



GEMINI SEA FOOD PLC



Gemini Sea Food PLC.

Principles on Disclosure of Material information and Price Sensitive information

As per Notification No. BSEC/CMRRCD/2021-396/52/Admin/140 dated 28 December 2022 issued by the Bangladesh Securities and Exchange Commission (BSEC)

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US FDA Reg. No: 12525970880
E.U. Approval No: KLN-14
BRC Issue: 8.1, IFS Food Version:6
BAP (Plant) Issue-5.1, (Farm) Issue-3.1
ASC (Plant) Version-5.0, (Farm) Version-1.1
MSC Version: 4.0, HACCP Codex Alimentarius
FSSC 22000 Version-4, BSCI, SEDEX



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1. Preamble:

This Principle is called “Gemini Sea Food PLC” - Principles on Disclosure of Material information and Price Sensitive information” (hereinafter referred to as the “Principles”) and has been framed by Gemini Sea Food PLC (the “Company”) pursuant to Bangladesh Securities and Exchange Commission (BSEC) Notification No. BSEC/CMRRCD/2021-396/52/Admin/140 dated 28 December 2022.

According to Clause No. 3 (2) of the aforesaid Notification, the Company 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.

2. Definitions:

All words/terms in these Principles shall have the same meaning as assigned to them under the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 (“the Rules”).

3. Objective:

These Principles are to provide an overarching governance framework for the determination of Materiality and Price Sensitive Information in accordance with the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, and to ensure that all investors have equal access to Material Information that may affect their investment decisions and that such information is adequately disseminated in a fair and timely manner.

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

- Assuring that the information given by the Company is correct, up to date, and delivered on time frame.
- Ascertaining that the Company’s documents and public statements are correct and don’t contain any misrepresentation.
- Making sure that the Company meets its disclosure requirements as a publicly traded Company, as set out by the Listing Regulations, different securities laws, and any other laws that apply.
- Protecting the confidentiality of material/price-sensitive information within the context of the Company’s disclosure.
- Setting up an opportunity for the Stakeholders to know that the information the Company provides them is true and accurate.

4. Guidelines for the Determination of Materiality:

An event or piece of information is considered important if it has the potential to affect the regular price or value of the Company's securities. When the price or value of the Company's securities is anticipated to be influenced in the regular course due to the revelation of an event or information, such event or information is referred to as "Material."

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Therefore, the following guidelines and principles shall be considered when determining the materiality of an event/information for disclosure:

4.1 Determination of Material Information/Event:

The Company will consider material information/event as prescribed under “Schedule – Ka” Rule No. 3 (2) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

4.2 Procedure for Dissemination/Disclose of Material Information/Event:

Gemini Sea Food PLC as an issuer Company will publish all information (Material Information) except for the Price Sensitive Information, on its official website as prescribed under “Schedule – Ka” Rule No. 3 (2) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

4.3 Archiving of Material Information:

As prescribed under Rule 3(4) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Regulations, 2022 the Company will make available more than 3 (three) preceding years of all published Material Information/Events on the Company’s website.

5. Guidelines for the Determination of Price Sensitive Information:

The Company endeavors to preserve confidentiality and prevent the misuse of un-disclosed Price Sensitive Information. The Company is committed to transparency and fairness in dealing with all Stakeholders and in ensuring adherence to all the applicable laws and regulations. Every Director, officer, and employee of the Company has a duty to safeguard the confidentiality of all such information that he/she obtains in the course of the performance of official duties. Directors, Officers and Designated Person (CFO, CS, HIAC) of the Company should not use their position to gain personal benefit and shall follow the guidelines depicted hereunder:

5.1 Determination of Price Sensitive Information:

The Company will consider all information as described under Rule 3 of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 to be Price Sensitive Information.

5.2 Procedure for Dissemination/Disclose of Price Sensitive Information:

The Company will follow the procedure for dissemination/disclosure of Price Sensitive Information as prescribed under Rule 6 of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

5.3 Prohibition on Dissemination/Disclosure of Price Sensitive Information:

The Company will follow the prohibition(s) on dissemination/disclosure of Price Sensitive Information as prescribed under Rule 4 of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

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5.4 Archiving of Price Sensitive Information:

As prescribed under Rule 3(4) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 the Company will make available more than 3 (three) preceding years of all published Price Sensitive Information on the Company's website.

6. Authorized Persons to Dissemination/Disclose Information:

In order to ensure the accuracy and consistency of the Company's disclosures to relevant Stakeholders, the Chairman of the Board, the Managing Director, the Chief Executive Officer and the Company Secretary shall be responsible for communications on behalf of the Company. The Managing Director 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. Employees who are not authorized as spokespersons are not to respond to 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.

7. Review and Amendments:

The Board of Directors may review and approve revisions whenever they deem it necessary and may delegate authority to Management to resolve any questions or issues that may arise in the course of putting the principles into practice.

8. Dissemination of Principles:

These principles shall be hosted on the website of the Company, which is www.geminiseafood.com

Recommended by

AFM. Nazrul Islam
Company Secretary

Approved by

For & on behalf of the Board

Kazi Inam Ahmed
Managing Director

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