



**GAGASAN NADI CERGAS**  
BERHAD (1238966-U)

**GAGASAN NADI CERGAS BERHAD**  
**INSIDER TRADING POLICY**

Document Title: <b>GROUP POLICY – INSIDER TRADING POLICY</b>	Company	Gagasan Nadi Cergas Berhad
	Department	QA/QC and Compliance
	Issue No.	1
	Revision No.	0
	Reference No.	GNCB/QAC/POL/ITP06/1.0
	Effective Date	1 June 2020

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## 1.0 INTRODUCTION

- 1.1 The Capital Markets and Services Act 2007 (ACT 671) (“**CMSA**”) and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) prohibit the purchase or sale of securities by any person who is in possession of price-sensitive information relating to the company, as well as the disclosure of such information to others who then trade in the company’s securities.
- 1.2 Insider trading violations are pursued vigorously by the Securities Commission Malaysia and are punished severely. While the regulatory authorities concentrate their efforts on individuals who trade, or who communicate price-sensitive information to others who trade, the securities laws also impose potential liability on companies and other “controlling persons” if they fail to take reasonable steps to prevent insider trading by the company personnel.
- 1.3 The Board of Directors of the Company has adopted this Insider Trading Policy, as part of the Company’s responsibility to prevent insider trading by the Company personnel and to help Company personnel avoid committing acts that contravene the provisions of insider trading law.
- 1.4 This Insider Trading Policy is also intended to prevent even the appearance of improper conduct on the part of anyone employed by or associated with the Company, not just by insider. We have all worked hard over the years to establish our reputation for integrity and ethical conduct, and we cannot afford to have that reputation damaged.

## 2.0 OBJECTIVE

This policy aims to:

- a) Prevent insider dealing of securities
- b) Ensure transparency and fairness in dealing with all stakeholders of the Group;
- c) Maintain the confidentiality of price sensitive Information; and
- d) Adherence to Capital Markets and Services Act 2007 (“CMSA”).

## 3.0 DEFINITIONS

- 3.1 Company or NADIBHD  
Refers to Gagasan Nadi Cergas Berhad and/or any of its subsidiaries.
- 3.2 Company Personnel  
Refers to any employee of the Company and shall include contract staff, consultants, temporary employees and interns.

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### 3.3 Closed Period

Refers to a period commencing 30 calendar days before the targeted date of announcement up to the date of announcement of NADIBHD's financial quarterly results to Bursa Securities.

### 3.4 Insider

A person is an "insider" if that person—

(a) possesses information that is not generally available which on becoming generally available a reasonable person would expect it to have a material effect on the price or the value of securities; and

(b) knows or ought reasonably to know that the information is not generally available.

### 3.5 Insider Trading

Refers to a situation, where a person, by virtue of his position, access unannounced price sensitive information (not generally available) of the company, gains such access and subsequently uses the information obtained for his or her personal benefits.

### 3.6 Insider Trading Policy

Refers to Statement of Policy Regarding Securities Trades by Company Personnel.

### 3.7 Information

Information has the meaning as defined in the CMSA for purposes of the rules on insider trading include the following:

- a) matters of supposition and other matters that are insufficiently definite to warrant being made known to the public;
- b) matters relating to the intentions, or likely intentions of a person;
- c) matters relating to negotiations or proposals with respect to commercial dealings or dealing in securities;
- d) information relating to the financial performance of a corporation;
- e) information that a person proposes to enter into, or has previously entered into one or more transactions or agreements in relation to securities or has prepared or proposes to issue a statement relating to such securities; and
- f) matters relating to the future.

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### 3.8 Material information

Refers to any information that a reasonable investor would consider important in making a decision to buy or sell his securities. Any information that might reasonably be expected to affect the company's stock price, whether it is positive or negative, should be considered material. Some examples of information that would ordinarily be regarded as material are:

- a) Projections of future earnings or losses, or other earnings guidance.
- b) A pending or proposed merger, acquisition or tender offer.
- c) A pending or proposed acquisition or disposition of a significant asset.
- d) A change in dividend policy, declaration of a stock split, or an offering of additional securities.
- e) A change in management.
- f) Introduction or development of a new product or discovery.
- g) Impending bankruptcy, existence of severe liquidity problems or default in loan repayments.
- h) Occurrence of labour dispute with sub-contractors, customers or suppliers.
- i) Acquisition or loss of a contract, franchise or distributorship rights.
- j) Commencement of or involvement in litigation.
- k) A change in general business direction.

### 3.9 Price-sensitive information

Refers to information that on becoming generally available would or would tend to have a material effect on the price or value of securities, refers to such information which would or would tend to, on becoming generally available, influence reasonable persons who invest in securities in deciding whether or not to acquire or dispose of such securities, or enter into an agreement with a view to acquire or dispose of such securities. (section 185 of the CMSA)

## 4.0 INSIDER TRADING MATTERS

### 4.1 Consequences of an Insider Trading Violation.

The consequences of an insider trading violation can be severe:

**On Traders :** Company personnel (or their tippers) who trade on inside information are subject to the following penalties:

#### a) Criminal Penalty under the CMSA

- A fine of not less than RM1,000,000 (no matter how small the profit); and
- A jail term of up to 10 years.

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b) Civil Liability under the CMSA

A person who suffers loss or damages by reason of, or by relying on the conduct of another person who committed the offence of insider trading may recover the amount of loss or damage by instituting civil proceedings against the other person. The Securities Commission may, if it considers that it is in the public interest to do so, institute civil action against the insider or any other person involved in the contravention to recover an amount equal to 3 times the amount being the difference between the price at which the securities disposed of or agreed to be disposed of and the price which they would have been likely to have been disposed of at the time of the disposal or agreement if the information had been generally available and claim civil penalty being an amount not more than RM1,000,000.

**On Tipplers:** An employee who communicates, or “tips” inside information to a person who then trades are subject to the same penalties as the tipper, even if the employee did not trade and did not profit from the tipper’s trading.

**Additional Sanctions by the Company:** An employee’s failure to comply with the Company’s Insider Trading Policy may subject the employee to Company-imposed sanctions, including termination of employment for cause, whether or not the employee is charged with an offence in respect of the contravention of Section 188 of the CMSA or whether or not a contravention has been proven in a prosecution. Needless to say, an investigation, a charge in a court of law or an investigation by the Securities Commission, whether or not result in prosecution, can tarnish one’s reputation and irreparably damage his/her career and future prospects.

#### 4.2 Persons subject to Insider Trading Policy

- 4.2.1 As a director, officer or employee, you are responsible for the transactions of the abovementioned persons and therefore you should make them aware of the need to confer with you before they trade in the securities of NADIBHD. As used in this Insider Trading Policy, “you” means anyone subject to this Insider Trading Policy.
- 4.2.2 If you are in possession of inside information when you cease being a director, officer or employee, this Insider Trading Policy will continue to apply until that information has become public or is no longer material.

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### 4.3 Specific Restrictions

#### 4.3.1 No Trading or Acting on Inside Information

4.3.1.1 If you possess inside information relating to NADIBHD, you shall not, either directly or through family members or other persons or entities:

- Buy or sell securities of NADIBHD.
- Engage in any other action to take personal advantage of that inside information.
- Pass that inside information on to others outside the Company, including members of your family, friends, acquaintances and business associates.

4.3.1.2 Also, if you learn of inside information about another company with which NADIBHD does business, including a customer or supplier, you shall not trade in the other company's securities until that information becomes public or is no longer material.

4.3.1.3 Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are not exempted from the Insider Trading Policy. The securities laws do not recognise such mitigating circumstances and in any event, even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct.

***When Information Becomes Public:*** Information is not deemed to become "public" until the information has been disclosed broadly to the marketplace (such as by the Company's press release or an announcement made to Bursa Securities) and the investing public has had time to absorb the information fully.

***20/20 Hindsight :*** Remember, anyone scrutinizing your transactions will be doing so after the fact, with the benefit of hindsight. As a practical matter, before engaging in any transaction, you should carefully consider how enforcement authorities and others might view the transaction in hindsight.

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#### 4.4 No Individual Disclosure of Information

4.4.1 The Company is required to avoid the selective disclosure of inside information. The Company has established procedures for releasing material information in a manner that is designed to achieve broad public dissemination of the information immediately upon its release. Therefore:

- You shall not disclose information about NADIBHD to anyone outside the Company, including family members, friends, acquaintances and business associates; and
- You shall not discuss about the Company, NADIBHD or its business in an internet “chat room” or similar internet-based forum, blogs, social networks such as Facebook and Twitter.

#### 5.0 OTHER PROHIBITED TRANSACTIONS

The Company considers it improper and inappropriate for any director, officer or other employee of the Company to engage in speculative transactions in the securities of NADIBHD or other transactions which might give the appearance of impropriety. Therefore, this Insider Trading Policy also prohibits the following transaction: -

**Margin Accounts and Pledges:** Securities purchased on margin may be sold by the broker without the customer’s consent if the customer fails to meet a margin call. Similarly, securities held in an account which may be borrowed against or are otherwise pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. A margin sale or foreclosure sale may occur at a time when the pledger is aware of price-sensitive information or otherwise is not permitted to trade in the company’s securities.

Therefore, you shall not purchase the securities of NADIBHD on margin, or borrow against any account in which the securities are held, or pledge the securities as collateral for a loan.

*[NOTE: An exception to the prohibition against pledges may be granted where a person wishes to pledge the securities as collateral for a loan (not including margin debt) and clearly demonstrates the financial capacity to repay the loan without resort to the pledged securities. Any person who wishes to pledge the securities as collateral for a loan must submit a request for approval to the Company Secretary at least 2 weeks prior to the execution of the documents evidencing the proposed pledge.]*

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## 6.0 EXEMPTIONS FROM COMPLIANCE

This Insider Trading Policy does not apply to the following categories of dealings:

- Acceptance or exercise of options or rights under a share issuance scheme or share option scheme.
- Exercise of warrants.
- Conversion of convertible securities.
- Acceptance of entitlements under an issue or offer of securities, where such issue or offer is made available to all holders of the securities or to all holders of a relevant class of its securities, on the same terms.
- Undertaking to accept, or the acceptance of a take-over offer.
- Undertaking to accept, or the acceptance of securities as part of a merger by way of a scheme of arrangement.

Subsequent dealings in the securities of NADIBHD obtained as a result of the above dealings, are NOT exempted from compliance with this Insider Trading Policy.

## 7.0 ASSISTANCE

If you have a question about this Insider Trading Policy or its application to any proposed transaction, you may obtain additional guidance from the Company Secretary at telephone no: (03) 2783 9191. Ultimately, however, the responsibility for adhering to this Insider Trading Policy and avoiding unlawful transactions rests with you.

## 8.0 SUPPLEMENT TO THE INSIDER TRADING POLICY (“SUPPLEMENT POLICY”)

- 8.1 This Supplement Policy applies to dealings in the securities of the Company by a director of NADIBHD or its major subsidiary, and a principal officer of NADIBHD or its major subsidiary (collectively referred to as **“affected persons”**).

**“principal officer”** means in relation to a NADIBHD or its major subsidiary, the chief executive who is not a director, chief financial officer or any other employee of NADIBHD or its major subsidiary respectively who has access or is privy to price-sensitive information in relation to NADIBHD.

- 8.2 **The affected persons MUST NOT deal in the securities of NADIBHD as long as they are in possession of price-sensitive information, as they shall be liable for insider trading.** However, those who are NOT in possession of price-sensitive information, may engage in dealings during a closed period provided that they comply with the procedures set out in this Supplement.

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8.3 The policies and procedures described in this Supplement are a part of the Company's Insider Trading Policy and are in addition to the other requirements of the Insider Trading Policy.

## 9.0 PERSONS SUBJECT TO THIS SUPPLEMENT POLICY

9.1 This Supplement Policy which applies to an **affected person** of NADIBHD, is also subject to the requirements of Chapter 14 of the ACE Market Listing Requirements of Bursa Securities.

In addition, the Head of Human Resource may from time to time designate any employee, either by name or title as the affected person, and this Supplement Policy will be effective immediately when the affected person receives the notice of his designation and a copy of this Supplement Policy.

9.2 An affected person is responsible for his dealings and therefore the affected person should be aware of these procedures before he deals in the securities of NADIBHD.

9.3 This Supplement Policy will cease to apply to an affected person upon the expiration of any "blackout period" (see below) or upon termination of his service or, being designated by the Company Secretary as no longer subject to this Supplement Policy.

## 10.0 PROCEDURE FOR DEALINGS IN SECURITIES DURING CLOSED PERIODS

10.1 Before any proposed dealing, an affected must give notice of intention to deal in writing to the Company Secretary.

10.2 Upon receipt of such notice, an immediate announcement must be made to Bursa Securities, stating the following information: -

- a) the affected person's current holdings of securities in NADIBHD; and
- b) the affected person's intention to deal in the securities of NADIBHD during a closed period.

10.3 The proposed dealing can only be affected or commence after 1 full market day from the date of announcement made pursuant to item (b) above. "**1 full market day**" excludes the day on which an announcement is made.

10.4 The affected person must give notice of the dealing in writing to the Company Secretary within 1 full market day after the dealing has occurred and the Company Secretary must immediately announce such notice to Bursa Securities. The notice and announcement shall contain the following information:

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- a) the date on which the dealing occurred;
- b) the consideration for the dealing; and
- c) the number of securities involved in the dealing, both in absolute terms and as a percentage of all issued securities of that class in NADIBHD.

## 11.0 PROCEDURE FOR DEALINGS IN SECURITIES OUTSIDE CLOSED PERIODS

11.1 If an affected person deals in the securities of NADIBHD outside closed periods, the affected person must **within 3 market days** after the dealing has occurred, give notice of the dealing in writing to the Company Secretary who will then make an immediate announcement to Bursa Securities of such dealing.

11.2 The notice and announcement shall contain the following information:

- a) the date on which the dealing occurred;
- b) the consideration for the dealing; and
- c) the number of securities involved in the dealing, both in absolute terms and as a percentage of all issued securities of that class in NADIBHD.

## 12.0 EVENT-SPECIFIC BLACKOUTS

12.1 From time to time, a material event may occur to the Company and may be known by only a few employees of the Company. If you are the affected person who has access or privy to price-sensitive information in relation to the material event, then you shall not deal in the securities of NADIBHD so long as the event remains material, confidential and non-public.

12.2 The existence of such event-specific blackout may not be announced yet or may be temporarily withheld if the facts are still in the state of flux. If you are aware of the existence of an event-specific blackout, you also shall not disclose the existence of the blackout event to any other person.

## 13.0 CERTIFICATION

An affected person which is subject to this Supplement Policy must certify their understanding of, and intent to comply with, not only this Supplement but also the other provisions of the Company's Insider Trading Policy. Please sign, date and return the attached Certification within 5 days after your receipt of this Supplement Policy.

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### **CERTIFICATION SIGN-OFF**

I hereby certify that:

- 1) I have read and understand the Company's Insider Trading Policy and the Supplement Policy\*;
- 2) I understand that the Company Secretary is available to answer any question I may have regarding the Insider Trading Policy and the Supplement Policy\*;
- 3) Since I have been a director or employee of the Company or designated as the affected person of this Supplement Policy\*, I have complied with the Insider Trading Policy and the Supplement Policy\*; and
- 4) I will continue to comply with the Insider Trading Policy and Supplement Policy\* for as long as I am subject to the above policies.

- delete if not applicable

Signature : \_\_\_\_\_

Name : \_\_\_\_\_

Date : \_\_\_\_\_