a timely basis or during a scheduled Board Meetings, on Material Information announced pursuant to this policy;
 - vi. To ensure that all disclosure of Material Information is properly and adequately supported by appropriate approved documentation and is properly documented for future reference; and
 - vii. To determine what corporate developments and transactions to be classified as Material Information and governed under this policy in the event of doubt.

- c) The Executive Director (Corporate Affairs) shall have: -
 - i. the resources that are required to perform his/her duties. The Executive Director (Corporate Affairs) can obtain, at the expense of the Company, outside legal or other independent professional advice it considers necessary; and
 - ii. full and unlimited access to any information pertaining to the Company and its subsidiaries and to seek any information it requires from officers and employees.

3.2 Authorised Spokesperson

- a) The Authorised Spokespersons for the Group are the Chairmen of the Board, the Chief Executive Officer, Executive Director (Corporate Affairs) and any other director or officer as may be authorized by the Board from time to time;
- b) The Authorised Spokesperson shall not disclose Material Information that has not been previously made public. He/she may, from time to time, respond to inquiries from the investment community or media on information which is not Material Information or Material Information previously disclosed to stakeholders and the investing public (excluding details of the Material Information which has not been disclosed to stakeholders and the investing public previously);
- c) Employees, other than the authorised Spokesperson, shall not respond to inquiries from any parties unless authorised in writing to do so by Authorised Spokesperson (“Authorised Employee”);
- d) In the event of doubt as to whether the information on-hand constitute Material Information, the Authorised Spokesperson shall seek confirmation from the Board in confidence (by incorporating “Strictly Private and Confidential” on the caption of the communication medium) and such information shall be treated as Material Information until the majority of the members of the Board determine otherwise in writing, either manually or electronically. In the event the information is determined as Material Information, such Material Information shall be disclosed as per (3.3) below.
- e) The Authorised Spokesperson or Authorised Employee shall provide only factual, non-material and non-speculative information.

3.3 Procedure for Disclosure of Material Information

- a) The Executive Director (Corporate Affairs) shall manage all of the Company’s release of announcements of Material Information to Bursa Malaysia Securities Berhad (“Bursa Securities”) through the Company Secretary.

- b) All disclosure of Material Information shall only be made through Bursa Securities.
- c) If the Board believes that the Material Information will be better understood and widely disseminated, the Company may request Bursa Securities for a suspension in the trading of the Company's securities in accordance with the the MMLR.
- d) Upon being informed by Chief Executive Officer or Executive Director (Corporate Affairs) or a designated personnel of the Material Information, the Company Secretary shall draft the announcement of the Material information based on details provided by Chief Executive Officer, Executive Director (Corporate Affairs) or a designated personnel or in accordance to the disclosure requirement under the MMLR and applicable laws and regulations. Such draft announcement shall be subject to the following review and approval prior to the release to the Bursa Securities:-
 - i. Review by the respective department(s) for relevancy/ accuracy of information based on best knowledge or provided by such department(s);
 - ii. For Material Announcement, review and approval by a majority of the members of the Board on the announcement and compliance with the MMLR and applicable laws and regulations must be obtained manually on the draft announcement or electronically through electronic mail; and
 - iii. For other than Material Announcement, reviewed by the Corporate Finance Manager and approved by Executive Director (Corporate Affairs) the announcement and compliance with the MMLR and applicable laws and regulations, manually on the draft announcement or electronically through electronic mail.
- e) The Company Secretary and/or other personnel designated by the Chief Executive Officer shall maintain a record of the announcements made under this policy supported by all relevant, properly reviewed and approved supporting documentation.
- f) The Company Secretary shall compile and present to the Board for its review, the announcements made under this policy for the period since the last Board meeting during the subsequent Board meeting.

3.4 Responding to Market Rumours

It is the Company's policy not to comment on market rumours and speculations. The Authorised Spokesperson shall respond consistently to rumours saying, "It is our policy not to comment on market rumours or speculation." However, if required by Bursa Securities, the Company will make due inquiry and immediately clarify, confirm or deny publicly the rumours through Bursa Securities. Should rumours be related to specific information, the Company shall consider the matter and undertake due enquiry before deciding on the form of statement/ announcement to be made regarding the rumours.

3.5 Confidential Material Information

There are exceptional circumstances where the Company is allowed to withhold or delay disclosure of Material Information temporarily, provided that complete confidentiality is maintained (“Confidential Material Information”).

It is the responsibility of the Board as a whole to decide whether to temporarily withhold certain Material information not previously made public based on the following exceptional circumstances:

- (a) when disclosure would prejudice the ability of the listed issuer to pursue its corporate objectives; or
- (b) when the facts are in a state of flux; or
- (c) where company laws or securities rules or regulations restrict such disclosures.

Should such Confidential Material Information be temporarily withheld, the Board shall ensure the followings are carried out until the public dissemination of such Material Information publicly:

- (a) To limit the dissemination of the confidential Material Information to officers and employees on a “need-to-know” basis;
- (b) When necessary, to ensure that the officers and employees privy to the confidential Material Information sign a Confidentiality and Non-Disclosure Agreement;
- (c) When necessary, outside parties privy to the undisclosed material information shall sign a written Confidentiality and Non-Disclosure Agreement
- (d) Employees and officers with access to confidential Material Information are to ensure total confidentiality of such sensitive information and refrain from divulging such information to any third party and discuss among themselves publicly until timely, fair and equitable disclosure is made to the public;
- (e) All documentations and correspondence of such confidential Material Information shall be marked with “Strictly Private & Confidential” and shall be kept in a secured location by the recipient of such confidential information. Should such confidential information be communicated through electronic means, access to such electronic message and device shall be restricted by password security control.

If Confidential Material Information is inadvertently leaked to third parties or becomes generally available to the media resulting in selective disclosures, the Board will initiate a process to immediately ensure full and accurate public dissemination of such Material Information.

3.6 Forward-Looking Statement

The Company may provide forward-looking Statement to the investing public to enable reasoned evaluation of the Company and its future performance prospects provided that it is not undisclosed Material Information, it does not deal with future earnings, and it has been reviewed and approved by the Board.

3.7 Non-Compliance

Any employee who violates the disclosure policy may face disciplinary action, which may result in the termination of employment. The violation of this Policy may also violate certain securities laws.

If the Company discovers that an employee has violated such securities laws, it may refer the matter to the appropriate regulatory authorities, which can lead to penalties, fines and/or imprisonment for the employee.

3.8 Review of the Corporate Disclosure Policy

This policy shall be reviewed by the Board at least once every three (3) years or as and when there are changes to the regulatory requirements on corporate disclosures.