



Premier Cement Mills PLC's Policy on Price Sensitive Information & Material Information



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Introduction:

The principles shall be called “Principles on Disclosure of Price Sensitive Information and Materials Information” (hereinafter referred to as the principles) of the **Premier Cement Mills PLC**. The principles are made under the Securities & Exchange Commission notification no. BSEC/CMRRCD/2021-396/52/admin/140 dated 28th December 2022.

Objectives:

The objectives of these principles are to ensure continuous, adequate, accurate, and timely disclosure of information by **Premier Cement Mills PLC** to the stock exchanges on an ongoing basis to enable the investors to make informed investment decisions. Regulation 33 of the listing Regulation 2015 requires listed entities to promptly inform the Stock Exchanges of all the events as well as Price Sensitive Information that will have a bearing on the performance/operations of the Company by applying the following factors to ensure fairness and efficiency in the market:

- ❖ Timely disclosure of relevant information to investors.
- ❖ Adequacy and accuracy of the information disclosed.

Premier Cement Mills PLC shall make timely disclosures of the change/event/information to the Exchange(s), at the time of occurrence of the change/event/information and where applicable, make periodic disclosures on the associated material developments till such time. And determine whether an event or information is material or Price Sensitive.

Effective Date: The principles are approved by the board of directors of the company and it's effective from **December 31, 2023**.

Information required to be disclosed as Price Sensitive Information:

Under the Securities & Exchange Commission notification no. BSEC/CMRRCD/2021-396/52/admin/140 dated 28th December 2022 following information shall be considered Price Sensitive Information:

- Report on financial performance or result or other related information like significant deviations for increasing or decreasing of revenue, income, expenses, cash flow, and revaluation of assets and liabilities.
- Declaration or recommendation of interim and/or annual cash dividend;
- Declaration or recommendation of annual cash and/or stock dividend;
- Change of corporate structure like amalgamation/merger, demerger, transfer, change, relaxation;
- Changes in Capital Structure;
- Increase or decrease of existing Business; like increase or decrease of capacity, diversify the existing business;
- Any information recommended by regulators;

Price Sensitive Information declared by the Board of Directors:

The following event/information shall be necessarily disclosed to the Exchange and Commission as Price Sensitive Information:

Information related to changes in Financial Performance:

- Quarterly Half Yearly and Annual Financial Results/Performance like EPS, NAV, and NOCPS;
- Information related to asset revaluation, assets mixing, etc.;
- Decision for issuing right share, Preferred Shares, stock, bonus share, or any kind of benefit/profit like this to the shareholders;
- Any declaration and Fixation of Record Date, AGM, EGM date, and time declaration.

Information related to Corporate Declaration:

- Any cancellation of dividend with reasons thereof;

Information related to changes in Corporate Structure:

- Raising capital by issuing preference shares, zero coupon bonds, etc.;
- Acquisition or Removal of existing assets which is 5% or more of the total asset
- Amalgamation/Merger with other company and/or acquire/ transfer/ relaxation of significant shares of other company;

Information related to changes in Capital Structure:

- Any decision for changing capital structure by issuing RPO, Right Shares Offer
- Increase in share capital by issue of new/fresh shares;
- Any decision for repurchasing or redemption of any securities or any unit of the company;

Information related to enhancement/changes activities of the Business:

- Significant change of capital investment or mission or purpose of the company;
- Significant changes of business, new agreement, new production;
- Any decision for purchasing/ sales of non-current/fixed assets or plants or machinery maintenance or development or investment in BMRE project or information related to new unit development;

Others Information:

- Forfeiture of shares or securities;
- Decision on voluntary delisting from the stock exchange (s);
- Annually credit rating report;

Determination of Price Sensitive information:

- ❖ The event/information shall be considered Price Sensitive Information if it can impact which exceeds 10% of the total net assets or the rate imposed by the Bangladesh Security & Exchange Commission from time to time.

Note: The net assets shall be considered based on last/latest year/period audited consolidated financial statements.

- ❖ If in the opinion of the Board of Directors of **Premier Cement Mills PLC**, any event/information is considered Price Sensitive Information.

Material Information declared by the Board of Directors

The following event/information shall be necessarily disclosed to the Exchange and Commission as Material Information.

Information related to changes in Financial Performance:

- Changes any account policies;

Information related to Corporate Declaration:

- Any information which has the right to know to the shareholders;
- Decision for changing dividend distribution policy;

Information related to changes in Corporate Structure:

- Demerger, relaxation, removal of any unit of the existing business;
- Change the corporate activities by Capital reorganization amalgamation or demerger;
- Any decision relating to the power takeover to another company or acquisition of internal services of another company;
- Any changes of ownership that can affect the overall control of the company business;
- Changes the name of the company;
- Changes the register address or head office address of the company;

Information related to changes in Capital Structure:

- ❖ Significant changes relating to the Right of the shareholders;

Information related to enhancement/changes activities of the Business:

- Collecting significant long-term bad debts
- Any signification development /change related to technology, production, and establishment of the company;
- Change/appointment/retirement of Board of Directors, Chief Executive Officer, Chief Financial Officer, Company Secretary and Head of Internal Auditor;
- Changes of statutory Auditor, Corporate Governance Compliance Auditor, Credit Rating Company;
- Commencement of legal proceedings or development of regulatory rules and regulations or any significant legal judgment or order;

- Company's Category change/remove by the stock exchange or Commission;
- Significant management contract, Investment relation agreement, service agreement, or related party transaction that can be affected significantly the financial performance of the company;
- Provide/take Loan or Advance from/to holding company or associate company or subsidiary company;
- Provide/take Loan or Advance from/to holding company's Directors or associate company's Directors or subsidiary company's Directors;

Information related to loan/debt management

- Taking loan received & and paying off of Paid capital or Net Assets Values which is 25% or higher;
- Significant asset release for mortgage or redemption;
- Failing to pay bank loan or bank interest or liabilities or debt for more than six months;
- Significant new debt or loan agreement;
- Foreign debt agreement or investment agreement etc.;
- Increase or decrease the period of any investment fund;

Information related to loan/debt management

- ❖ Fund relaxation;
- ❖ Fund arrangement/acquire;
- ❖ 10% or more Investment in single securities;
- ❖ Any significant investment profit or loss;
- ❖ Formation of investment trustee board and changes of any trustee deed;

Others Information

- Sign any significant agreement or pre-published/signed agreement canceled or significant amendment;
- Any event that significantly affected the company's net asset or loss of the reputation of the company
- Pre-published project canceled or amended; and
- Qualified opinion of the auditors.
- The decision on buyback of securities;

Time of disclosure

- Subject to provisions of the regulations, Premier Cement Mills Plc. shall disclose all Price Sensitive Information within **2 (two)** hours of the closing of the Board Meeting to the Exchanges & Commission through e-mail or fax or any digital platform or special messenger and/or courier service and subsequently send the same as a hard copy to the regulators.
- All material information shall be disclosed as soon as possible from when it's visible to the company to the Exchanges & Commission through e-mail or fax or any digital platform or special messenger and/or courier service and subsequently send the same as hard copy to the regulators.

Authorization:

Price Sensitive Information and Material Information shall be signed by the chairman, Managing Director/Chief executive Officer, or Company Secretary/Chief Financial Officer of the company.

Amendments to the principles:

These principles would be amended by the Statutory & Regulatory Rules and Regulation from time to time and **Premier Cement Mills PLC's** authority also reserves its right to alter, modify, add, delete, or amend any of the provisions of these principles by the approval of the Board of Directors.

Disclosure:

- I. **Premier Cement Mills PLC** shall disclose all Material Information and Price Sensitive Information on the website of the company.
- II. **Premier Cement Mills PLC** shall publish all Material Information and Price Sensitive Information in two widely circulated national daily newspapers (one Bangla and one English) and one online newspaper.
- III. Signed copy of these principles shall also be posted on the website of the company.