

1 Introduction

1.1 Commitment to disclosure and communication

This policy imposes obligations and procedures on all directors, employees, consultants and contractors of Arris Holdings Berhad (**Company**) to ensure the timely and balanced disclosure of all material matters concerning the Company.

This policy has been adopted by the Company's Board.

1.2 Application

This policy applies to all directors, employees, consultants and contractors of the Company.

2 Continuous Disclosure Obligations

In order to meet the requirements of the NSX, the Company must ensure it notifies the NSX of information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities, except where such information is not required to be disclosed in accordance with the exception provisions of the listing rules.

2.1 Listing Rules and Companies Act – Disclosure

NSX Listing Rule 6.4 requires immediate or without delay disclosure of any information concerning the Company or its associated entities which the Company or its associated entities is or becomes aware that:

- Is necessary to enable the Exchange and the public to appraise the financial position of the Company and the group;
- Is necessary to avoid the establishment of a false market in its securities; or
- A reasonable person would expect to have a material effect on the price or value of its securities.

2.2 The type of information that needs to be disclosed

Set out below is a non-exhaustive list of the type of information that, depending on the circumstances, could require disclosure.

- A transaction that will lead to a significant change in the nature and scale of the Company's activities;
- A material acquisition or disposal;
- A material mineral or hydro-carbon discovery;
- The granting or withdrawal of a material licence;
- The entry into, variation or termination of a material agreement;
- Becoming a plaintiff or a defendant in a material law suit;

- The fact that the Company's earnings will be materially different from market expectations;
- The appointment of a liquidator, administrator or receiver;
- The commission of an event of default under, or other event entitling a financier to terminate a material financing facility;
- Under subscriptions or over subscriptions to an issue of securities
- Giving or receiving a notice of intention to make a takeover;
- Industrial action being threatened or commenced;
- A material change in debt, liquidity or cash flow;
- Proposed changes to the Board or senior management;
- Proposed changes to the capital structure of the Company;
- A matter that may significantly damage the Company's reputation.

There are many other types of information that could give rise to a disclosure obligation. In addition, if any material information disclosed to the market becomes incorrect, Arris must release an announcement correcting or updating that information.

2.3 The NSX Listing Rules also provide that if the NSX considers that there is or is likely to be a false market in an entity's securities, and asks the entity to give information to correct or prevent a false market, the entity must give NSX the information needed to correct or prevent the false market.

2.4 Exceptions to disclosure of information

Disclosure of price sensitive information is not required while the following paragraphs (a), (b) and (c) are satisfied:

- (a) Reasonable person would not expect the information to be disclosed; and
- (b) The information is confidential and the NSX has not formed the view that the information has ceased to be confidential; and
- (c) One or more of the following applies:
 - It would be a breach of a law to disclose the information;
 - The information concerns an incomplete proposal or negotiation;
 - The information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - The information is generated for the internal management purposes of Arris; or
 - The information is a trade secret.

Arris must disclose the information to the NSX as soon as one of paragraphs (a), (b) or (c) is no longer satisfied.

3 Policy

- 3.1 The Board is required to appoint a Disclosure Officer to administer the Company's continuous disclosure policy.
- 3.2 As soon as directors, employees, consultants or contractors of the Company become aware of information:
- That is not generally available (ie the information in question has not been included in any annual report, NSX release or other publication of the Company); and
 - Which may be price sensitive (ie it is likely to have a financial or reputation impact upon the Company that may be considered material);

They must provide to the Disclosure Officer the following information:

- A general description of the matter;
 - Details of the parties involved;
 - The relevant date of the event or transaction;
 - The status of the matter (e.g.: final/negotiations in progress/ preliminary negotiations only);
 - The estimated value of the transaction;
 - The estimated effect on the company's finances or operations; and
 - The names of any in-house or external advisers in the matter.
- 3.3 Information on presentations provided to, and discussions with analysts professional bodies or any other person, are also subject to this Policy.
- 3.4 Material information must not be selectively disclosed (eg to analysts, professional bodies, the media, customers or any other person) prior to being announced to the NSX. If any director, employee, consultant or contractor of the Company is proposing to present any material information to professional bodies, journalists or customers, they should ensure that copies of their material are provided to the Disclosure Officer prior to presenting that information externally.
- 3.5 All enquiries from analysts must be referred to the Chief Executive Officer or the Chairman or the Disclosure Officer. All material to be presented at an analyst briefing must be approved by or referred through the Disclosure Officer prior to briefing.
- 3.6 All enquiries from the media must be referred to the Chief Executive Officer or the Chairman.

4 Disclosure Officer

The Managing Director and the Company Secretary have been appointed as the Company's disclosure officers responsible for implementing and administering this policy. The disclosure officers are responsible for all communication with NSX and for making decisions on what should be disclosed publicly under this policy.

In the absence of the Managing Director and Company Secretary, any matters regarding disclosure issues are to be referred to the Chairman.

- 4.1 The Disclosure Officer must immediately decide in respect of information that comes to his or her attention (either directly or from a director) whether:
 - (a) The information must be disclosed to the NSX;
 - (b) An exception which allows non-disclosure to apply; or
 - (c) An alternative procedure, such as whether a notice pending, trading halt or suspension of shares is appropriate in all the circumstances.
- 4.2 In the case of paragraphs 4.1(a) and 4.1(b) the following alternatives may apply:
 - 4.2.1 The Disclosure Officer believes the information is price sensitive and must be disclosed. In this case, the Disclosure Officer must:
 - Discuss the matter with the Chief Executive Officer and the Chairman who may, in turn, discuss the matter with the Board; and
 - Prepare a letter to the NSX disclosing the price sensitive information. A copy of the letter must be sent to all directors and placed on the Disclosure File maintained by the Disclosure Officer.
 - 4.2.2 The Disclosure Officer believes reasonably in all of the circumstances and after consultation with the Chief Executive Officer and Chairman that the information is not price sensitive, or does not have to be disclosed because it is covered by the exceptions in NSX Listing Rule 6.4 In this case, the Disclosure Officer must make careful notes setting out why the information has been brought to his or her attention and the reasons why the information is not price sensitive, or why the exceptions in NSX Listing Rule 6.5 apply (as applicable). These notes must be placed on the Disclosure File.
 - 4.2.3 The Disclosure Officer is not certain whether the information is price sensitive, or whether it falls within an exception. In this case, the Disclosure Officer must follow the appropriate procedures in paragraph 6.4(1) and seek external legal or financial advice.

5 Disclosure Responsibilities

5.1 Role of the CEO and Chairman

It is the responsibility of both the CEO and the Chairman to:

- Ensure that communications with the financial markets are made in a timely fashion;
- Ensure that material is factual as well as objectively and clearly written; and
- Approve all announcements to the NSX and media which appear on the Arris website.

5.2 Role of the Company Secretary

The Company Secretary is accountable to the CEO and Board, through the Chair, for:

- Compliance with the disclosure requirements of the NSX Listing Rules;
- All communications with the NSX;
- Ensuring that team leaders and the team are aware of the requirement to provide information of a material nature to the Company Secretary.

5.3 Role of the Disclosure Officer

The Disclosure Officer must, in conjunction with the Chief Executive Officer and the Chairman:

- Periodically monitor disclosure processes and reporting and periodically review the effectiveness of disclosure and materiality guidelines;
- Decide what information must be disclosed to the NSX;
- Conduct all disclosure discussions with management;
- Conduct all disclosure discussions with the NSX;
- Maintain a Disclosure File which must contain a record of:
 - ✓ Material that has been disclosed to the NSX (with a copy of each announcement to the NSX); and
 - ✓ Potentially price sensitive information that has come to the attention of the Disclosure Officer and has not been disclosed to the NSX, together with the reasons for that non-disclosure; and
- Take such action as the Disclosure Officer, in conjunction with the Chief Executive Officer and Chairman, considers necessary or appropriate (including the implementation of regular training sessions for relevant officers and employees) to ensure that the senior managers and their subordinates are aware of and adequately understand:
 - ✓ The nature of the Company's continuous disclosure obligations;
 - ✓ The responsibilities of the Company's officers and employees in ensuring compliance with its continuous disclosure obligations; and
 - ✓ The requirements of this policy
- The disclosure officers will review all communications to the market to ensure that they are full and accurate and comply with the Company's obligations. Such communications may include:
 - ✓ Media releases;
 - ✓ Analyst, investor or other presentations;

- ✓ Prospectuses; and
- ✓ Other corporate publications.

5.4 Other employees

This policy is provided to all officers and relevant employees on appointment. They must read this policy so as to gain an appreciation of what type of information may potentially be price sensitive and when to immediately refer any matter or event which may need to be disclosed to the company secretary.

6 NSX Announcements

The announcement is released electronically to the NSX first (or via fax if the email system is not operating).

Only after public release of the information through the NSX can the information be disclosed to analysts or others outside the Company.

7 Authorised Spokespersons

The only person authorised to speak on the Company's behalf is the Managing Director and Company Secretary. Authorisation for other management or employees to speak on behalf of the Company may be given in specific circumstances only and on a case by case basis.

8 Financial Markets / Brokers / Analysts

The only company officers authorised to speak on behalf of the Company to institutional investors, stockbrokers and analysts are the Directors. Approaches by brokers/analysts or shareholders to non-authorised spokespersons should be referred to the Chairman of Arris.

When an authorised spokesperson is responding to a financial projection and/or report of a broker/analyst, that spokesperson must confine their comments to errors in factual information and underlying assumptions

9 Media Representatives

Media relations and communications are the responsibility of the company secretary. On major matters, the CEO is generally the spokesperson, and on financial matters, the CFO or the CEO may generally speak.

Other officers or senior employees may be authorised by the Board or the CEO to speak to the media on particular issues or matters.

Any inquiry that refers to market share, financials or any matter which the recipient considers may be price sensitive must be referred to the Company Secretary.

No information is to be given to the media on matters which are of general public interest or which may be price sensitive without the approval of the CEO.

The guidelines outlined above are subject to any directions given by the Board, either generally or in a particular instance.

10 Web-based Communication

The Company's website shall feature discrete sections for shareholders and investors to ensure that such information can be accessed by interested parties. Such information will include:

- Annual reports and results announcements;
- All other company announcements made to the NSX;
- Speeches and support material given at investor conferences or presentations; and
- Company profile and company contact details.

Announcements lodged with the NSX will be placed on the Company's website as soon as practicable after NSX confirms receipt of that information.

11 Market Speculation And Rumours

As a guiding principle, the Company has a "no comment" policy on market speculation and rumours, which must be observed by all employees. However, the Company must comply with any request by the NSX to comment upon a market report or rumour and consider whether confidentiality has been lost in respect of any material information affecting the Company.

12 Policy Review

Any questions in relation to this Policy should be directed to the Company Secretary. This policy is reviewed annually by the Board.