



# **ASIA CAPITAL PLC**

## **Policy on Corporate Disclosures**



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## **1. Purpose:**

The purpose of this Corporate Disclosures Policy is to establish guidelines for the timely, accurate, and transparent disclosure of material information by Asia Capital PLC. This policy aims to ensure compliance with relevant laws and regulations and foster trust among shareholders, investors, and the public.

## **2. Scope:**

This policy applies to all officers, directors and employees of Asia Capital who may have access to material information that could impact investment decisions.

## **3. Principles of Disclosure:**

### **Timeliness:**

Asia Capital is committed to providing timely disclosure of material information. Material information will be disclosed promptly after it is identified as having the potential to affect investment decisions.

### **Accuracy:**

All disclosed information will be accurate and complete. Efforts will be made to ensure that information is not misleading or selectively disclosed.

### **Consistency:**

Consistency in communication is crucial. Disclosures will be consistent with previous statements and will align with the organization's strategic goals and objectives.

## **4. Types of Disclosures**

### *Price sensitive information:*

Information which,

- Relates to specific matters relating to, or of concern (directly or indirectly) to the entity and;
- Is not generally known to those persons who are accustomed or would be likely to deal in those listed securities but which would if it were generally known to them be likely to affect materially the price of the listed security.



Clarifications on unusual trading activities in a listed security

- Where there is an unusual price movement or trading activity in the listed Security of an Entity without any apparent publicly available information, the Entity shall respond promptly to any inquiries made by the Exchange.
- The aforesaid requirement to respond to inquiries of the Exchange does not limit or qualify the responsibility of an Entity to unilaterally respond to unusual price movements or trading activities in its listed Securities.

Clarifications of Rumors or Reports

- Where there is a rumor or a report pertaining to an Entity, the Entity shall respond promptly to any inquiries made by the Exchange.
- The aforesaid requirement to respond to inquiries of the Exchange does not limit or qualify the responsibility of an Entity to unilaterally respond to any rumors or reports.

Trading by Connected Parties

Connected persons should not trade, borrow or lend on the basis of price sensitive information that has not been disclosed to the public. Moreover, connected persons shall not trade, borrow or lend the Securities of the Listed Entity even after release of the information to the Exchange for a period, which should not be less than two (02) Market Days after the release of the information to permit thorough public dissemination and evaluation thereof. In computing this period of two (02) Market Days, the day on which disclosure is made will be excluded. For the purposes of this Rule, an individual is connected with an Entity if, and only if:-

- a. he is a director of that Entity or a related Entity or his spouse and children under 18 years of age; or
- b. he occupies a position as an officer (other than director) or employee of that Entity or a related Entity or a position involving a professional business relationship between himself (or his employer or an Entity of which he is a director) and the first Entity or a related Entity which in either case may reasonably be expected to give him access to information which, in relation to Listed Securities of either Entity, is unpublished price sensitive information and which it would be reasonable to expect (a person in his position not to disclose except) for the proper performance of his function.

Major transaction:

- (a) the acquisition of or an agreement to acquire whether contingent or not, assets of a value which is greater than half the value of the assets of the company before the acquisition;
- (b) the disposition of an agreement to dispose of, whether contingent or not, the whole or more than half by value of the assets of the company;



(c) a transaction which has or is likely to have the effect of the company acquiring rights or interests or incurring obligations or liabilities of a value which is greater than half the value of the assets before the acquisition; or

(d) a transaction or series of related transactions which have the purpose or effect of substantially altering the nature of the business carried on by the company.

Eg: The following events, while not comprising a complete list of all the situations which may require disclosure, are likely to require immediate disclosure (subject to materiality):

1. non-payment of interest on the 'due date' on account of Debt Securities.
2. non-payment of capital on the redemption date on account of Debt Securities.
3. joint ventures, mergers, acquisitions or take-overs.
4. a decision to declare dividends.
5. In respect of a Listed Entity having its Foreign Currency denominated Securities listed on the Exchange, any non-compliance with the Applicable Foreign Exchange Regulations, including but not limited to the following:
  - (i) In the event the foreign exchange earnings of such Entity fall below fifty per centum (50%) of the Entity's total annual revenue or the equivalent of which fall below USD 5 Mn (as applicable);
  - (ii) any non-compliance with the utilization of the proceeds from Initial Public Offering held in the SFCA of the Entity, in the event more than sixty per centum (60%) of such proceeds are utilized
  - (iii) any non-compliance with the requirements relating to repatriation of income/capital proceeds of the capital transactions made outside Sri Lanka through the SFCA of the Entity.
6. any decision to change the stated capital of the Entity including reduction of stated capital, Rights Issues, issue of shares credited as fully paid up by way of capitalization of reserves, redemptions, repurchases, minority buy-outs by the Entity and issue of shares of a class which is not already listed (irrespective of whether the company proposes or does not propose to obtain a listing for such shares issued).
7. change in the Directors, Company Secretary, Registrars or Auditors of the Entity.
8. any sale/purchase of shares, which amounts to 10% or more of the issued quantity of the respective class of shares of the Entity listed on the Exchange, through one transaction or series of transactions.
9. a change in control of the Entity.
10. change of address of the registered office of the Entity or of any offices at which the register of the Securities of the Entity is kept.
11. a call of Securities for redemption.
12. an event of default on interest and/or principal payments in respect of loans not paid within thirty (30) days.



13. appointment, resignation, suspension or removal of the Chief Executive Officer
14. occurrence of any event which would result in the winding up of the Entity or any of its subsidiaries or the appointment of a receiver or liquidator of the Entity or any of its subsidiaries.
15. details of guarantees and sureties granted if the total exceeds 20% of the Listed Entity's net worth as per the Balance Sheet Value. Entities shall only report those guarantees and sureties granted beyond the regular course of business.
16. alteration or amendment of the rights and privileges of any unlisted Securities issued by the Entity.
17. a tender offer for another Entity's Securities.
18. any changes in the corporate purpose and any material alterations in the Entity's activities or the initiation of new activities.
19. any major transaction as defined in Section 185 of the Companies Act.
20. any decision to summon a meeting of the Board by a Director in the event of insolvency in terms of Section 219 of Companies Act.
21. any decision to summon an Extraordinary General Meeting by directors in the event of serious loss of capital in terms of Section 220 of the Companies Act.
22. the acquisition or loss of a contract.
23. a change in capital investment plans.
24. a labour dispute or dispute with sub-contractors or suppliers that will have a material impact on the Entity
25. any investment that will have a material impact on the Entity
26. judicial or quasi-judicial actions of any nature initiated by or against the Entity which are of material importance
27. any Licensing or Franchising Agreement or its cancellation which may materially affect the Entity's operations.
28. any occurrence of an event of default under the terms and conditions of any issue of debentures, promissory notes, bonds, or any other Security issued by the Entity.
29. any acquisition of voting rights that results in the Entity becoming the holding Entity.
30. Related Party transactions exceeding 10% of the Equity or 5% of the total assets of the Entity as per the latest Audited Financial Statements, whichever is lower.



## **5. Spokespersons and Communication:**

Stakeholders may also, at any time, direct queries and concerns to Board of Directors of the Company relating to the corporate disclosures through the Company Secretaries, P.R. Secretarial Services (Pvt) Ltd, where the Company Secretary circulate to the Board of Directors such queries raised by the stakeholders. The Company Secretaries maintain a record of all correspondence received and keeps the Board apprised of issues raised by the stakeholders to ensure that they are addressed in an appropriate manner. Matters raised in writing are responded to in writing directly by the Company Secretaries, as relevant.

Email: [info@prsslk.com](mailto:info@prsslk.com)

Telephone : + 94112671439 or +94112688844

## **6. Regulatory Compliance:**

Compliance with Laws:

Asia Capital will comply with all relevant laws and regulations (CSE Listing rules, Companies Act, SEC Act, Best Practices on Corporate Governance by ICASL) governing the disclosure of material and price sensitive information. The organization will stay informed about changes in legislation and adjust its practices accordingly.

## **7. Review and Updates:**

Periodic Review:

This policy will be subject to periodic reviews to ensure its continued relevance and effectiveness. Updates will be made as necessary to reflect changes in organizational goals, industry standards, or regulatory requirements.

Asia Capital PLC Corporate Disclosures Policy Adoption:

This policy was adopted by the Board of Directors on [Date].

[Signature of Board Chair] [Date]

[Signature of Managing Director] [Date]