



**SURIA CAPITAL HOLDINGS BERHAD**

**SURIA CAPITAL HOLDINGS BERHAD'S  
INVESTOR RELATIONS POLICY**

**PREPARED BY**

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## SURIA CAPITAL HOLDINGS BERHAD

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## **SURIA CAPITAL HOLDINGS BERHAD**

# **INVESTOR RELATIONS POLICY**

## **1. INTRODUCTION**

Investor Relations (IR) is the process through which a corporate organisation conducts effective two-way communications with its shareholders, the financial community and other stakeholders.

The communication is essential to provide information and analysis so that investors will develop a well-rounded understanding of the company and its strategies. At the same time, the company can achieve a fair market valuation for its securities, create a body of investor support and climate of favourable opinion.

The result is a loyal shareholder base which gives the company the ability to approach its capital management exercises with confidence. Ultimately, this will be reflected in the demand for the company's shares and hence the upward movement of the price of shares.

As a public-listed company, it is the responsibility of Suria Capital to consistently inform the shareholders, stakeholders and the general public of the company's development, about SuriaGroup, its management, operations, financial situation as well as its future prospects. This is to be formalized through an appropriate and effective IR Policy.

The aim is to fairly and accurately represent the Group so that investors and potential investors can make properly informed investment decisions, and others can have a balanced understanding of the Group and its objectives.

## **2. OBJECTIVE OF POLICY**

This Investor Relations Policy (Policy) will serve two purposes:

- a. as a statement to the Suria Capital's shareholders and other stakeholders of how Company intends to keep them informed of material developments and maintain effective communications with them,
- b. as the key reference for Suria Capital's IR Programme and provide a framework of processes and procedures, upon which the Company can successfully implement its IR programme.

This Policy is meant to serve the Group's shareholders and stakeholders. It will apply to Board of Directors of Suria Capital Holdings Berhad and all staff of the Company.

The Policy will help to set out how Suria Capital will meet those obligations as comprehensive as possible. In formulating this Policy, Suria Capital has taken into account recommendations from the following documents:

- The Malaysian Code on Corporate Governance 2012
- Investor Relations Put Into Practice, Bursa Malaysia Securities Berhad
- Investor Relations Policy of Bursa Malaysia

The Company also has to comply with the disclosure obligations contained in the Listing Requirements of Bursa Malaysia Securities Berhad (the Exchange) which should be read together with this Policy.

### 3. GENERAL PRINCIPLES

Suria Capital is obligated to maintain its corporate credibility and instill investor confidence in the Group by having a structured approach to the communication of material information to benefit both the Company and its shareholders. In turn, this should be reflected in a fair market value for the Company's securities.

As a whole, the Company's Investor Relations programme is designed to be both proactive and interactive, and is driven by the following principles:

- The Company will always report its financial results and material developments to the Exchange, its shareholders and other stakeholders in an open and comprehensive manner;
- The Company will communicate only through its designated spokespersons;
- The Company will use its website as an additional primary communications channel;
- The Company will proactively address reports and rumours, so as to avoid unnecessary speculation in its securities;
- The Company will give reasonable access to analysts and the media to help them have informed opinions of the Company, but will not seek to influence those opinions;
- The Company will endeavour to meet with its major shareholders at least once in each fiscal year as part of its on-going programme to inform, and obtain feedback on the Company.

### 4. BASIC AREAS OF FOCUS

As recommended by Bursa Malaysia, the IR Policy should be set based on the following:

- Basic Communication Principles** – clarity and reliability of information, its openness, timeliness and consistency;
- Responsible Parties** – those who have custody of the various elements of the policy and who are responsible for implementation;
- Authorised Spokespersons** – those who may speak for the company and specific areas of responsibility for communication
- Publication Procedures** – covering press releases, results announcements, Annual Report, company website and others;

- v. **Events** – events and presentations involving investors, analysts and the media, their conduct, the support materials and those responsible, including the AGM, one-on-one meetings and media interviews; and
- vi. **Others** – including confidentiality of information, handling reports and rumours, controlling insider dealing in the company's securities, trading restrictions for Directors and staff, special situations and crisis procedures.

## 5. AUDIENCE

The Company recognizes the audience of shareholders, stakeholders and the general public to include the following group of people:

- Shareholders and prospective investors;
- Analysts, fund managers and investment bankers;
- The financial press and other media;
- Government and regulators;
- Banks and creditors;
- PLCs and intermediaries;
- Business partners and service providers;
- Other organisations and special interest groups.

## 6. COMMUNICATION COMMITMENTS

Suria Capital will make every effort to ensure all material information on the Company is made available as freely and widely as possible. The material information to be disseminated has to be characterized by the following attributes:

- **Coherent:** information to be presented has to be in a clear, factually accurate manner, avoiding ambiguity, jargon, legal and technical terms where possible
- **Timely:** Material Information will be released as soon as it is known, except for those which have legal implications and reasons to withhold.
- **Non-selective:** access to material information will be equally made possible through broad public dissemination and no stakeholder will be given undisclosed material information in any form.
- **Accuracy:** information should be complete and accurate when released and any material errors or omissions will be immediately rectified and clarified.
- **Consistency:** all stakeholders will receive the same information but format might differ depending on the target audience and forum.
- **Transparency:** material information will be released in a balanced and fair manner and not misleading.

## 7. CENTRE FOR IR FUNCTIONS

All IR functions and activities of the Group will be centralized at Group Corporate Affairs and Communications Department (GCAC), which in turn will report to the Chief Finance Officer (CFO).

The Department will be mandated to handle most day-to-day communications with investors and analysts as a special extension to corporate communications. This is to support the Group Managing Director (GMD) and CFO of the Company who have

wider mandate but do not always permit their availability to handle speaking to audience members on an ad hoc basis. GMD or CFO will lead when it comes to presentations, road shows and briefings.

In this way, the IR functions should be able to see what is happening within the Company and the financial implications so as to provide coherent and credible messages to the financial as well as the investor community.

The main role of an IR unit is to carry out the planned IR activities through an IR programme normally formalized as IR Calendar for the Company. The scope of IR duties and IR calendar are elaborated in Appendix 1.

## 8. AUTHORISED SPOKESPERSONS

In order to have a clear structure for governance and daily management, the chain of authority and responsibility is set as follows:

- a. **Primary Spokespersons**, who include Chairman, GMD and CFO, will communicate with all audience by providing information, data and analysis and responding to questions concerning all aspects of the Company's operations, financial conditions, the future prospects and strategies.

They may also communicate matters in relations to Company's governance and management, products and services and initiatives connected with the regulatory role of the Exchange, the general development of the securities market and its participants.

- b. **Secondary Spokespersons**, who include Group Company Secretary (GCS), Senior Manager of GCAC, Head of Subsidiary Companies or other senior management deemed relevant, will communicate with audience constituents in connection with their specific areas of responsibility within the Company/Group unless they are authorized broader communications by a Primary Spokesperson.

No other individuals may act as spokespersons for the Company.

## 9. MATERIAL INFORMATION

In determining materiality of information, Suria Capital will assess the likely impact of the information about the Company which might reasonably be expected to have a material effect on:

- a. the market price or value of the Company's securities, or activity in the trading of its securities; or
- b. a decision to buy, sell or continue holding the Company's securities which is made by an existing holder of those securities, or someone considering an investment in those securities.

Material information concerning the Company provided in written or oral communications would include the following:

- Reports and documents provided to the Exchange and other regulators;

- Materials and statements in the Company's Annual Reports, quarterly reports, press releases, letters and circulars to shareholders;
- Presentations on behalf of the Group;
- Information on the Group's website;
- Articles concerning the Group;
- Correspondence and emails;
- Verbal statements made to outside parties in meetings, briefings, press conferences, or during telephone conversations;
- Interviews with the media;
- Speeches given on behalf of the Group.

As guidance, the following gives a general description of matters which would be regarded as material information. This list is not exhaustive.

- Any change in shareholders which might affect control of the Company;
- Any new issue of securities by the Company, or in the terms of its existing securities;
- Any information concerning dividends;
- Any reorganization or reconstruction of the Company;
- Material litigation and court decisions;
- Mergers, acquisitions and other major corporate developments;
- Significant Company borrowings and any ratings attached to those borrowings;
- Any event of default in respect of a material financial obligation of the Company;
- The acquisition or loss of any material contract;
- Material new products;
- Material changes in the Company's business or its strategy or investment plans;
- Other events that may be expected to have a material effect on the Company's operations, financial condition or future prospects;
- Quarterly Reports of interim financial results, and the Company's annual audited accounts.

## 10. CONFIDENTIAL INFORMATION

In general, all information on the Company, its operations, financial condition and future prospects should be regarded as material and price-sensitive and accordingly should be treated as confidential unless it is already public knowledge.

To protect the confidentiality of information, access to information should be restricted only to those persons/employees or third parties who have the legitimate need for the information consistent with their duties or obligations to the Company.

**Third parties** include Company's auditors, bankers, lawyers or other professional advisors who may require the information to properly execute their mandates. In such situations, if there are no adequate existing legal protections, the Company will require the execution of non-disclosure and confidentiality agreements by these persons.

**Communications through Social Media.** Employees are discouraged from participating in any form of social media or electronic forum for the exchange of information and comment where there is any discussion of the Company's affairs.

**Leakage & Accidental Disclosure.** In the event of information leakage or accidental disclosure, the situation will be addressed accordingly in line with the Company's chain of authority and responsibility.

The Company, will however and if deemed necessary, make an appropriate announcement to the Exchange as soon as possible which may be followed by a press release and/or other communication modes.

## 11. DISCLOSURE PROCESS

The Company will follow a step-by-step approach in announcing material information:

- Step 1** - approval is given for the release of material information in line with the chain of authority and responsibility.
- Step 2** - an announcement is made to the Exchange through the office of GCS.
- Step 3** - issue of Company's Press Release to major newspapers both local and national, and newswire services in Malaysia.
- Step 4** - press conference or briefing/presentation for investors, analysts and the media (usually after the announcement of Company's Quarterly Reports for the fiscal half year and full year as well as the announcement of any major corporate development).
- Step 5** - the press release and any presentation material for a press conference or briefing are posted to the Company's web-site, and email copies to be dispatched to those on Company's mailing list including those on email alert list.

## **12. THE FINANCIAL REPORTS & ANNUAL GENERAL MEETING**

### **Quarterly Reports**

The Quarterly Reports of interim financial results will be issued to the Exchange on the day of approval by the Board, in the format required by the Exchange. Thereafter, a copy of the Quarterly Report will be posted on Company's website, and email copies will be distributed to relevant parties on the Company's mailing list.

### **Annual Report**

The Annual Report is managed within the Company as a special project with GCAC acting as co-coordinators.

The CFO and Finance Department are to be responsible for the financial statements.

GCS will be responsible for the copy, content and compliance. The GCAC will be responsible for design, layout, production and dispatch.

Approval of the Annual Report will follow the chain of authority and responsibility.

The Annual Report will be published and distributed in both printed and electronic (CD) form. A summary of financial data and other information will be distributed together with the CD. The complete Annual Report hard copy will be delivered to those who requested for the copy. The soft copy version of the Annual Report will also be made available on the Company's website.

### **The Annual General Meeting**

The Annual General Meeting (AGM) is regarded as a major Company's event. It is an important forum for individual and institutional shareholders alike and an important opportunity for them to engage with the Board and senior management. As such, meetings should be conducted in a manner which allows reasonable enquiries and the Company will endeavor to provide shareholders with relevant information, including written answers.

While the Company Secretary is responsible for shareholder management, the GCAC will handle the event management and press conference. The CFO will look into the presentation materials.

The content of the AGM will focus on the Company's resolution, financial performance, development, strategy and any relevant operational matters of interest to shareholders.

Notice for the meeting will be announced on the Exchange and daily newspapers (national and local) and will be in compliance with the Listing Requirements.

### **13. PRESS CONFERENCES, BRIEFINGS AND MEETINGS**

#### **Press Conferences and Briefings**

Press Conferences and Briefings are usually held in conjunction with the announcement of the Company's fiscal half-year and full-year financial year results, and the announcement of major corporate developments.

Primary Spokespersons will conduct the press conference/briefings with assistance from Secondary Spokespersons where necessary.

The GCAC will be responsible for media relations, event management and to assist CFO in presentation materials and content; and to liaise with investors and analysts.

#### **Meetings with Investors, Analysts and the Media**

As part of the Company's external communications and IR programmes, meetings with investors, analysts and the media would be organised either on individual basis or in small groups.

The Company shall arrange to meet with substantial shareholders at least once in each fiscal year to provide an update of Company developments, and will use such occasions to seek their opinions on broader issues concerning the Company.

GCAC will assist Primary Spokesperson in handling the meetings.

### **14. ANALYST REPORTS AND RUMOURS**

#### **Analysts' Reports**

Analysts, writing about the Company, will often contact the Company to verify factual information and to validate assumptions. It is the Company's policy to offer only verbal guidance in such situation and to point out factual errors or assumptions which may be inconsistent with previously announced information. However, the Company will not endorse any analyst report nor will it endeavour to influence the opinions or conclusions of the analyst.

The Company may circulate analyst reports as determined by CFO to external parties upon request. The Company may also circulate such reports internally to the Board and senior management to assist them in understanding how the market and outsiders view the Company.

#### **Rumours**

The Company will not respond to baseless reports or rumours, unless they appear to contain material information or are expected to affect the price of the Company's securities or trading activity in those securities.

When a report or rumour about the Company contains material errors, the Company will issue an announcement to the Exchange to deny or clarify the report or rumour and provide sufficient supporting information.

In general, the Company will take a proactive approach to address reports and rumours so as to minimize uninformed speculation and promote an orderly market in its securities.

## **15. FORWARD-LOOKING INFORMATION & COMMENTS**

Forward-looking comments might be necessary and be included in briefings or press releases in order to assist the investment community in evaluating the Company. However, the Company will have to be careful not to provide any prediction as to actual future financial results, except it is given for future prospects as well as on the likelihood of meeting any publicized targets such as key performance indicators.

Any forward-looking information must be clearly qualified disclaimer or guidance not to rely on the data. As for briefing or presentation, this will be contained in the written materials as well as being stated or highlighted verbally at the beginning of the briefing or presentation.

## **16. MAJOR CORPORATE DEVELOPMENTS**

Major corporate developments, such as the launch of a major business, a merger or acquisition, will always attract special attention, not only from shareholders but also from the public. Before releasing the news, the Company will strictly enforce its procedures for the protection of confidentiality until such time as the development has received all requisite internal approvals and after announcement has been made to Bursa Malaysia.

Thereafter, special attention must also be given to ensure the widest and most complete dissemination of information concerning the development.

## **17. CRISIS COMMUNICATIONS**

A crisis is when a serious and potentially damaging event (either an operational or financial in nature) happens and could materially and negatively affect the Company or its financial condition or have a material adverse effect on the price of the Company's securities.

A crisis response committee, to be headed by GMD as Crisis Director, thus should be in place in the company to address the situation. All communications are to be conducted through a team headed by GMD with the assistance from CFO, GCS and GCAC.

## **18. INSIDERS**

Anyone who has access to material information about the Company, its financial condition and its operations is regarded as an Insider.

Any material information in the possession of an Insider and has not been disclosed to the Exchange and the investing public is considered Inside Information.

Insiders may not deal in the Company's securities while in the possession of Inside Information, nor may they pass on that information to help another person deal in the Company's securities.

## **19. COMPANY'S WEB-SITE**

The Company should regard web-site as one of the key channels of communication to enhance existing modes of disseminating information on the Company. Press releases, updates on Company's development, meetings with investors, analysts' reports will be posted on the web-site. Listing Requirements of Bursa Malaysia Securities Berhad has also emphasized the importance of web-site as an option to Annual Reports for public-listed companies to up-date and publish certain information as a way to enhance corporate governance.

GCAC which acts as IR centre will be responsible for the content, presentation and the prompt updating of all sections of the Company's web-site. A specific IR section of the web-site will be dedicated for the content.

## **20. ADOPTION OF POLICY**

This Policy is to be adopted by Suria Capital's Board of Directors who approved on **25 August 2014** and is subject to annual review after which approved amendments may be made.

## **21. CONTACT DETAILS**

### **Suria Capital Holdings Berhad**

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### **Group Corporate Affairs and Communications Department**

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## Glossary of Terms

In this Policy Document, the following terms and abbreviations have been mentioned to carry their own meanings as described below:

**AGM**

the Annual General Meeting of shareholders of Suria Capital Holdings Berhad

**Board**

the Board of Directors of Suria Capital Holdings Berhad

**Suria Capital or the Company**

Suria Capital Holdings Berhad

**GMD**

Group Managing Director

**CFO**

Group Financial Officer

**GCS**

Group Company Secretary

**GCAC** – Suria Capital's Group Corporate Affairs and Communication Department

**SuriaGroup** – Suria Capital and its Subsidiaries

**IR** - Investor Relations

**IRO** – Investor Relations Officer

**PLC** – public listed Company, a company listed on Bursa Malaysia Securities Berhad

**Policy** – Suria's Investor Relations Policy as described in this document.

## **Appendix 1**

### **Scope of IR Main Duties**

The main role of the IR function is to encompass the following:

- Analyse the shareholder register;
- identify targets among investors, analysts and the broader financial community;
- Understand what is driving valuation;
- Implement reliable, effective and compliant communications
- Measure effectiveness of overall IR efforts
- Develop the main Company messages;
- Prepare press releases and presentation materials;and
- Obtain feedback and follow-up with the IR audience.

### **A Typical IR Calendar**

The following activities will typically appear on an IR Calendar:

- Quarterly results announcement
- Half-Year Results announcement
- Analyst briefing or report
- Full-Year Results
- Dividend Payment
- Preparation and Release of Annual Report
- Annual General Meeting
- Site Visits or Engagements with Analysts/Investors
- Investor Day / Road shows
- Major International Conference
- Industry Trade fair