

Principles on Disclosure of Material Information and Price Sensitive Information  
Of  
Olympic Industries Limited

As per Regulation 3(2) of Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Regulations, 2022, every listed company is required to frame the Principles on Disclosure of Material Information and Price Sensitive Information. Therefore, our Company Olympic Industry Limited has prepared and put in place the Principles, as applicable, as per the Prohibition of Insider Trading Regulations, 2022 of the Bangladesh Securities and Exchange Commission.

### **Price Sensitive and Material Information**

The information, either material or price sensitive, required to be disclosed is divided into the following two categories as specified in the Regulations:

**A) Price Sensitive Information:** As per Regulation 3(1) of Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Regulations, 2022 the following information will be included as Price Sensitive Information and all Price Sensitive Information (PSI) of the company shall be disclosed and archived as per Regulations 3(3), (4), (5), (6) & 6 of this Regulations:

- (a) Report in respect of the financial position, financial performance or any basic information in respect thereof;
- (b) Information relating to dividend and corporate declarations;
- (c) Information relating to changes in corporate structure; namely- Merger, Demerger, acquisition, disposal, conversion or transfer;
- (d) Information regarding changes in capital structure;
- (e) Information regarding Expansion of Business Activities, Changes, etc;
- (f) Any other rules or regulations or order or instructions or circular/notification prescribed as Price Sensitive Information made or approved or issued by the Commission;
- (g) Any other information determined by the Commission by notification published in the Official Gazette from time to time.

Following two issues are also considered as Price Sensitive Information (PSI).

- a) As per Dhaka Stock Exchange limited's letter No. DSE/CGFRC/LC-161/2020/5023 dated October 8, 2020 Disclosure of Modification Opinion and Emphasis of Matters (if any) in the auditor's report of Audited Financial Statements shall be disseminated as Price Sensitive Information (PSI).
- b) As per Notification of Bangladesh Securities and Exchange Commission No. BSEC/CMRRC/2009-193/37/Admin/132 dated May 12, 2022 and Gazette date June 9, 2022 credit rating result shall be disseminated as Price Sensitive Information (PSI).

**B) Material Information:** As per Schedule Ka of Regulation 3(2) of Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Regulations, 2022 the following information will be consider Material Information and all material Information of the company shall be disclosed and archived as per Regulations 3(3) & (4), of this Regulations:

**1. Factors related to changes in financial conditions, such as:-**

- (a) Changes in financial statements, such as: significant reductions or increases in income, expenses, cash flows, receivables, liabilities or assets, etc. and any information related to significant changes on value of the assets due to revaluation;
- (b) The following comparative information in the financial statements:
  - (a) Earnings per share;
  - (b) Net operating cash flow per share;
  - (c) Net asset value per share;
- (c) Material changes in the value or composition of assets of the Company;
- (d) Any special instructions or any modification of any special instructions previously given by the regulatory authority relating to maintain of provisions; and
- (e) Any changes in the accounting policies of the Company, etc.

**2. Information relating to corporate declarations, such as:-**

- (a) Any decision relating to dividend;
- (b) Decision for issuance of rights share, bonus or giving any similar privilege to security holders;
- (c) Corporate declaration or other information relating to the receivables of investors; and
- (d) Any changes in dividend distribution policy, etc.

**3. Information regarding changes in corporate structure, such as:-**

- (a) Acquisition or disposal of any assets of 5% or more of the existing assets;
- (b) Merger with another company or substantial acquisition of shares of any company and acquisition of any company, etc.;
- (c) Demerger of any unit of the Company;
- (d) Conversion or winding up of any unit of the Company;
- (e) Changes of corporate activities through capital reorganization or merger or demerger;
- (f) Proposal to take over the authority of any company or proposal for acquisition of internal services;
- (g) Change of ownership which may affect the control of the Company; and
- (h) Change of name or address, etc.

**4. Information regarding changes in capital structure, such as:—**

- (a) Any decision relating to private or public or rights offer of securities or changes in its capital structure;
- (b) Systematic repurchase or redemption of securities;
- (c) Any decision relating to consolidation of shares, exchange of shares, conversion of any security into equity security or conversion of debentures into shares; and
- (d) Significant changes relating to the rights of security-holders, etc.

**5. Information relating to expansion, changes etc. of business activities, such as: -**

- (a) Any significant development or change relating to the Company's technology, production or establishment;
- (b) Substantial capital investment or significant change in the objective of the Company;
- (c) Significant new contract, product, patent, service or business changes;
- (d) Significant realization of long-term debt/unrealized fund;
- (e) Changes or resignation or dismissal in the Board of Directors including Chief Executive, CEO, CFO, Company Secretary;
- (f) Changes of Statutory Auditor or Corporate Governance Compliance Auditor, Credit Rating Company;
- (g) Initiation of legal proceedings or development of regulatory matters or any significant judgments or orders;
- (h) Delisting from the stock exchange or changing from one category to another;
- (i) Any significant management contract, investor relations agreement, service agreement, or related party transaction that could materially affect in the financial statements;
- (j) Information relating to the decision of purchase and sale of any fixed asset or renovation or development or expansion (BMRE) of plant or machinery or establishment of new units; and
- (k) Significant advances between inter-company or subsidiary or associate entities; or giving or receiving loans or exchanging loans with directors, etc.

**6. Information relating to debt /credit management, such as: -**

- (a) Borrowing and repayment of 25% or more of paid-up capital or net assets, whichever is higher;
- (b) Encumbrance or discharge of significant assets;
- (c) Failure to pay any bank or creditor or debt obligation or debt for a period exceeding 06 (six) months;
- (d) Significant new debt/credit agreements; and
- (e) Foreign credit agreement or investment agreement, etc.

**7. Others, such as:-**

- (a) Signing of any material agreement or cancellation or substantial modification of previously announced/signed agreement;
- (b) Loss of any substantial assets of the Company or any event affecting its reputation;
- (c) Cancellation or substantial modification of any scheme previously announced; and
- (d) Submission of qualified report by auditor of the Company, etc.

**Insider:** Regulation 3(6) of Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Regulations, 2022

Every Insider should respect the confidentiality of information acquired as a result of professional and business relationships and should not disclose any such information to third parties without proper and specific authority unless there is a legal or professional right or duty to disclose. Confidential information

acquired as a result of professional and business relationships should not be used for the personal advantage of the insider or third parties.

The following persons shall be considered as Insiders:

- Promoters/Sponsor Shareholders
- Directors
- Principal Shareholders (Shareholders who hold 10% or more Shares)
- Managing agents
- Bankers
- Auditors
- Valuers
- Credit Rating Agencies
- Advisers
- Employees
- Officers
- Corporate Governance Compliance Auditors
- Consultants
- Valuers
- Suppliers
- Vendors/contractors and
- Other persons who have relationship with the aforesaid persons and scope to know any undisclosed material information.
- Immediate Relative of above insiders or any other person or Company/Institution related to them. Immediate Relative / Family members are spouse, son, daughter, father, mother, brother and sister or any other person who is financially depend on above insider or any person who take advice from the above insider for security transaction.

#### **Guidelines to disclose Price Sensitive and Material Information**

The information, either material or price sensitive, will be disclosed in compliance with Regulations 3(3-6), 4-6, and Schedule Ka of Regulations of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Regulations, 2022 issued by the Bangladesh Securities and Exchange Commission.

#### **Disclosures on the Website**

These Principles shall be published on the website of the Company. The Company shall publish all such information on its website required to be disclosed under these Principles referred to in Regulations and such disclosures shall be hosted on the website of the Company for a minimum period of three years and thereafter archived and placed in the servers of the Company.

#### **Amendment or Review**

These Principles shall be reviewed by the company as and when required. Any subsequent amendment or modification in the Regulations and/or applicable laws in this regard shall automatically apply to these Principles.