

Market Disclosure Protocol

ZHENG HE GLOBAL CAPITAL LIMITED

ACN 128 246 042

(Company)

Adopted by the Board on 16 June 2010

Market Disclosure Protocol

1. Introduction

- 1.1 The shares of the Company are to be quoted on ASX Limited (**ASX**).
- 1.2 Under the ASX Listing Rules a company must continuously disclose price-sensitive information to the market. Price-sensitive information is information that a reasonable person would expect to have a material effect on the price or value of a company's securities.
- 1.3 The disclosure obligation is given legislative force under the *Corporations Act 2001* (Cth).
- 1.4 The Group is committed to complying with the continuous disclosure obligations contained in the ASX Listing Rules and the *Corporations Act 2001* (Cth).
- 1.5 This protocol embraces the principles contained in the ASIC guidance note, *Better Disclosure for Investors*, ASX Guidance Note 8 and the *Principles of Good Corporate Governance and Best Practice Recommendations* published by the ASX Corporate Governance Council.

2. Defined terms

In this protocol:

Company Securities includes shares in the Company or a Group member options over those shares and any other financial products of the Group traded on the ASX.

Disclosure Officer means the Company Secretary.

Group means the Company and its controlled entities.

3. Objective

The objectives of this protocol is to:

- (a) ensure the Company immediately discloses all price-sensitive information to ASX in accordance with the ASX Listing Rules and the *Corporations Act 2001* (Cth);
- (b) ensure officers and employees are aware of the Company's continuous disclosure obligations; and
- (c) establish procedures for
 - (i) the collection of all potentially price-sensitive information;
 - (ii) assessing if information must be disclosed to ASX under the ASX Listing Rules or the *Corporations Act 2001* (Cth);
 - (iii) releasing to ASX information determined to be price-sensitive information and to require disclosure; and
 - (iv) responding to any queries from ASX (particularly queries under Listing Rule 3.1B).

4. Market Disclosure

- 4.1 The Board has resolved that any information of the type referred to in paragraph 3 above shall be reported to the Board by the Managing Director, the chief financial officer or the company secretary (“the disclosure executives”) for the Board’s consideration.

5. Disclosure Officer

- 5.1 The Board has appointed the Company Secretary to act as the Disclosure Officer.
- 5.2 The Disclosure Officer is responsible for:
- (a) conducting all disclosure discussions with ASX;
 - (b) ensuring officers and employees are aware of and adequately understand:
 - (i) the continuous disclosure obligations; and
 - (ii) this protocol; and
 - (c) implementing procedures for reporting price-sensitive information.

6. Deciding if information should be disclosed

- 6.1 The Board is responsible for deciding if information should be disclosed, in accordance with paragraphs 6.2 to 6.3. All potentially price-sensitive information must be given to the Disclosing Officer or another disclosure executive if the Disclosure Officer is unavailable.
- 6.2 If the Board decides information is price-sensitive and must be disclosed, the Disclosure Officer must:
- (a) write to ASX disclosing the information; and
 - (b) send a copy of the letter to each Director.
- 6.3 The Board must seek external expert advice if it is unable to reach consensus as to whether information is price-sensitive and must be disclosed.

7. Assessing if information is price-sensitive

- 7.1 The guiding principle is that the Company must immediately disclose to ASX any information concerning the Group that a reasonable person would expect to have a material effect on the price or value of Company Securities.
- 7.2 If information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of Company Securities, it is material. However, information could be material in other ways. If there is any doubt, the information should be disclosed to the Disclosure Officer or another disclosure executive (if the Disclosure Officer is unavailable).
- 7.3 Examples of the types of information that may need to be disclosed include:
- (a) a change in revenue, or profit or loss, forecasts;
 - (b) a change in asset values or liabilities;
 - (c) a change in tax or accounting policy;

- (d) a change in the attitude of significant investors to investing in Company Securities;
- (e) a decision of a regulatory authority in relation to the Group's business;
- (f) a relationship with a new or existing significant customer or supplier;
- (g) a formation or termination of a joint venture or strategic alliance;
- (h) an entry into or termination of a major contract;
- (i) a significant transaction involving the Company or any of its controlled entities;
- (j) a labour dispute; or
- (k) a threat, commencement or settlement of any material litigation or claim.

8. Exception to disclosure

The Company does not have to give ASX information if:

- (a) a reasonable person would not expect the information to be disclosed;
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following conditions in ASX Listing Rule 3.1A.3 applies:
 - (i) it would be a breach of the law to disclose the information;
 - (ii) the information concerns an incomplete proposal or negotiation;
 - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (iv) the information is generated for internal management purposes; or
 - (v) the information is a trade secret.

9. Public release of disclosed information

- 9.1 The Company will publicly release all information disclosed to ASX under this protocol by placing it on its website.

10. Authorised spokespersons

- 10.1 Only a person authorised to speak on behalf of the Group by the Board may speak on behalf of the Company to institutional investors, stockbroking analysts and the media.
- 10.2 Those persons may only clarify information that the Company has publicly released and must not comment on price-sensitive information that has not been released to the market.
- 10.3 The Group will not expressly or implicitly give institutional investors or stockbroking analysts earnings forecast guidance that has not been released to the market.
- 10.4 If other employees are asked to comment by an external investor, stockbroking analyst or the media in relation to any matter concerning the Group they must:
- (a) say that they are not authorised to speak on behalf of the Company; and
 - (b) refer the investor, stockbroking analyst or media to the Disclosure Officer.

11. Open briefings to institutional investors and stockbroking analysts

- 11.1 The Company may hold open briefings with institutional investors or stockbroking analysts to discuss information that has been released to the market.
- 11.2 For the purposes of this protocol:
- (a) public speeches and presentations by the Managing Director or chief financial officer are open briefings; and
 - (b) any meeting that is not an open meeting is a one-on-one briefing.
- 11.3 Price-sensitive information that has not been released to the market must not be disclosed at open briefings.
- 11.4 If a question raised in a briefing can only be answered by disclosing price-sensitive information, employees must:
- (a) decline to answer the question; or
 - (b) take the question on notice and wait until the Company releases the information to the market through ASX.
- 11.5 If an employee participating in a briefing thinks that something has been raised that might be price-sensitive information that has not been publicly released, he or she must immediately inform the Disclosure Officer or another disclosure executive (if the Disclosure Officer is unavailable).
- 11.6 Before any open briefing, the Company will inform the market about the briefing through ASX and on the Company's website.

12. One-on-one briefings with institutional investors and stockbroking analysts

- 12.1 It is in the interests of shareholders that institutional investors and stockbroking analysts have a thorough understanding of the Group's business, operations and activities.
- 12.2 The Company may hold one-on-one or group briefings with institutional investors and stockbroking analysts. At these briefings, the Company may give background and technical information to help institutional investors and stockbroking analysts better understand its business operations and activities.
- 12.3 For the purposes of this protocol, a one-on-one or group meeting includes any communication between the Company and an institutional investor(s) or a stockbroking analyst(s).
- 12.4 Price-sensitive information that has not been released to the market must not be disclosed at one-on-one or group briefings.
- 12.5 File notes must be made of all one-on-one or group briefings and kept for a reasonable period.
- 12.6 If an employee participating in a one-on-one or group briefing thinks that something has been raised that might be price-sensitive information that has not been publicly released, he or she must immediately inform the Disclosure Officer or another disclosure executive (if the Disclosure Officer is unavailable).
- 12.7 Before any series of analysts or similar type briefings, the Company will inform the market about briefings through ASX and on its website.

13. Presentational and briefing materials

Any presentational or briefing materials for open or one-on-one briefings must be given to the Disclosure Officer before the briefing to determine if they contain any price-sensitive information that has not been released to the market.

14. 'Blackout' periods

To protect against inadvertent disclosure of price-sensitive information, the Company will not hold one-on-one and open briefings (except to deal with matters subject to an announcement through the ASX) between:

- (a) the end of its financial reporting periods and the announcement of results to the market; and
- (b) sending notice of an annual general meeting to shareholders and the holding of the meeting.

15. Informing employees

- 15.1 This protocol or a summary of it will be distributed to employees to help them understand the Company's continuous disclosure obligations, their individual reporting responsibilities and the need to keep the company's information confidential.
- 15.2 The Group's share trading policy will also be distributed to the employees. That policy also relates to the treatment of price-sensitive information.

16. Protocol breaches

If an employee breaches this protocol, he or she may face disciplinary action, including dismissal in serious cases.

17. Questions

Any questions about the Company's continuous disclosure obligations or this protocol should be referred to the Disclosure Officer.

18. Review and changes

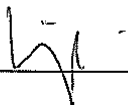
- 18.1 The Board will review this protocol as often as it considers necessary.
- 18.2 The Board may change this protocol from time to time by resolution.

19. Approved and adopted

This protocol was approved and adopted by the Board on 16 June 2010.

Dato' Dr. TAN Tiong Hong

Date:



16 June 2010