

# GOLDEN HARVEST AGRO INDUSTRIES LIMITED

## PRINCIPLES ON DISCLOSURE OF PRICE SENSITIVE INFORMATION (PSI) & MATERIAL INFORMATION (MI)

### SUMMARY

Name of the Policy	Principles on Disclosure of Price Sensitive Information (PSI) and Material Information (MI)
Sponsor/Owner	Golden Harvest Agra Industries Limited
Approved by the Board of Directors	January 29, 2024
Date of Version/Effect	January 29, 2024

### 1. INTRODUCTION & BACKGROUND

Golden Harvest Agro Industries Limited (the “Company”) is a Public Limited Company whose equity shares are listed in the Dhaka Stock Exchange Limited and Chittagong Stock Exchange PLC and subject to the rules and regulations issued by the Securities and Exchange Commission of Bangladesh (BSEC).

The Board of Directors of the Company are required to adopt this policy in line with the BSEC’s ‘**Prohibition of Insider Trading Regulations, 2022**’ published through the Gazette on January 30, 2023 by BSEC, in exercise of the power conferred by section 24(1) of the Bangladesh Securities and Exchange Commission Act 1993 (No.15 of the Act 1993).

The regulations in specific circumstances prohibit directors & their family members, officers, employees, auditors, consultants, credit rating company, valuation firm, managing agents, advisers and other persons who have relationship with the aforesaid persons from

- i. Purchasing or selling of securities of the Company with knowledge of Price Sensitive / Material information regarding the Company that has not been generally disclosed to the public (commonly referred to as “Insider Trading”), and
- ii. Disclosing such Price Sensitive / Material information to others (including to a spouse, relative or friend), except in the necessary course of business.

These prohibitions against Insider Trading are intended to ensure equal opportunity among investors and to ensure that people who have access to material undisclosed information do not trade, or assist others in trading, to the disadvantage of investors generally. Additionally, there are also prohibitions against market manipulation and fraud.

Regulation 3(2) of the Bangladesh Securities and Exchange Commission Rules, 2022 requires all issuer of listed securities to frame a policy for determination and disclosure of Material Information and Price Sensitive Information. Accordingly, Golden Harvest Agro Industries Limited needs to frame a policy titled The Principles on Disclosure of Material Information and Price Sensitive Information.

### 2. PURPOSE

The purpose of this Policy is to determine Material Information and Price Sensitive Information based on specified criteria as defined in the Bangladesh Securities and Exchange Commission Rules, 2022, so that the Company makes timely disclosure of Material Information and Price Sensitive Information as well as disseminates the information on its website.

In spite of the purpose outlined above, the plan of action also includes the following:

- i. Assuring that the information given by the company is correct and up to date, and delivered on stipulated time.

- ii. Ascertaining that the company's documents and statements are correct and don't contain any misrepresentation.
- iii. Making sure that the Company meets its disclosure requirements as a publicly traded company, as set out by the applicable Laws, Rules and Regulations imposed by the regulatory body of the Country.
- iv. Protecting the confidentiality of material/price-sensitive information within the context of the Company's disclosure.
- v. Setting up an opportunity for the stakeholders to know that the information the company provides them is true and accurate.

### **3. DEFINITION**

#### **3.1. Price Sensitive Information (PSI)**

PSI means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities. Information in relation to securities which would if made public be likely to have a significant effect on the price of the securities

#### **3.2. Material Change/Information**

"Material Change/Information" means those changes/information's, relating to decision, occasion, circumstances, situation, conditions, events, financials or otherwise, any other changes in the affairs of the Company or its directors/ sponsors or its Managing Director/Chief Executive Officer/Company Secretary/Chief Financial Officer/Compliance Officer that can have impact on investment decision of the holders of the securities.

#### **3.3. Non-Public Information**

Material information is "non-public" if it has not been generally disclosed. Information is considered to have been generally disclosed if (a) the information has been disseminated in a manner prescribed by the securities law and effectively reaches the marketplace, and (b) public investors have been given a reasonable amount of time to analyze the information.

### **4. TRADING PERIOD RESTRICTION**

In accordance with Section 12 of the Securities and Exchange Ordinance of 1969, no Sponsor, Director, Employee, Auditor, person engaged in audit work, advisor, legal counsel, or beneficial owner of securities shall purchase, sell, or otherwise receive or dispose of any securities of the Company between May 01 of each fiscal year and the approval of annual financial statements by the Board of Directors.

### **5. AUTHORIZED PERSONS TO DISSEMINATION AND DISCLOSE PRICE SENSITIVE INFORMATION AND MATERIAL INFORMATION**

In order to ensure the accuracy and consistency of the Company's disclosures to relevant stakeholders the Chairman of the Board, the Chairman of the Audit Committee, the Chief Executive Officer (CEO) and the Company Secretary shall be responsible for communications on behalf of the Company;

CEO may, from time to time, designate others to speak on behalf of the Company and respond to specific inquiries from the investment community or media unless specifically asked to do so by an Authorized Spokesperson and as such all queries must be immediately forwarded to the Company Secretary.

## 6. APPLICABILITY

The Principles on Disclosure of Material Information and Price Sensitive Information shall be applicable and binding in respect of all material information and price sensitive information of the Company. Every director, officers and employees of the company has a duty to safeguard the confidentiality of all such information which he/ she obtains in the course of performance of official duties. Directors, officers and Designated Person (MD & CEO, CFO, CS, HICC) of the company should not use their position to gain personal benefit.

## 7. DISCLOSURE MODALITY

Information with sensitivity to the share price shall be disclosed to the relevant regulators in the following manner:

- i. According to requirements by Rule No. 6(1) of the BSEC Prohibition of Insider Trading Rules 2022, in case of seeking permission, approval, consent of the BSEC or other regulator on any issue related to the movement of share price, the Company shall disclose it to the BSEC, DSE, and CSE within two (02) hours of the decision taken by the Board or the conclusion of the meeting, or on the day on which the matter came into its cognizance with the signature of the Chairman or CEO or the Company Secretary and also shall publish the PSI in one (1) online news portal and two (02) daily newspaper (Bangla and English) without delay. The PSI can be sent through E-mail, Fax, Digital Submission Platform, specially assigned messenger/personnel, or by courier services in some cases.
- ii. The Company shall not disclose, publish, or provide any false or untrue PSI or provoke anyone to disclose the PSI that may influence the share price of the Company according to requirements by Rule No. 6(2) of the BSEC Prohibition of Insider Trading Rules 2022.
- iii. All PSI shall carry the date, time or the date on which the matter came into the cognizance of the Company.
- iv. Stock Exchanges shall upload the received information on its website, trading monitor or other authorized systems.
- v. The Price Sensitive Information shall be expressed in simple and fluent language to avoid any kind of exaggeration.
- vi. The Company shall develop a digital database for storing all PSI and related information.
- vii. The Company shall comply with all the provisions of Notification of BSEC published on January 30, 2023 (dated December 28, 2022) and any amendment, modification issued by BSEC thereof, as may be applicable.

## 8. DISCLOSURES ON THE WEBSITE

The Policy will be available on the Company's website: <https://www.goldenharvestbd.com>. The Company shall upload on its website all Material Information and Price Sensitive Information and host for a minimum period of 03 (three) years according to requirements by Rule No. 3(4) of the BSEC Prohibition of Insider Trading Rules 2022.

## 9. REVIEW OF THE POLICY

Role	Name	Designation
Prepared By	Mohammad Jafar Ali FCS	Company Secretary
Approved By	Mohammad Shaker Shamim	Managing Director & CEO

## Annexure I

### List of Price Sensitive Information (PSI)

S. N	Particulars
01	Information related to the financial position, financial results, statements and other basic information related to the financial statements.
02	Information related to dividend and corporate declarations.
03	Information related to the change of corporate structure (i.e. amalgamation, merger, demerger, re-structuring, acquisition, winding up, transfer, and transformation, etc.)
04	Information related to the change of capital structure.
05	Information related to the business extension, change, etc. if required.
06	Information related to the fund management, and structural change of the fund.
07	Any other information as defined by the BSEC as PSI.
08	Any information published by the BSEC in official gazette defining as PSI.

## Annexure II

### List of Material Information (MI)

S. N	Particulars
01	<p><b>Factors related to the change of financial status/statements:</b></p> <ul style="list-style-type: none"> <li>a. Change in financial statements. i.e.: Any significant changes in revenue, expense, profit or loss, cash flow, receivables, significant change of assets and liabilities, significant changes of revaluation of assets or related information's;</li> <li>b. Comparative statements of the following information: <ul style="list-style-type: none"> <li>i. Earnings per share</li> <li>ii. Net operating cash flow per share</li> <li>iii. Net asset value per share;</li> </ul> </li> <li>c. Significant/Material change of asset value or composition of assets;</li> <li>d. Any change related to the reservation of provision that is/were required (specially directed/changed) by the regulatory authority;</li> <li>e. Any change related to the change of accounting policies, etc.</li> </ul>
02	<p><b>Information related to the Corporate Declaration:</b></p> <ul style="list-style-type: none"> <li>a. Any decision regarding Dividend</li> <li>b. Decision regarding issuance of bonus / right share or providing such kind of benefits</li> <li>c. Declaration regarding any payment to investors or other information and</li> <li>d. Change in the Dividend Distribution Policy.</li> </ul>
03	<p><b>Information related to the change of Corporate Structure:</b></p> <ul style="list-style-type: none"> <li>a. Acquisition / liquidation of 5% or more of any existing asset</li> <li>b. Merge or acquisition of major shares of any company</li> <li>c. Demerge of any unit of the company</li> <li>d. Liquidation or conversion of any unit of the company</li> <li>e. Change of corporate activities, like reorganization of capital or merger or demerger</li> <li>f. Proposal for taking over of any asset or internal service</li> <li>g. Change in ownership that may affect the control of the company and</li> <li>h. Change in name and address of the company.</li> </ul>

04	<p><b>Information related to the change of Capital Structure:</b></p> <ul style="list-style-type: none"> <li>a. Any decision related to the change of Capital Structure of the Company including the offer of security as private offer or public offer or rights offer;</li> <li>b. Planned buyback or redemption of securities;</li> <li>c. Decision/resolution related to the consolidation of any shares, exchange/transfer of shares, conversion of any security into equity security, or conversion of debt-instrument into shares;</li> <li>d. Substantial changes of rights of security-holders;</li> </ul>
05	<p><b>Information related to the expansion &amp; change of business activities:</b></p> <ul style="list-style-type: none"> <li>a. Significant development or change of technology, production or establishment;</li> <li>b. Substantial investment of capital or change of objectives;</li> <li>c. Significant agreement (new), production, patent, services, or changes of business;</li> <li>d. Recovery of the substantial amount of long-term bad debt;</li> <li>e. Change/ resignation/ termination of the Board of Directors, MD &amp; CEO, CFO, CS;</li> <li>f. Change of Statutory Auditor or Corporate Governance Compliance Auditor, Credit Rating Company;</li> <li>g. Any material verdict or order, initiation of legal proceedings, development of regulatory issues etc.;</li> <li>h. Change of category of listed security;</li> <li>i. Management contract, investors relation agreement, service agreement, or any agreement related to the related party transaction that may affect the financial statement significantly.</li> <li>j. Decision/ resolution related to the purchase or sale of any fixed asset;</li> <li>k. Advance or loan to and from subsidiary or associated company or director;</li> </ul>
06	<p><b>Loans and Advance management:</b></p> <ul style="list-style-type: none"> <li>a. Information related to the loan received or payment of advance (25% or higher) on the basis of Paid-up capital or net asset value (whichever is higher);</li> <li>b. Giving/releasing of guarantees of any substantial assets;</li> <li>c. Failure of payment of loan/liability of any Company or lender or debt-instrument, for more than six (06) months;</li> <li>d. Notable loan-agreement and</li> <li>e. Foreign investment agreement, etc.;</li> </ul>
07	<p><b>Information on fund management and structure changes</b></p> <ul style="list-style-type: none"> <li>a. Fund Maturity Deduction</li> <li>b. Termination of Funds</li> <li>c. Transformation of funds</li> <li>d. Investment of 10% or more of the Fund in any single security</li> <li>e. Gain or loss on financing any significant investment</li> <li>f. Constitution of Trustees of Funds, any changes in Trust Deeds</li> </ul>
08	<p><b>Others:</b></p> <ul style="list-style-type: none"> <li>a. Signing of any important agreement/ amendment or cancellation of agreement (s) that is/are signed in previous years;</li> <li>b. Any information that hampers the reputation, loss/damage of any notable assets of the Company;</li> <li>c. Cancellation of any project or any material change/amendment of the project;</li> <li>d. Qualified Opinion submitted by the auditor, etc.</li> </ul>