



FUWANG FOODS LIMITED

**POLICY ON  
DISCLOSURE OF  
PRICE SENSITIVE INFORMATION (PSI)  
AND  
MATERIAL INFORMATION (MI)**

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## **POLICY ON DISCLOSURE OF PRICE SENSITIVE INFORMATION AND MATERIAL INFORMATION**

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### **1. PREAMBLE:**

- 1.1 This Policy shall be called “**POLICY ON DISCLOSURE OF PRICE SENSITIVE INFORMATION AND MATERIAL INFORMATION**” (hereinafter referred to as “the Policy”) of Fuwang Foods Limited (hereinafter referred to as “Fuwang Foods” or “the Company”).
- 1.2 The Policy has been framed in compliance with the provisions of Regulation 3(2) of Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022. In addition to the Section 33 of Dhaka Stock Exchange and Chittagong Stock Exchange (Listing) Regulation 2015 require the issuer of securities to make full disclosures of all decisions particularly the Price Sensitive Information (PSI) as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 or any other applicable rules & regulations.

### **2. OBJECTIVES:**

- 2.1 The objective of this policy is to ensure continuous, adequate, accurate and timely disclosure of information by Fuwang Foods Ltd. to the BSEC/Stock Exchange(s) on an ongoing basis to enable the investors to make informed investment decisions.
- 2.2 Section 33 of the Listing Regulations requires listed securities to promptly inform in written form to the Stock Exchange(s) of all the events as well as Price Sensitive Information (PSI) which will or may have 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 sensitive information to investors; and
  - Adequacy and accuracy of the disclosed information.
- 2.3 Section 38 of the Listing Regulations requires every issuer of listed securities to notify the Exchange and the Commission within such time determined by the Exchange about any material change/information as defined under regulation 2(1)(l) of these Regulations.
- 2.4 The company shall make timely disclosures of the event / information to the Exchange(s) within the time specified in the directives of occurrence of the event / information.

### **3. DEFINITIONS:**

- 3.1 “**Price Sensitive Information or PSI**” shall mean any information which relates directly or indirectly to Fuwang Foods Ltd. and if published may affect the price of securities of the Company.
- 3.2 The term ‘**Material**’ wherever appears in the policy shall mean any individual

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transaction or arrangement which is significant to the operations or performance of the Company. However it will not be considered as PSI.

- 3.3 **“Board of Directors”** shall mean the Directors on the Board of Fuwang Food Ltd.
- 3.4 **“Chairman”** means the Chairman of the Board of Directors
- 3.5 **“Managing Director”** means the Chief Executive of the company.
- 3.6 **“Chief Financial Officer”** means the Chief Financial Officer, so appointed.
- 3.7 **“Company Secretary”** means the Secretary of the Company, so appointed.
- 3.8 **“Compliance Officer”** means any person appointed by a company or an asset manager, securities of which are listed with the Exchange, as compliance officer.
- 3.9 **“Senior Management Official”** shall mean personnel of the Company who are members of the core management team excluding the Board of Directors and would comprise of all members of management one level below the whole time Directors, including Head Of Departments directly reporting to whole time Directors.
- 3.10 **“Listed Securities”** means any type of securities as defined under the Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969), or other marketable securities of like nature issued by Fuwang Foods from time to time.
- 3.11 **“Stock Exchange”** means the Dhaka Stock Exchange Limited Chittagong Stock Exchange PLC in which the securities of Fuwang Foods are listed.
- 3.12 **“Commission”** means the Bangladesh Securities and Exchange Commission;

## **4. CONTENTS OF PRICE SENSITIVE INFORMATION (PSI)**

The following event/information shall be necessarily disclosed to the Exchange(s) without applying any test of materiality:

- 4.1 Information related to the financial statements, financial results and other basic information related to the financial performance. The key information is:
  - ❖ Earnings Per Share/Unit
  - ❖ Net Operating Cash Flow Per Share/Unit
  - ❖ Net Asset Per Share/Unit
  - ❖ Significant change in the value of assets of 5% or more of paid up capital.

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- 4.2** Information related to dividend and corporate declarations;
- ❖ Dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
  - ❖ any cancellation of dividend with reasons thereof;
  - ❖ Declaration of rights, issuance of bonus or bonus-equivalent benefits to the security holders;
  - ❖ increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
  - ❖ Decision on voluntary delisting from stock exchange(s).
  - ❖ Corporate declaration or information related to investors' receivables.
- 4.3** any change in the corporate structure (i.e. amalgamation, merger, demerger, re-structuring, Credit rating information, acquisition or disposal of 5% or more of existing assets, winding up, transfer, and transformation, etc.);
- 4.4** Changes in capital structure:
- ❖ Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, Repurchase or redemption of the company's securities etc.
- 4.5** Information related to the business extension or change. The following information shall be disclosed:
- ❖ Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/ division.
  - ❖ Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division.
  - ❖ Acquiring control (take-over) of other company, or the proposal of acquiring internal services of the other company by the Company.
  - ❖ Significant capital investment or significant change in the company's objectives like Capacity addition or product launch by Fu-Wang Foods.
  - ❖ Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
- 4.6** Information related to the Company's fund management and structural change

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of the fund:

- ❖ Change in ownership structure that may affect the controlling ownership of the Company.
- ❖ Decision/ resolution related to the purchase or sale of any fixed asset, or BMRE or establishment of new unit.

4.7 Any other directive/rules by the BSEC as official gazette on PSI.

### **5. CONTENTS OF MATERIAL INFORMATION (MI)**

The following event(s) / information shall be disclosed to the Exchange(s) upon application of the guidelines for materiality:

- 5.1 Significant/Material change of asset value or composition of assets of the company.
- 5.2 Any change related to the reservation of provision that is/were required (specially directed/ changed) by the regulatory authority.
- 5.3 Change/ resignation/ termination of the Board of Directors, MD & CEO, Chief Financial Officer (CFO) & Company Secretary (CS) of the Company.
- 5.4 Change of Statutory Auditor or Corporate Governance Compliance Auditor, Credit Rating Company of the Company.
- 5.5 Any change of accounting policies of the company.
- 5.6 Change of name and address, etc. of the Company.
- 5.7 Demerger of any associates/subsidiaries of the Company.
- 5.8 Restructuring or liquidation of any associates/subsidiaries of the Company.
- 5.9 Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/ division.
- 5.10 Change of category of listed security for the Company in the stock exchange (s) or delisting from the exchange(s)
- 5.11 Any agreement related to the “Related Party Transaction” that may affect the financial statement significantly.
- 5.12 Information related to the loan received or payment of advance (20% or higher) on the basis of Paid-up capital or net asset value (whichever is higher).
- 5.13 Giving/releasing of guarantees of any substantial assets.

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- 5.14 Notable loan-agreement or foreign investment agreement.
- 5.15 Signing of any important agreement/ amendment or cancellation of agreement (s) that is/are signed in previous years.
- 5.16 Cancellation of any project or any material change/amendment of the project of the Company.
- 5.17 Qualified Opinion submitted by the auditor.

### **6. DISCLOSURE OBLIGATIONS**

- 6.1 All Senior Management Personnel / Officers of Fuwang Foods shall be under an obligation to disclose material event and/or price sensitive information to the Company Secretary.
- 6.2 Upon receipt of information mentioned at point no. 6.1, the Company Secretary of Fuwang Foods Ltd. shall make disclosure of the material events / Price Sensitive Information (PSI) to the Stock Exchange(s) with information to Managing Director and Executive Director in line with the objective of the policy stated in clause 2.
- 6.3 The Company Secretary shall disclose all material events / information mentioned in clause 4 as soon as reasonably possible and not later than twenty four hours (24 hrs) from the occurrence of events or information.
- 6.4 Further, with respect to events specified under clause 4.1(4), disclosure shall be made within 2 hours of the conclusion of the Board Meeting mentioning time and date of the meeting.
- 6.5 All disclosures made by the company to the stock exchanges shall be hosted on the website of the company for a minimum period of three years (3 years).
- 6.6 PSI shall make with a public announcement in two widely circulated national daily newspapers (one in Bangla and the other in English) and online news portal.

### **7. UNPUBLISHED PRICE SENSITIVE INFORMATION**

Any information, which directly or indirectly relates to the internal matter of the Company or its securities and that, is not generally disclosed by the company as per regular practice. If such information leaked out that may affects the market price of securities of the Company. This category of information should not be disclosed to any person.

**8. AMENDMENTS TO THE POLICY**

The Chairman and Managing Director are authorized to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this Policy. The Chairman and Managing Director are also authorized to amend this Policy from time to time based on changing requirements as prescribed by BSEC / Stock Exchange(s).

**9. PUBLICATION OF POLICY**

The policy shall come into effect from 01 July 2023. A copy of the policy shall be hosted on the website of the Company.