

SCOPE

SCOPE INDUSTRIES BERHAD

(591376-D)

CORPORATE DISCLOSURE POLICY AND PROCEDURES

SCOPE

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Corporate Disclosure Policy and Procedures

TABLE OF CONTENTS

1. POLICY STATEMENT	3
2. APPLICATION OF DISCLOSURE POLICY	3
3. COMMUNICATION OF DISCLOSURE POLICY	4
4. ADMINISTRATION OF DISCLOSURE POLICY	5
5. AUTHORISED SPOKESPERSONS	6
6. ANNUAL POLICY REVIEW	6
7. MAINTAINING CONFIDENTIALITY	6
8. DISCLOSURE CONTROLS AND PROCEDURES	7
9. DEALINGS WITH INVESTMENT COMMUNITY.....	15
10. DISCLOSURE RECORD	16
11. ENFORCEMENT	17

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

1. POLICY STATEMENT

The Board of Directors (the “Board”) of Scope Industries Berhad (“SCOPE” or the “Company”) is committed to ensuring that communications to the investing public regarding the business, operations and financial performance of the Company are accurate, timely, factual, informative, consistent, broadly disseminated and where necessary, information filed with regulators is in accordance with applicable legal and regulatory requirements.

The objectives of the Disclosure Policy are to:

- (a) to raise awareness and provide guidance to the Board, management, officers and employees on the Company’s disclosure requirements and practices;
- (b) to provide guidelines and policies in disseminating corporate information to, and in dealing with shareholders, stakeholders, analysts, media, regulators and the investing public;
- (c) to ensure compliance with all applicable legal and regulatory requirements on disclosure of material information; and
- (d) to build good investor relations with the investing public that inspires trust and confidence.

2. APPLICATION OF DISCLOSURE POLICY

This Disclosure Policy applies to **all directors, officers and employees** of the Company and its subsidiaries and those authorised to speak on their behalf (“SCOPE Personnel and Officers”). It covers, but is not limited to the following:

- (i) Disclosure documents filed with the Malaysian securities regulators and written statements made in the Company’s annual and quarterly reports;
- (ii) Financial and non-financial disclosure;
- (iii) Press releases;
- (iv) Letters to shareholders;
- (v) Presentations by senior management;

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

- (vi) Information contained on the Company's website and other electronic communications;
- (vii) Oral statements made in group meetings, individual meetings and telephone conversations with members of the investment community (which includes analysts, investors, investment dealers, brokers, investment advisers and investment managers) or with employees;
- (viii) Interviews with the media;
- (ix) Speeches;
- (x) Industry and investor conferences;
- (xi) News conferences;
- (xii) Conference calls; and
- (xiii) Any other dealings with the general public.

The Disclosure Policy does not apply to communication made in the ordinary course of business of the Company and its subsidiaries not involving material information.

3. COMMUNICATION OF DISCLOSURE POLICY

To ensure that the Disclosure Policy is strictly complied with, copies of the Disclosure Policy will be circulated and made available to all present and new SCOPE Personnel and Officers, either directly or by posting of the Disclosure Policy on SCOPE's website at www.scope.com.my. Upon posting of the Disclosure Policy on the Company's website, SCOPE Personnel and Officers shall be bound by it.

A revised version of this Disclosure Policy will be distributed in accordance with the foregoing methods whenever significant changes are made.

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

4. ADMINISTRATION OF DISCLOSURE POLICY

4.1 General

Subject to applicable laws and any developments determined by the Board as requiring immediate public disclosure, this Disclosure Policy shall be administered and interpreted by **Corporate Disclosure Committee** (hereinafter defined as “CDC”) to be **headed by the Group Managing Director** (“GMD”).

The CDC will be responsible for:

- (i) Determining whether information is material information;
- (ii) Timely disclosure of material information in accordance with applicable securities laws and ACE Market Listing Requirements of Bursa Malaysia (“ACE Market LR”);
- (iii) Monitoring compliance with this Disclosure Policy; and
- (iv) Overseeing SCOPE’s disclosure controls and procedures.

Each member may appoint a designate. Decisions of the CDC shall be made by a majority of its members or their designates. Where however, at least two members of the CDC or their designates are not reasonably available for consultation on a particular issue in the time required to make a determination on such issue, the remaining members of the CDC, or their designates, are authorised to make any determination required to be made by the CDC in this Disclosure Policy.

4.2 Members of CDC

The members of the CDC will be:

- (i) GMD;
- (ii) Executive Director (“ED”);
- (iii) Financial Controller (“FC”); and
- (iv) Company Secretary (“Co Sec”).

The **FC** will serve as the **primary contact** person for the CDC and will engage other members as necessary and appropriate to the matter at hand. In his or her absence, other members can be contacted for matters referred to in this Disclosure Policy.

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

5. AUTHORISED SPOKESPERSONS

The authorised spokesperson for the Company is the GMD and ED and any other Officers as may be authorised by the GMD.

SCOPE Personnel and Officers who have not been designated by the Authorised Spokespersons **MUST NOT** respond under any circumstances to inquiries from the investment community, the media or others. All such inquiries should be referred to the Authorised Spokespersons or to those persons designated by the Authorised Spokespersons, from time to time.

6. ANNUAL POLICY REVIEW

The CDC will review this Disclosure Policy from time to time and recommend updates to the Board, if necessary. Any material changes proposed to this Disclosure Policy will be subject to the approval of the Board.

7. MAINTAINING CONFIDENTIALITY

Any employee privy to confidential corporate information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business or required by law or authorised by the CDC. Efforts will be made to limit access to such confidential information to only those who “need to know” the information.

Outside parties privy to undisclosed material information concerning the Company will be told that they must not divulge such information to anyone else. **Management shall ensure** that such outside parties confirm their commitment to non-disclosure under a written confidentiality agreement.

For prevention of misuse or inadvertent disclosure of material information, the following general procedures should be observed at all times:

(i) **Security and code names**

Documents and files containing confidential information should be kept in a safe place or within the Company’s secured IT system, with accessibility restricted to individuals who “need to know” in the necessary course of their work. Code names should be used, where necessary.

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

- (ii) **No discussion in public places**
Confidential matters should not be discussed in places where the discussion may be overheard, including but not limited to, elevators, hallways, restaurants, bars, restrooms, airplanes or taxis.

If confidential matters must, of necessity or urgency, be discussed on wireless devices in public places, caution should be exercised by the participants. In such cases, the identity of any relevant party should be cryptic or in code.
- (iii) **Exercise caution when reading confidential documents in public places**
One should exercise caution when reading of confidential documents or blackberries, smart phones or other personal digital assistant devices in public places.
- (iv) **Accompanying visitors**
Visitors should be accompanied by Company personnel to ensure that they are not left alone in offices or sites containing confidential information.
- (v) **Non-participation in social media on matters relating to Company**
To mitigate the risk of inadvertently disclosing or publishing material and non-public information, employees are strictly prohibited from participating in Internet blogs, chat rooms, similar social media forums (such as Twitter, LinkedIn or Facebook) or newsgroup discussions on matters pertaining to the Company's business and affairs or its listed securities unless authorised to do so by an Authorised Spokesperson.

8. DISCLOSURE CONTROLS AND PROCEDURES

8.1 Material Information Release Guidelines

Guided by the ACE Market LR, material information is generally considered to be any information relating to the business, operations and financial performance of the Company that results in, or would reasonably be expected to result in a significant change in:

- (a) the price, value or market activity of any of the listed corporation's securities;
or
- (b) the decision of a holder of securities of the listed corporation or an investor in determining his choice of action.

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

Without limiting the generality of the above, material information may include information which –

- (a) concerns the listed corporation's assets and liabilities, business, financial condition or prospects;
- (b) relates to dealings with employees, suppliers, customers and others;
- (c) relates to any event affecting the present or potential dilution of the rights or interests of the listed corporation's securities; or
- (d) relates to any event materially affecting the size of the public holding of its securities.

For general guidance, the following are some examples of events which may require immediate disclosure to Bursa Malaysia by the listed issuer (non-exhaustive):

- (a) the entry into a joint venture agreement or merger;
- (b) the acquisition or loss of a contract, franchise or distributorship rights;
- (c) the introduction of a new product or discovery;
- (d) a change in management;
- (e) the borrowing of funds;
- (f) the commencement of or the involvement in litigation and any material development arising from such litigation;
- (g) the commencement of arbitration proceedings or proceedings involving alternative dispute resolution methods and any material development arising from such proceedings;
- (h) the purchase or sale of an asset;
- (i) a change in capital investment plans;
- (j) the occurrence of a labour dispute or disputes with sub-contractors or suppliers;
- (k) the making of a tender offer for another corporation's securities;

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

- (l) the occurrence of an event of default on interest or principal payments or both in respect of loans;
- (m) a change in the general business direction;
- (n) a change of intellectual property rights;
- (o) the entry into a memorandum of understanding;
- (p) the entry into any call or put option or financial futures contract; or
- (q) a change in the business plan of the listed corporation that has been previously disclosed.

8.2 Basic Disclosure Principles

In complying with the requirement to disclose all material information under applicable laws and the ACE Market LR in a timely manner, the Company, SCOPE Personnel and Officers shall adhere to the following basic disclosure principles:

- (i) Immediate announcement to Bursa Malaysia**
Subject to the terms of this Disclosure Policy, material information will be announced immediately to Bursa Malaysia first and made available at the Company's website.
- (ii) Consistent approach to materiality**
The Company would endeavour to take a consistent approach to materiality.
- (iii) Material information to be temporarily kept confidential if detrimental to the interest of the Company**
Material information may be kept confidential temporarily if the immediate release of the information would be unduly detrimental to the interests of the Company. In such cases, the information will be kept confidential until the CDC determines it is appropriate to publicly disclose or that the Company has a legal obligation to do so.
- (iv) Factual and non-speculative disclosure**
Disclosure must be factual and non-speculative and must include any information the omission of which would make the rest of the disclosure misleading.

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

- (v) **Prompt disclosure of unfavourable material information**
Unfavourable material information must be disclosed as promptly and completely, consistent to favourable information.
- (vi) **Inadvertent disclosures to be disclosed immediately via announcements**
If previously undisclosed material information has been inadvertently disclosed, such information must be broadly disclosed immediately via announcements. In certain circumstances, applicable securities laws allow for selective disclosure where doing so is in the necessary course of business.
- (vii) **Immediate correction of material error in disclosure**
Disclosure must be corrected immediately if the Company subsequently learns that an earlier disclosure by the Company contained a material error at the time it was originally distributed.
- (viii) **Rumours and Reports**
The Company does not comment on rumours unless there is significant reaction in the market for the Company's listed securities. The Company's Authorised Spokespersons or designates will respond consistently to all **verbal** rumours, saying, "*It is our policy not to comment on market rumours or speculation.*"

However, should rumours be published in the **printed form** and relate to specific material information, the CDC shall consider the matter and undertake due enquiry before deciding on the form of statement to be made regarding the rumour.
- (ix) **No informal meetings or "off the record" comments**
The Company shall not conduct any "**informal meetings**" or make any "**off the record**" comments.
- (x) **Equal access to material information**
All investors must have equal access to material information. Selective disclosure is not allowed.

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

8.3 Public Disclosure Materials

Announcements to Bursa Malaysia and where applicable, press releases, responses to public queries or media interviews (“Public Disclosure Materials”) must contain sufficient detail in plain language to enable investors and media personnel to understand the true substance, importance and relevance of the information so that investors and other important stakeholders may make informed investment decisions.

Once the CDC determines that a development is material and must be disclosed, the issuance of an announcement will be authorised. In addition to an announcement made pursuant to the requirements of the ACE Market LR, a press release may also be issued.

The Public Disclosure Materials must:

- (i) be circulated for input to the CDC and/or other individuals as may be designated by the CDC;
- (ii) approved by the CDC;
- (iii) be checked for content keeping in mind confidentiality and/or approval obligations contained in partnership and joint venture agreements;
- (iv) be issued in accordance with the ACE Market LR (where applicable to the Company); and
- (v) for press releases, include the name and contact numbers (phone, e-mail and fax) of at least one Company representative who has been designated by the CDC to communicate with the investment community and/or the news media.

All announcements made to Bursa Malaysia are available on the Bursa Malaysia’s website at www.bursamalaysia.com. The Company will endeavour to post all major public announcements immediately upon issuance on the Company’s website at www.scope.com.my. The announcement and if applicable, the press release page of the website shall include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent news releases.

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

8.4 Misrepresentations

The CDC should be promptly notified if any person, to whom this Disclosure Policy applies, becomes aware that:

- (a) any information publicly disclosed by the Company contained or may have contained a misrepresentation; or
- (b) there has been or may have been a failure to make timely disclosure of material information.

The CDC, after conducting a reasonable investigation of the information, shall endeavour to ensure that the material information, or correction thereof, as the case may be, is promptly disclosed in accordance with applicable laws and the ACE Market LR.

8.5 Reports, Statements Or Opinions By Experts

Prior to any public statement or disclosure or a filing with a securities regulatory authority by the Company or by a person on behalf of the Company that includes summaries or quotes from a report, statement or opinion made by an “expert” (as defined in the ACE Market LR) and unless the CDC determines otherwise, the Company shall obtain the written consent of such expert to such statement, disclosure or filing (which has not been withdrawn in writing by the expert prior to the Company’s disclosure or filing).

Adequate measures should be taken to determine that the Company or the relevant person does not know and has no reasonable grounds to believe that there is a misrepresentation in the applicable statement, disclosure or filing made on the authority of the expert and that the statement, disclosure or filing fairly represents the report, statement or opinion made by the expert.

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

8.6 Insider and Employee Trading

8.6.1 Application

Under Section 188(1) of the Capital Market & Services Act 2007 (“CMSA”), 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 the securities; and
- (b) knows or reasonably ought to know that the information is generally not available.

In addition, Section 188(2) of the CMSA states that an insider shall not, whether as principal or agent, in respect of any securities to which information in subsection 188(1) relates:

- (a) acquire or dispose of, or enter into an agreement for or with a view to the acquisition or disposal of such securities; or
- (b) procure, directly or indirectly, an acquisition or disposal of, or the entering into an agreement for or with a view to the acquisition or disposal of such securities.

Based on the above definitions, these persons would include but not limited to the following:

- (i) Directors and officers of the Company and subsidiaries;
- (ii) Employees;
- (iii) Persons who provide business or professional services to SCOPE; and
- (iv) Any other person or company informed about undisclosed material information about SCOPE by any of the above parties.

As such, the persons stated above with insider knowledge of undisclosed material information, is **prohibited from trading** in the Company’s securities **until after the information has been publicly disclosed**.

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

8.6.2 *Trading Restrictions*

It is prohibited for anyone with knowledge of material information affecting the Company which has not been publicly disclosed, to purchase or sell securities of the Company. Except in the necessary course of business, it is also illegal for anyone to inform or tip any other person of material non-public information. Questions as to whether information is material, potentially material or whether such information has previously been disclosed in accordance with this Disclosure Policy should be directed to the CDC.

8.6.3 *Blackout Periods*

The SCOPE Group subscribes to the “Blackout Period” (also known as “Closed Period”) as stated in the ACE Market LR, defined as a period commencing 30 calendar days before the targeted date of announcement up to the date of the announcement of SCOPE’s quarterly results to Bursa Malaysia.

During Blackout Periods, all Authorised Spokespersons are **prohibited** from commenting on current period earnings estimates and financial assumptions, other than to cite or refer to existing public guidance. Communications must be limited to commenting on publicly available or non-material information.

All Authorised Spokespersons must also avoid initiating meetings (in person or by phone) with investment analysts, security holders, potential investors and the media on items significant to investors, other than responding to unsolicited inquiries concerning factual information.

SCOPE does not, however, have to stop all communications with analysts or investors during this period and may, for example, participate in investment meetings and conferences organised by other parties, as long as material information which has not been publicly disclosed, is not selectively disclosed.

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

8.7 Forward-Looking Information

From time to time, the Company may convey its future direction to the public in order to assist the market to accurately value the Company's securities. The Company shall only discuss general trends, events, commitments and uncertainties that are reasonably expected based on historical and currently known data.

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.

9. DEALINGS WITH INVESTMENT COMMUNITY

9.1 Analysts, Investors and the Media

Authorised Spokespersons may meet with analysts, institutional investors, media and other market professionals on an individual or small group basis as needed and will initiate contacts or respond to their calls in a timely, consistent and accurate fashion in accordance with this Disclosure Policy.

If during such meetings or responses to the calls, there is inadvertent selective disclosure of previously undisclosed material information, the Company will immediately disclose such information via Public Disclosure Materials.

9.2 Investor & Industry Conferences

Copies of presentations made during investor and industry conferences will be made available on the Company's website within one (1) week after the conference or when material information in the presentation becomes superseded by a more recent event.

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

9.3 Analyst Reports

Analysts may from time to time request the Company to review draft analysts' reports and only Authorised Spokespersons will comment on such reports. Comments will be limited to identifying publicly disclosed factual information that could affect the analyst's model and to pointing out inaccuracies or omissions with reference to publicly available information. The Company **will not attempt to influence** an analyst's conclusions.

The Company will not externally distribute analyst's research reports but, if requested, will advise which analysts follow the Company, accompanied by an appropriate disclaimer that the view expressed in any reports, including all forward-looking information, are the views of the analysts and not of the Company.

9.4 Review of presentations and hand-out materials

The Investor Relations personnel should provide an advance copy of all presentation materials to the CDC who will review the presentation material, handouts and speaking notes for accuracy and consistency with other public disclosures. The CDC will confirm with the Investor Relations personnel whether the contents or remarks are acceptable from a disclosure perspective.

9.5 Corporate Website

All the Company's publicly disclosed material information and presentations to analysts and conferences will be made available through the corporate website for a reasonable period of time. **Investor Relations & Corporate Communications personnel** are responsible to ensure that the Company's website be kept up-to-date with the Company's latest disclosures.

10. DISCLOSURE RECORD

The Investor Relations & Corporate Communications department will maintain a file containing all public information about the Company (other than information that is already electronically filed with Bursa Malaysia), including all press releases, analysts' reports commented on, transcripts or tape recordings of conference calls, investor presentations, executive speeches, and as much as practicable, significant media articles on the Company.

SCOPE

Scope Industries Berhad (591376-D) Corporate Disclosure Policy and Procedures

11. ENFORCEMENT

Any employee who violates this Disclosure Policy may be cautioned or face disciplinary action up to and including termination of his or her employment with the Company. If it appears that the employee may have also violated certain securities laws, the Company may refer the matter to the appropriate regulatory authorities for further investigations.

If any of SCOPE Personnel and Officers has any doubts as to their responsibilities under this Disclosure Policy, they should seek clarification and guidance from the CDC.

The Board has adopted this Disclosure Policy on xx/xx/2013.