

**Supra Pacific Management Consultancy Limited**  
Shareholder Right Protection Policy

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For the protection of shareholders and minority interests, the Board shall be committed to respect the following rights of the shareholders:

**1. Changes to MOA or AOA**

Memorandum of Association or Articles of Association of a Company can be amended only in a general meeting of the company, which can be convened by providing sufficient notice to the shareholders of the company. All shareholders have a right to vote on amendments relating to changes to MOA or AOA. An affirmative vote of not less than 75% of shareholders is required for some amendments that require special majority.

**2. Convene General Meeting**

The Board of Directors of a company is required to convene an extra ordinary general meeting (EGM) if a request to convene an EGM is received from shareholders holding not less than 10% of the paid-up capital of the company. The board is required to call for the EGM within 21 days of the date of request by shareholders on a date not less than 45 days from date of request for EGM. In case the Board of Directors fail to call for an EGM within the time provided, then the shareholders can themselves call for a EGM.

**3. Attend and Vote at General Meeting**

The company is required to hold an **Annual General Meeting** every year, with no more than 15 months elapsing between two annual general meetings. All shareholders of a company have a right to receive a notice convening annual general meetings and extraordinary general meetings and to vote at such meetings for or against each of the resolutions proposed to be passed at such meetings.

**4. Transfer Shares**

Shareholders of a company have the right to transfer shares held by them in the company freely, except that, the board may refuse to register a transfer of shares if they are not fully paid or where the transferee is not a person approved by the board.

**5. Receive Dividends**

Dividends can be paid by a company for any financial year out of the profits of the company for that year arrived at after providing for depreciation or out of the profits of the company for any previous financial year or years arrived at after providing for depreciation and remaining undistributed, or out of both. The declaration of dividends is subject to shareholders approval at an annual general meeting. Once dividends are announced, it must be paid within 30 days and any unpaid dividends must be transferred to a special dividend account opened by the company in a scheduled bank.

**6. Minority Shareholders Protection**

In case of oppression or mismanagement of the affairs of the company by majority shareholders, minority shareholders enjoy protection and right to relief from oppression. If 100 or more shareholders, or a number representing not less than 10% of the total

number of shareholders, can apply to the Company Law Board if they are of the view that the affairs of the company are being conducted in a manner prejudicial to the public interest or company's interest or in a manner oppressive to any shareholder. If found fit, the Company Law Board can pass any order it deems fit, including directing majority shareholders to buyout shares held by the oppressed minority.

#### **7. Opportunity to Inspect Corporate Books and Records**

Subject to reasonable restrictions in accordance with the Companies Act 2013, all shareholders shall be allowed to inspect the corporate books and records of the Company, including minutes of Board meetings and stock registries, and shall be furnished with annual reports, including financial statements, without cost.

#### **8. Grievances of Shareholder**

The Company has an adequate Investor grievance mechanism policy to address the grievance of the shareholders.

#### **9. Equitable Treatment**

- (a) All shareholders of the same series of a class shall be treated equally.
- (b) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board of directors, shall be facilitated.
- (c) Company shall devise a framework to avoid insider and abusive self-dealing.

#### **10. Role of Stakeholders in Corporate Governance**

- (a) Company shall respect the right of stakeholders that are established by law or through mutual agreements.
- (b) Stakeholders shall have the opportunity to obtain effective redress for violation of their rights.
- (c) Stakeholders shall have access to relevant, sufficient and reliable information on a timely and regular basis to enable them to participate in corporate governance process.
- (d) Company shall devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

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