



Tune Protect Group Berhad

(Company No: 948454-k)

CORPORATE DISCLOSURE POLICY AND PROCEDURE

20 MAY 2013

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1.0 Objective Of The Policy and Procedure

The Board of Directors (“the Board”) of Tune Protect Group Berhad (“Tune Protect”) is committed to comply with the Malaysian Code on Corporate Governance 2012 by providing ample and appropriate access to accurate, clear and full disclosure of all material information in relation to Tune Protect in an orderly and timely manner, so as to keep shareholders and the investing public informed about its operations and financial performance.

This statement outlines Tune Protect’s approach towards the dissemination of material information, the circumstances under which the confidentiality of information will be upheld, and to avoid insider trading practices. It also provides guidelines in order to ensure consistency in disclosure practices.

The corporate information disseminated shall be such that the investing public will be able to have a balanced and unbiased view of the facts disclosed, in the best interest of Tune Protect.

The objectives of the Policy and Procedure are:-

- (a) to create awareness and provide guidance to management and employees on Tune Protect’s disclosure requirements and practices;
- (b) to provide accepted methodology in disseminating corporate information to investors, analysts, media, the investing public and other interested parties; and
- (c) to comply with legal and regulatory requirements on disclosure of material information.

2.0 Scope

This Policy and Procedure covers Tune Protect’s approach towards the dissemination of material information, the circumstances under which the confidentiality of information will be upheld, the response to market rumours and restrictions on insider trading. It also provides guidance for consistency in disclosure practices.

The Policy and Procedure is applicable to the conduct of directors, officers, managers, spokespersons and other employees of Tune Protect and its subsidiaries, including its appointed advisors and consultants.

The following methods employed by Tune Protect to communicate with the regulators, media and the investing public are:-

- (a) written statements made in Tune Protect’s annual reports, quarterly reports, press releases, e-mail communication and website or social media; and
- (b) oral statements made in group and individual meetings, telephone conversations, interviews and press conferences with financial analysts, investors and media.

3.0 Responsibilities

The Board is ultimately responsible to ensure that Tune Protect's disclosure requirements as outlined under this Policy and Procedure are fulfilled. The Board delegates its implementation to the Head - Legal and Compliance, who is guided by the Corporate Disclosure Working Group ("CDWG") to be established by the Board.

3.1 Corporate Disclosure Working Group ("CDWG")

- The CDWG is to oversee all matters relating to Tune Protect's corporate disclosure practices ensuring adherence to this Policy and Procedure.
- The functions and responsibilities of the CDWG include:-
 - (i) maintain an awareness and understanding of the disclosure requirements;
 - (ii) determine whether corporate developments constitute material information and if so, ensuring the procedures in this Policy and Procedure are fully complied with;
 - (iii) develop and implement this Policy and Procedure;
 - (iv) monitor compliance with the Policy and Procedure and undertake reviews of any violations, including assessment and implementation of appropriate consequences and remedial actions; and
 - (v) review and update this Policy and Procedure from time to time to ensure compliance with the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Malaysia").
- The CDWG consists of the following:-
 - (i) Chief Executive Officer or his designate;
 - (ii) Chief Financial Officer or his/her designate;
 - (iii) Head - Legal and Compliance or his/her designate;
 - (iv) Head of Corporate Development and Strategy ("CDS") as his/her designate; and
 - (v) Manager of Investor Relations or his/her designate.
- The quorum for the meeting of CDWG shall be fixed at 3 principal members.

3.2 Corporate Disclosure Designated Person (“CDDP”)

- The Board has designated the Head – Legal and Compliance of Tune Protect as the CDDP. In his/her absence, a member of the CDWG will take on this role.
- The functions and responsibilities of the CDDP include:
 - (i) review information to be disseminated to ensure compliance with the Listing Requirements and applicable laws (if any), and ensure that the relevant persons such as the Board or Chief Executive Officer or Chief Financial Officer rectify such information and relevant approval / authorization is obtained prior to disclosures;
 - (ii) ensure that Tune Protect complies with the continuing disclosure requirements on a timely manner;
 - (iii) maintain accurate records of all disclosure of material information by the Tune Protect to the investing public;
 - (iv) ensure that the Tune Protect’s website pertaining to corporate information is properly reviewed and updated;
 - (v) create awareness amongst the directors and employees on the Policy and Procedure;
 - (vi) brief designated spokespersons on what has previously been disclosed prior to an analyst or media briefing; and
 - (vii) update with any pending material development concerning Tune Protect.

3.3 Designated Spokesperson(s)

- The designated spokesperson for Tune Protect is the Chief Executive Officer and/or his authorised spokesperson(s).
- The designated or authorised spokesperson(s) shall not disclose material information that has not been previously made public.
- Employees other than the designated or authorised spokesperson(s) shall not respond to inquiries from the investment community or media and all queries should be directed to the designated or authorised spokesperson(s).
- The Head of CDS or Manager of Investor Relations will be involved in scheduling and developing communications and presentations for all meetings with the investing public, analyst and media.
- An employee should contact the CDDP if there is any doubt about the appropriateness of supplying information to an outside party.

4.0 Procedures for Implementing the Policy and Procedure

4.1 Material Information

4.1.1 Information is deemed “material” if:

- (i) it concerns any transaction or litigation, the quantum of which exceeds 5% of Tune Protect Group’s latest audited net tangible asset; or
- (ii) such transaction or litigation is reasonably expected to have material effect on:-
 - (a) the price, value or market activity of Tune Protect’s shares; and
 - (b) the decision of a shareholder or an investor in determining his choice of action.

4.1.2 Material information may include information which:-

- (i) concerns Tune Protect and its subsidiaries’ assets and liabilities, business, financial condition or prospect;
- (ii) relates to dealings with employees, suppliers, customers and other stakeholders;
- (iii) relates to any event affecting the present or potential dilution of the rights or interests of Tune Protect’s shares; or
- (iv) relates to any material event affecting the size of the public holding of Tune Protect’s shares.

4.1.3 Bursa Malaysia requires immediate disclosure of all material information. Examples of events requiring immediate disclosure are set out in Appendix A.

4.2 Responsibility on the Reporting of Significant Corporate Development

4.2.1 It is important that the CDWG and the designated or authorised spokesperson(s) be fully informed of all Tune Protect developments that could potentially impact the disclosure process.

4.2.2 All departments are responsible for informing the CDWG and spokespersons fully apprised of all significant developments in Tune Protect so as to:-

- (i) facilitate determination of materiality, appropriateness and timing for public disclosure of the information, or whether it should remain confidential;
- (ii) ensure appropriate understandings of significant developments and updates which may be relevant to ongoing communications with the investing public; and
- (iii) avoid denying significant developments when in fact, such developments are occurring.

4.3 Responsibilities and Procedures for Disclosure of Material Information

- 4.3.1 The CDWG will manage all Tune Protect's releases of announcements to Bursa Malaysia through the Company Secretary. All directors shall be kept informed of all announcements prior to the submission to Bursa Malaysia.
- 4.3.2 The CDWG shall be responsible for drafting the announcement with the assistance of the Company Secretary to ensure compliance with the Listing Requirements and accuracy of the contents therein.
- 4.3.3 The Finance Department has the duty to review and verify the accuracy of all financial data contained in such announcement.
- 4.3.4 All announcements and reply to queries from Bursa Malaysia will be approved by the Chief Executive Office or, the Chief Financial Officer before release to Bursa Malaysia.
- 4.3.5 For those announcements which are to be released to the media, they will be released through the CDS Department. The CDWG has the responsibility to verify and ensure that the content clearly and effectively communicates the intended substance and meaning of the information to the public.
- 4.3.6 Once the announcement has been released to Bursa Malaysia, it will then be made available and accessible on Tune Protect's website.
- 4.3.7 After public dissemination, the news release will be monitored by the CDS Department or Investors Relations Department to ensure accurate media reporting and will take any corrective measures, if necessary. The Company will file a material change report with Bursa Malaysia (if required).

4.4 Withholding of Material Information

- 4.4.1 Tune Protect will only withhold information consistent with those as outlined in the Listing Requirements of Bursa Malaysia. These include:-
- (i) when such disclosure would prejudice the ability of Tune Protect to pursue its corporate objectives;
 - (ii) when the facts are in a state of flux and a more appropriate moment for disclosure is imminent. Occasionally, corporate developments give rise to information which, although material, is subject to rapid change. If the situation is about to stabilise or resolve itself in the near future, it may be proper to withhold public announcement until a firm announcement may be made since successive public announcements concerning the same subject but based on changing facts may confuse or mislead the public rather than enlighten it; and
 - (iii) where company or securities laws may restrict the extent of permissible disclosure before or during a public offering of securities or a solicitation of proxies.
- 4.4.2 Whenever material information is being temporarily withheld, Tune Protect must ensure that the strictest confidentiality is maintained. Persons privy to the confidential material information shall not divulge the information to anyone else except in the course of business.

4.4 Withholding of Material Information (Contd.)

4.4.3 In such cases, the following precautions will be observed to keep the information completely confidential:-

- (i) Access to the information will be on a need-to-know basis;
- (ii) If and when the information is disclosed in the necessary course of business, recipients of such information will be made aware of the need to keep the information confidential inside and outside Tune Protect;
- (iii) Confidentiality Agreements will be used to ensure protection of the confidentiality by third parties eg. advisors, lawyers, consultants, business associates/partners, etc;
- (iv) Reasonable care will be taken to ensure appropriate security and protection of the information eg. Sensitive / confidential documents shall be kept in a safe place.
- (v) Transmission of documents by electronic means shall be made only where it can be made and received under secure conditions.

4.4.4 These responsibilities and procedures are applicable during the period of time when news releases involving material information are being developed, until the information has been released and disseminated to the investing public.

4.4.5 If at any time, confidential material information is inadvertently leaked resulting in selective disclosures, the CDDP will initiate a process to ensure that full and accurate public disclosure is made.

4.5 Response to Market Rumours

4.5.1 Tune Protect may opt not to comment on market rumours or speculation, particularly where it is clear that it is not the source of the market rumour. If Bursa Malaysia requests the Company to make a statement in response to a market rumour, the CDDP has the authority to consider the matter and make the recommendation as to the nature and content of the response.

4.5.2 Tune Protect will be guided by Chapters 9.11 to 9.13 of the Listing Requirements, which is set out in Appendix B.

4.5.2 The CDDP will also recommend an appropriate course of action where Tune Protect or an employee of Tune Protect and its subsidiaries is the apparent source of the rumour.

4.6 Communications with Analysts, Media and Investing Public

- 4.6.1 Head of CDS in consultation with the Manager of Investors Relations, will be responsible for preparing the designated spokespersons for briefing sessions with analysts, media and investing public on information about Tune Protect.
- 4.6.2 Presentation materials from such meetings will be made available on Tune Protect's website as soon as possible after the presentation is made.
- 4.6.3 Tune Protect will not provide confidential, proprietary or material non-public information during such briefings. Any information disclosed will be factual and not speculative.
- 4.6.4 If material non-public information is inadvertently disclosed at such a briefing, Tune Protect will take immediate action to ensure public dissemination of such information.
- 4.6.5 Tune Protect does not discriminate among recipients of information. Under no circumstances will Tune Protect confirm or attempt to influence an analyst's opinions or conclusions, speculate about future business plans or provide specific "bottom-line" financial expectations. Tune Protect will provide the same information to both analysts and individual investors when requested.
- 4.6.6 Tune Protect will not comment on opinions made by analysts except where there is a factual error.
- 4.6.7 In the month of an earnings release, prior to the release, the designated or authorised spokespersons will not hold private meetings with analysts.
- 4.6.8 A record of all briefings will be kept by the Head of CDS or Manager of Investors Relations.

4.7 Forward-looking Information

- 4.7.1 Tune Protect will not provide forecasts, guidance or warnings of future earnings or other financial results. Tune Protect may provide sufficient forward-looking information to the investing public to enable reasonable evaluations of its future performance prospects provided that it is not undisclosed material information, it does not deal with future earnings, and it has been prepared or reviewed by the CDWG.
- 4.7.2 Such information could include forecasts in respect of volumes, expenses, capital expenditures, new projects, fiscal terms and market, commercial and technical considerations and will be consistent with and complementary to information that has been otherwise provided via timely disclosure documents such as annual reports, news releases and quarterly reports.
- 4.7.3 Documents containing forward-looking information will be accompanied by a disclaimer cautioning the reader that there are risks and uncertainties that could cause actual results to differ materially from what is indicated in the documents. When making oral forward-looking statements, reasonable care will be taken to also include appropriate reference to such risks and uncertainties in the discussion.

4.8 Tune Protect's Website and Social Media Channel

- 4.8.1 Tune Protect's website contains an "Investor Relations" section. All disclosure and material information documents of interest to investors will be made available and accessible by the public on the website as soon as after their release through the announcements to Bursa Malaysia. These include announcements, annual reports, quarterly reports, news releases and information on the Company. Other supplemental and non-material information will be posted on the website as soon as practicable after they are available.
- 4.8.2 The Head of CDS together with the CDWG are responsible for ensuring that the information contained in the "Investor Relations" section of the website is accurate, updated and complied with the Listing Requirements. This also includes Tune Protect's social media channels.

4.9 Restrictions on Insider Trading

- 4.9.1 The Securities Industry Act, 1983 provides that an insider with access to material information are prohibited from trading in Tune Protect's shares until the information has been fully disclosed and a reasonable period of time has passed for the information to be disseminated to the public.
- 4.9.2 From time to time, the Company Secretary advises the directors, principal officers and employees who have access to financials on the trading restrictions in Tune Protect's shares in accordance with the provisions of the Listing Requirements.

5.0 Non-compliance With The Policy and Procedure

An employee who violates the Policy and Procedure may face disciplinary action, which may result in the termination of employment. The violation of the Policy and Procedure may also violate certain securities laws. If Tune Protect discovers that an employee has violated such securities laws, it may refer the matter to the appropriate regulatory authorities.

Appendix A

Examples of Events Which Require Immediate Disclosure

1. Entry into a joint venture agreement or merger
2. Acquisition or loss of a contract, franchise or distributorship rights
3. Introduction of a new product
4. Change in management
5. Borrowing of funds of substantial amount
6. Commencement of or the involvement in litigation and any material development arising therefrom
7. Commencement of arbitration proceedings or proceedings involving alternative dispute resolution methods
8. Purchase or sale of an asset (subject to Chapter 10) of the Listing Requirements.
9. Change in capital investment plans
10. Occurrence of a labour dispute or disputes with sub-contractors or suppliers
11. Making of a tender offer for another company's securities
12. Occurrence of an event of default on interest and/or principal payments in respect of loans
13. Change in general business direction
14. Change of intellectual property rights
15. Entry into a memorandum of understanding
16. Status of any memorandum of understanding that has been entered into between the listed company or its subsidiary and a third party and which has been previously announced at least once every quarter or more regularly, upon the occurrence of a material change, whichever is earlier
17. Entry into any calls or put option or financial futures contract
18. Intention to fix books closing date
19. Recommendation or declaration of a dividend or distribution
20. Recommendation or decision that a dividend will not be declared
21. Any change in the terms of a debt security or a convertible security
22. Re-organisation of the group structure
23. Convening of annual/extraordinary general meeting
24. All resolutions put to a general meeting and immediately after such meeting whether the resolutions were carried
25. Calls made upon any of the partly paid share capital of the listed company
26. Change of address, telephone/ facsimile number of the registered office of the listed company
27. Proposed change of name of the listed company
28. Change of financial year end of the listed company
29. Change in the composition of the Board of Directors
30. Change in the composition of the Audit Committee
31. Change or proposed change of Chief Executive Officer of the listed company
32. Change or proposed change of the Chief Financial Officer of the listed company
33. Change of Company Secretary of the listed company
34. Change of External Auditors of the listed company
35. Change in the independent adviser appointed under the Listing Requirements
36. Proposed alteration of the Memorandum/Articles of Association of the listed company
37. Notice relating to substantial shareholding which the listed company has received
38. Director's Notice under Section 135(1) of the Companies Act, 1965 in respect of shareholding and changes thereto in the listed company

Appendix A (Contd.)

Examples of Events Which Require Immediate Disclosure (Contd.)

39. Commencement of winding-up proceedings or winding up order made against the listed company, or any of its subsidiaries or major associated companies
40. Appointment of a receiver, manager or receiver and manager, liquidator, special administrator or such other person of a similar capacity over the listed company, any of its subsidiaries or major associated companies or any part of the properties of the listed company, any of its subsidiaries or major associated companies
41. Procurement of a court order restraining proceedings against the listed company, or any of its subsidiaries or major associated companies under Section 176 of the Companies Act, 1965.
42. Any transaction entered into by the listed company or its subsidiaries requiring an announcement to be made under Chapter 10 of the Listing Requirements
43. Acquisition or subscription of shares in another company or any other event which results in that company becoming a subsidiary of the listed company
44. Disposal of shares in another company or any other event which results in that company ceasing to be a subsidiary of the listed company
45. Acquisition or subscription of shares in another listed company which results in the holding being 5% or more of the issued and paid-up capital (excluding treasury shares) of that listed company
46. Disposal of shares in another listed company which results in the holding falling below 5% of the issued and paid-up capital (excluding treasury shares) of that listed company
47. Proposed issue or offer of securities
48. Scheme of compromise, arrangement, amalgamation or reconstruction.
49. Variation of the rights attaching to a class of securities.
50. Decision to allocate excess shares on relation to a rights issue by the listed company and the basis of such allocation
51. Level of subscription in relation to an issue or offer of securities
52. Change to the utilisation of proceeds raised from the issuance of securities that deviates by 5% or more from the original utilisation of proceeds
53. Share split or consolidation
54. Deviation of 10% or more between the Profit After Tax and Minority Interest stated in a profit estimate, forecast or projection previously announced or disclose in a public document and the announced unaudited accounts (giving explanation of the deviation and the reconciliation thereof)
55. Deviation of 10% or more between the Profit or Loss After Tax and Minority Interest stated in the announced unaudited accounts and the audited accounts (giving explanation of the deviation and the reconciliation thereof)
56. Any circumstances or developments which are likely to materially affect the results or outcome of any prospects, revenue or profit estimates, forecast, projection or internal targets of the listed company previously announced or disclosed in a public document
57. Qualification in an external auditors' report
58. Call of securities for redemption
59. Listing of any part of the securities of the listed company or any of its subsidiaries on any recognised stock exchange
60. Material information or financial documents that is released to any other stock exchange or other regulator which is available to the public
61. Change of control in the listed company

Appendix A (Contd.)

Examples of Events Which Require Immediate Disclosure (Contd.)

62. Agreement to sponsor a depository receipt programme
63. Material amendment of the terms of the agreement for the sponsorship of a depository receipt programme or the termination thereof
64. Valuation which has been conducted on the non current assets of group where the revaluation surplus or deficit will be incorporated in the financial statements of the listed company
65. Material development to corporate proposals previously announced, including variation of terms, receipt of approvals from regulatory authorities and termination or completion of the corporate proposal, etc
66. Any information in relation to a proposed take-over or take-over offer.
67. In relation to a take-over offer for the acquisition of the listed shares or listed units of a listed company pursuant to the Take-Overs and Mergers Code or a corporate proposal undertaken by or in relation to a listed company, upon 90% or more of the listed shares (excluding treasury shares) or listed units of the said listed company being held by a shareholder or unit holder either individually or jointly with associates of the said shareholder or unit holder.
68. Any decision to implement a Share Grant Scheme
69. Any decision to terminate a Share Grant Scheme before its expiry
70. Any options or shares offered under a Share Issuance Scheme
71. Change in classification of the listed company in a specific sector
72. Number of listed securities in the hands of the public falling below the prescribed minimum

Appendix B

Extract of Main Market Listing Requirements (“MMLR”)

Chapter 9

PART F – RESPONSE TO UNUSUAL MARKET ACTIVITY

9.11 Unusual market activity

- (1) Where unusual price movement, trading activity, or both (“unusual market activity”) occurs, the listed issuer must immediately undertake a due enquiry to seek the cause of the unusual market activity in its securities. The listed issuer must consider in particular whether there is any information concerning the listed issuer which would account for the unusual market activity that –
 - (a) has recently been publicly disclosed;
 - (b) has not been publicly disclosed (in which case the unusual market activity may signify that a “leak” has occurred); or
 - (c) is the subject matter of a rumour or report.
- (2) If the listed issuer determines that the unusual market activity results from material information that has already been publicly disclosed pursuant to these Requirements, generally no further announcement is required, although, if the unusual market activity indicates that such information may have been misinterpreted, the listed issuer must issue a clarifying announcement to the Exchange.
- (3) If the unusual market activity results from a “leak” of previously undisclosed information, the information in question must be publicly disclosed by the listed issuer in accordance with these Requirements.
- (4) If the unusual market activity results from a rumour or report, the listed issuer must comply with paragraphs 9.09 and 9.10 above.
- (5) Finally, if the listed issuer is unable to determine the cause of the unusual market activity, the listed issuer must announce that there have been no undisclosed developments which would account for the unusual market activity.

Appendix B (Contd.)

Extract of Main Market Listing Requirements (“MMLR”) (Contd.)

Chapter 9 (Contd.)

PART G – UNWARRANTED PROMOTIONAL DISCLOSURE ACTIVITY

9.12 Promotional disclosure activity

- (1) A listed issuer must refrain from promotional disclosure activity in any form whatsoever or howsoever which may mislead investors or cause unwarranted price movement and activity in a listed issuer’s securities.
- (2) Such activity includes news releases, public announcements, predictions, reports or advertisements which are –
 - (a) not justified by actual developments concerning a listed issuer;
 - (b) exaggerated;
 - (c) flamboyant;
 - (d) overstated; or
 - (e) over-zealous.

9.13 Hallmarks of promotional disclosure activity

Although the distinction between legitimate public relations activities and such promotional disclosure activity is one that must necessarily be drawn from the facts of a particular case, the following are frequent hallmarks of promotional activity:

- (a) a series of public announcements unrelated in volume or frequency to the materiality of actual developments concerning a listed issuer;
- (b) announcement of products still in the development stage with unproven commercial prospects;
- (c) promotions and expense-paid trips, or the seeking out of meetings or interviews with analysts and financial writers, which could have the effect of unduly influencing the market activity in the listed issuer’s securities and are not justified in frequency or scope by the need to disseminate information about actual developments concerning the listed issuer;
- (d) press releases or other public announcements of a one-sided or unbalanced nature; and
- (e) listed issuer’s or product advertisements which in effect promote the listed issuer’s securities.