

## **Policy on Principles on Disclosure of Material Information and Price Sensitive Information of Sonargaon Textiles Limited**

### **1. Preamble**

This policy is being adopted in compliance with Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2021-396/52/ADMIN/140 dated December 28, 2022 published on January 30, 2023. According to Clause No. 3 (2) of the aforesaid Notification, the Company (Sonargaon Textiles Limited) is required to prepare **Principles on Disclosure of Material Information and Price Sensitive Information** following the guidelines provided in Schedule A of the said notification and publish the principles in its website. Accordingly, the Company has established these Principles on Disclosure of Material Information and Price Sensitive Information.

### **2. Objective**

The main objective of these Principles is to ensure that all investors have equal access to important information that may affect their investment decisions and that such information is adequately disseminated in a fair and timely manner in pursuance with the Listing Regulations and to provide an overall governance framework for determination of materiality.

### **3. Parameters for considering as Material Information**

#### **The following will be categorized as Material Information (MI):**

##### **3.1) Information related to changes in financials, e.g.:**

- a) Information, disclosure, or comments related to changes in Income Statement, e.g., significant change in revenue, expenditure, cash flow, receivable, payable, assets
- b) Any special directive or changes in directive regarding the issuer's provisions from its controlling authority
- c) Changes in the issuer's accounting policy

##### **3.2) Information related to corporate announcements, e.g.:**

- a) Change in dividend distribution policy

##### **3.3) Information related to change in corporate structure, e.g.:**

- a) Change of name or address

##### **3.4) Information related to business expansion, changes in operations, etc., e.g.:**

- a) Significant change in agreement, production, patent, service or business structure
- b) Significant collection of bad debt
- c) Change, resignation or termination of Managing Director, CEO, CFO, Company Secretary and Board of Directors.

---

## **Policy on Principles on Disclosure of Material Information and Price Sensitive Information of Sonargaon Textiles Limited**

- d) Changes in Statutory Auditor, Corporate Governance Compliance Auditor or Credit Rating Company
- e) Starting of any legal proceedings, developments in regulatory affairs or any significant court order
- f) Delisting of security or its change of category
- g) Any management contract, investor relations agreement, service agreement, or related party transaction which can significantly influence the financial statements
- h) Significant intercompany transactions, advances or loans given to or taken from subsidiary or sister concern

### **3.5) Information related to debt management, e.g.:**

- a) Borrowing or repayment of debt worth 25% or more of paid-up capital or net asset value, whichever is higher
- b) Significant encumbered or unencumbered property
- c) Defaulting on any debt for more than 6 months
- d) Agreement of new significant loan
- e) Foreign loan or investment agreement etc.

### **3.6) Others, e.g.:**

- a) Cancellation or amendment of any major contract
- b) Significant damage of any assets of the company
- c) Significant change or cancellation of a declared project

## **4. Parameters for considering as Price Sensitive Information**

### The following will be categorized as Price Sensitive Information (PSI):

#### **4.1) Information related to changes in financials, e.g.:**

- a) Comparative information of the following financials:
  - i. Earnings Per Share/Unit
  - ii. Net Operating Cash Flow Per Share/Unit

---

## **Policy on Principles on Disclosure of Material Information and Price Sensitive Information of Sonargaon Textiles Limited**

iii. Net Asset Per Share/Unit

b) Significant change in the value of assets

### **4.2) Information related to corporate announcements, e.g.:**

a) Dividend related decisions

b) Declaration of rights, issuance of bonus or bonus-equivalent benefits to the security holders

c) Corporate declaration or information related to investors' receivables

### **4.3) Information related to change in corporate structure, e.g.:**

a) Acquisition or disposal of 5% or more of existing assets

b) Merger or acquisition of significant number of shares of another company

c) Demerger of any unit of the company

d) Transformation or retirement of any business unit

e) Change in corporate activities through capital reorganization, merger or demerger

f) Proposal for takeover of any company or the acquisition of any internal services

g) Any change in ownership that may affect the control of the company

### **4.4) Information related to change in capital structure, e.g.:**

a) Decisions related to private/ public/ rights offer or change in capital structure

b) Repurchase or redemption of the company's securities

c) Decisions regarding share consolidation, share exchange, conversion any security into equity security or bonds into shares

d) Significant change regarding the rights of shareholders

### **4.5) Information related to business expansion, changes in operations, etc., e.g.:**

a) Any significant change or enhancement in the company's technology, production, or establishments

b) Significant capital investment or significant change in the company's objectives

---

### **Policy on Principles on Disclosure of Material Information and Price Sensitive Information of Sonargaon Textiles Limited**

- c) Decision to buy or sell any fixed asset, or, balancing, modernization, rehabilitation and expansion of plant or machinery, or establishment of new unit

#### **4.6) Others, e.g.:**

- a) Submission of qualified report by auditors

### **5. Confidentiality of Unpublished Price Sensitive Information**

- a) Unpublished Price Sensitive Information shall be handled by the Insiders on a “need to know” basis, i.e. such information shall be disclosed only to those persons within the Company whose discharge of official duties warrant such information. Further, files containing confidential information including Unpublished Price Sensitive Information shall be kept secure and computer files must have adequate security of log-in and password.
- b) Directors, Designated Persons, and all Insiders shall not communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to the Company or its securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, the performance of duties or discharge of legal obligations.

### **6. Insiders**

The following persons shall be considered as Insiders:

- ❖ › Promoters/Sponsor Shareholders
- ❖ › Directors
- ❖ › Principal Shareholder (Shareholders who hold 10% or more shares)
- ❖ › Family members of the directors (spouse, son, daughter, father, mother, brother and sister)
- ❖ › Officers
- ❖ › Employees
- ❖ › Auditors
- ❖ › Consultants
- ❖ › Bankers
- ❖ › Valuers
- ❖ › Credit Rating Agencies
- ❖ › Managing agents
- ❖ › Advisers
- ❖ › Suppliers
  
- ❖ Vendors/contractors and

## **Policy on Principles on Disclosure of Material Information and Price Sensitive Information of Sonargaon Textiles Limited**

- ❖ › Other persons who have relationship with the aforesaid persons and scope to know any undisclosed material information.

### **7. Disclosure Procedure**

#### **7.1) Disclosure of Material Information:**

The Company shall disclose its all Material Information in the official website of the Company <https://www.khansongroupbd.com/sonargaontextiles.html>

#### **7.2) Disclosure of Price Sensitive Information:**

- a) The Company shall disseminate all PSI in writing to the Commission and stock exchanges within two (2) hours of the decision or on the same day immediately after knowing the event.
- b) The PSI shall be signed by the Chairman or Managing Director or Company Secretary.
- c) The PSI shall disseminate through e-mail or fax or digital submission platform or messenger or courier service.
- d) The PSI shall publish in the official website of the Company at <https://www.khansongroupbd.com/sonargaontextiles.html>
- e) The PSI shall immediately publish in two (2) daily newspaper (one in Bangla and other in English) and an online newspaper.
- f) The Company shall mention the date and time of the decision of PSI by the Board of Directors or the date of the event, as the case may be.
- g) If any price sensitive event is subject to approval of the regulators and submitted to the regulators for approval, shall clearly mention in the declaration of PSI.
- h) If any price sensitive event get approval from the regulators, shall again consider as PSI and disseminate accordingly within two (2) hours of the decision.
- i) The Company shall disseminate its PSI with simple and clear language to avoid any ambiguity.

### **8. Prohibition**

- a) No Insider of the Company shall involve in insider trading with his own or through any other person and shall not provide any personal advice or assistance to anybody in connection with such trading.
- b) Insider of the Company shall buy or sale or transfer of any share of the Company from 2 months prior of closing of financial year to the Board meeting in which the financial statements are approved.
- c) No Insider of the Company shall provide or share any Unpublished PSI to anybody.
- d)
- e) The Company shall not disseminate any false or untrue PSI and shall not influence anybody to disseminate or publish any false or untrue PSI to influence the share price of the Company.



---

## **Policy on Principles on Disclosure of Material Information and Price Sensitive Information of Sonargaon Textiles Limited**

### **9. Punishment**

Punishment for non-compliances of the Principles shall be in accordance with the Rules.

### **10. Applicability of the Principles**

This Principles is applicable to JMI Hospital Requisite Manufacturing Limited with immediate effect.

### **11. Review of the Principles**

This Principles is subject to review/revision/amendment in accordance with the Rules and guidelines as may be from time to time issued by the Bangladesh Securities and Exchange Commission. The Company reserves the right to alter, modify, add, delete or amend any of the provisions of this Principles.

### **12. Publication of the Principles**

This Principles on disclosure of Material Information and Price Sensitive Information shall be disclosed in the official website of the Company at <https://www.khansongroupbd.com/sonargaontextiles.html>

### **13. Disclaimer of the Principles**

The Principles of Disclosure of Material Information and Price Sensitive Information are designed to promote transparency, fairness and efficiency in financial markets by ensuring that investors have access to the information they need to make informed investment decisions.