



Continuous Disclosure Policy

Issue Date: May 2024

Status: Final

1. PURPOSE

This purpose of this Policy is to assist employees, particularly executives, officers and managers, to understand SGH Ltd's ("SGH") continuous disclosure obligations and to outline the processes adopted by SGH to comply with its continuous disclosure obligations.

2. SCOPE

This Policy applies to all directors, employees, consultants and contractors of SGH (SGH Personnel) in relation to information of which they become aware in the course of their duties. It is important that all SGH Personnel with access to information which may have a material effect on the price or value of SGH's securities read, understand and abide by this Policy.

SGH is committed to and is required under the Corporations Act 2001 and Australian Securities Exchange (ASX) Listing Rules and Singapore Securities Exchange (SGX) Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of SGH's securities and to correct any material mistake or misinformation that is in the market.

The primary continuous disclosure obligation is contained in Listing Rule 3.1, which states that:

"Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information."

What does "immediately" mean?

ASX Guidance Note 8 provides that "immediately" means "promptly and without delay" being "as quickly as it can be done in the circumstances (acting promptly) and not deferring, postponing or putting off to a later time".

The Board will consider its process for the consideration and approval to determine whether it can make an announcement promptly and without delay. In the event that there would be a delay in considering the matter SGH will consider whether it should request from the ASX a trading halt.

What is material price sensitive information?

Under the Listing Rules and Section 677 of the Corporations Act, a reasonable person is taken to expect that information would have a material effect on the price or value of the Company's securities if that information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

Disclosure to ASX first

Listing Rule 15.7 requires that an entity must not release information that is for release to the market to anyone until it has given the information to ASX and has received an acknowledgement from ASX that the information has been released to the market.

The requirement to disclose this information does not apply if each of the following exceptions is and remains satisfied:

- (i) a reasonable person would not expect the information to be disclosed; and
- (ii) information is confidential and ASX has not formed the view that the information has ceased to

be confidential; and

- (iii) one or more of the following conditions apply:
- A. it would be a breach of a law to disclose the information;
 - B. the information concerns an incomplete proposal or negotiation (for example, a negotiation to enter into a new contract);
 - C. the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - D. the information is generated for the internal management purposes of SGH; or
 - E. the information is a trade secret.

The ASX guidance clarifies each of the above conditions and in relation to (B) provides that a proposal is incomplete unless and until the Company has adopted it and is committed to proceeding with it. Negotiations are incomplete unless and until they result in a legally binding agreement or the entity is otherwise committed to proceeding with the transaction being negotiated. An agreement (otherwise disclosable) subject to conditions precedent or subsequent should be disclosed on signing of the agreement and not the satisfaction of the conditions.

Price sensitive information must not be released to any person (ie. brokers, analysts, or any other person, professional bodies, the media or via SGH's website) before relevant information has been announced to the ASX and SGX.

SGH fulfils its obligations by releasing information to the ASX and SGX in the form of an ASX release or disclosure in other relevant documents (eg. Annual Report and Chairman's address to the annual general meeting).

The Company Secretary has been appointed to co-ordinate monitoring of continuous disclosure and has primary responsibility for ensuring SGH complies with its disclosure obligations. Where SGH Personnel becomes aware of information which is not generally available and which the employee believes may have a material effect on the price or value of SGH's securities, SGH Personnel must immediately notify the SGH MD & CEO and Company Secretary as soon as they become aware of information that should be considered for release to the market. This information is then reviewed and determined, in consultation with the SGH CFO, whether any of the material information is required to be disclosed to the ASX. The actual form of the disclosure will be co-ordinated by the Company Secretary with the relevant Directors and members of Executive Management.

Also subject to the policy are Analyst and Media briefings and investor relations activities. Copies of all market sensitive material to be included in a briefing or presentation must be provided to the Company Secretary prior to the event.

Specific permission is required to be obtained, prior to undertaking interview or presentations with media or market analysts. Material market sensitive information must not be selectively disclosed prior to announcement to the ASX and SGX.

The Continuous Disclosure Policy applies to all SGH Personnel, including and those members of Executive Management who are most likely to be in possession of, or become aware of, the relevant information. Executive Management includes the SGH CFO, SGH COO, SGH Chief People Officer and each Business Unit CEO and Business Unit CFO.

Breaches of this policy will be regarded with the utmost seriousness and may be subject to disciplinary action, including dismissal from employment, where appropriate.

Announcements lodged with the ASX and SGX can also be found on the corporate website <http://www.sghl.com.au>

3. POLICY REVIEW

The Policy is owned by the SGH Board and shall be reviewed at least once every two years.