

NOTICE OF THE 15TH ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting of the shareholders of Sea Pearl Beach Resort & Spa Ltd. will be held through Hybrid System in combination of physical presence at **Registered office: Advanced Noorani Tower, 1, Mohakhali C/A, Dhaka-1212** and also using Digital Platform through link id "<https://seapearl.bdvirtualagm.com>" (pursuant to the Notification No. SEC/SRMIC/94-231/25 dated 8th July 2020, SEC/SRMIC/94-231/91 dated 31st March 2021.) BSEC/Admin/41:00/1995(Part-14)-938 dated 3rd August 2022 & BSEC/ICAD/SRIC/2024/318/87 dated 27th March 2024 issued by the Bangladesh Securities and Exchange Commission (BSEC). 15th Annual General Meeting (AGM) of Sea Pearl Beach Resort & Spa Limited will be held on Monday, 02 June 2025 at 10:30 AM (Dhaka Time) according to the Judgment and order dated 05th March 2025 by the Honorable High Court Division of the Supreme Court of Bangladesh of the Company Matter no. 146 of 2025 to transact the following business:

AGENDA

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended 30 June, 2024 together with Reports of the Directors' and the Auditors' thereon.
2. To declare dividend for the year ended 30 June, 2024.
3. To elect/re-elect Directors of the Company who will retire by rotation as per provision of Articles of association of the Company.
4. To appoint auditors for the year ended 30th June, 2025 and fix up their remuneration.
5. To appoint the professional to certify Corporate Governance Compliance for the year 2024-2025 and fix up their remuneration.
6. To approve the appointment of Independent Director of the company.

By order of the Board



Company Secretary

Dated, Dhaka: 25 May 2025.

Notes:

- (1) The shareholders whose name would appear in the Central Depository System/ Register of Members of the company on the Record Date i.e., 24 November 2024 shall be eligible to attend/participate in the AGM through Physical and Digital Platform and to receive dividend.
- (2) The Board recommended cash dividend @ 7% for its shareholders of the Company for the year ended 30 June 2024.
- (3) Link for joining in AGM through Hybrid System in combination of physical presence at Advanced Noorani Tower, 1 Mohakhali, Dhaka and also using Digital Platform through link id "<https://seapearl.bdvirtualagm.com>" and details login process will be notified to the respective Members for hybrid agm guidance, the concerned shareholders may contact the number 01844016112.
- (4) Annual Report 2024 soft copy will be sent to the email addresses of the Members. Annual Report 2024 will also be available at Company's website: <http://www.seapearl.com.bd> as per BSEC notification number BSEC/CMRRCD/2009-193/75/PRD150 Dated: 20 February 2024.
- (5) A Member entitled to attend and vote at the Annual General Meeting can appoint a proxy to attend and on a poll to vote on his/her behalf. Proxy Form duly stamped must be deposited at the Company's Registered Office or through email: cs.seapearlb@gmail.com at least 48 (forty-eight) hours before the time fixed for the meeting otherwise Proxy Form will not be treated as valid. Signature of the Shareholder(s) should agree with the specimen signature.
- (6) All Members are requested to update their respective BO Accounts with 12 digits Tax payer's Identification Number (e-TIN), Bank Account Number, e-mail address, contact number (mobile phone), mailing address and other related information through their respective Depository Participants (DP). Members bearing Folio Numbers are requested to submit their email address and 12 digits e-TIN certificate to the Share Office of the Company latest by 14 December 2024, failing which Income Tax at Source will be deducted from cash dividend @ 15% instead of 10% as per amended Income Tax Act 2023 (Section 117). Members are also requested to notify changes of their address, if any to the Share Office within the same timeline.
- (7) As per Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCD/2009-193/154 dated 24 October 2013 and regulation 24 (2) of the Dhaka / Chittagong Stock Exchange (Listing) Regulations 2015, "no benefit in cash or kind, other than in the form of cash dividend or stock dividend, shall be paid to the holders of equity securities" for attending the ensuing AGM of the Company.
- (8) The Corporate Shareholders need to send their authorization letter through e-mail (accounts@seapearl.com.bd) or submitted at the Registered Office of the Company to join the meeting by 10.30 a.m. of 31 May 2024.

সম্মানিত শেয়ারহোল্ডারবৃন্দের সদয় অবগতির জন্য জানানো যাচ্ছে যে, আসন্ন বার্ষিক সাধারণ সভায় কোন প্রকার উপহার/খাবার/কুপন প্রদানের ব্যবস্থা থাকবে না।