

Simtex Industries PLC.
Khagan, Birulia, Savar, Dhaka-1341

NOTICE OF THE 5TH EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given to all the Shareholders of Simtex Industries PLC that the 5th Extra-ordinary General Meeting (EGM) of the Company will be held on Thursday, 26th December 2024 at 10:00 a.m. The EGM will be held using the Hybrid Platform through the link: <https://simtex.digitalegmbd.net>, and at Khagan, Birulia, Savar, Dhaka-1341 to transact the following business:

AGENDA

Agenda 1: Proposal for changing the registered name of the Company from “Simtex Industries Limited” to “Simtex Industries PLC” in line with the Company (Second Amendment) Act, 2020.

“**RESOLVED THAT** The Board of Directors discussed the issue and after a detailed discussion accorded consent for change of name of the company from “Simtex Industries Limited” to “Simtex Industries PLC” and the amendment of the relevant clauses of the Memorandum and Articles of Association of the Company. The Board advised the Management to get the approval from shareholders for changing the name of the Company in the Extra-ordinary General Meeting.”

Agenda 2: To change clauses under serial numbers 114, 135, and 169 of the Articles of Association of the Company.

“**RESOLVED THAT** subject to approval of shareholders and regulatory authorities, the proposal for the company's existing clauses 114, 135, and 169 of the Articles of Association be hereby amendment as under:

Existing clause of the Articles of Association	Proposed resolution
<p>Clause No 114. Until otherwise determined by the Company in General Meeting the numbers of Directors shall not be less than 3 (Three) and more than 6 (Six).</p> <p>i. Not more than 5 (Five) Directors shall be elected by sponsors shareholder.</p> <p>ii. Not more than 1 (One) Director shall be elected by public shareholders.</p>	<p>Clause No 114. Until otherwise determined by the Company in General Meeting the numbers of Directors including Independent Director shall not be less than 3 (Three) and more than 8 (Eight).</p>
<p>Clause No 135. A meeting of the directors shall be called by not less than fourteen days’ notice (exclusive of the day on which it is served or deemed to be served and to the day for which it is given) given in the manner provided in these articles, and setting out the specific nature of the business to be transacted. Notice shall be given to</p>	<p>Clause No 135. A meeting of the directors shall be called by not less than seven days’ notice (exclusive of the day on which it is served or deemed to be served and to the day for which it is given) given in the manner provided in this article, and setting out the specific nature of the business to be transacted. Notice shall be given to all directors and alternate</p>

<p>all directors and alternate directors of the company. A meeting of the directors called by shorter notice than fourteen (14) days shall, notwithstanding that it has been so called, be deemed to have been duly and properly called if it is so agreed by the directors, meetings director may take place through conference telephone calls.</p>	<p>directors of the company. A meeting of the directors called by shorter notice than seven (07) days shall, notwithstanding that it has been so called, be deemed to have been duly and properly called if it is so agreed by the directors, meetings may take place through conference telephone calls, online system or hybrid system.</p>
<p>Clause No 169. The financial year of the company shall be calendar year. The first accounting period shall be the period from the incorporation of the company</p>	<p>Clause No 169. The financial year of the company shall be 1st July to 30th June.</p>

By order of the Board

Dated, Dhaka
December 04, 2024

Saikh Bin Abedin
Company Secretary

Note:

01. The Shareholders whose names will appear in the Depository Register of CDBL as on the Record Date i.e. December 03, 2024 will be eligible to attend the 5th Extra-ordinary General Meeting (EGM).
02. A member entitled to attend and vote at the Extra-ordinary General Meeting (EGM) may appoint a Proxy to attend and vote on his/her behalf. The Proxy Form duly filled, signed and stamped with a revenue stamp of Tk. 20, must be deposited at the registered office of the Company or through e-mail at companysecretary@simtexgroup.com 48 hours before the time fixed for the meeting.
03. The 5th EGM of the Company shall be conducted through a hybrid system in combination with the physical presence of shareholders at the venue of the general meeting and the presence or connection of shareholders by using a digital platform or online platform, pursuant to the Bangladesh Securities and Exchange Commission's (BSEC) Order No. BSEC/ICAD/SRIC/2024/318/09 dated January 16, 2024.
04. The members will be able to submit their questions/comments, and vote electronically 24 hours before commencement of the EGM and also during the EGM. For logging into the system, the members need to enter their 16-digit Beneficial Owner (BO) ID number/ Folio Number and other credentials as proof of their identity by visiting the link: <https://simtex.digitalegmbd.net>
05. We encourage the Members to login to the system prior to the meeting starting time i.e. 10:00 a.m. Bangladesh Standard Time (BST) on December 26, 2024. The Shareholders are requested to take ample time to login and establish their connectivity. The webcast will start at 10.00 a.m. Bangladesh

Standard Time (BST). The Shareholders are requested to contact +880 1404451250 in case any technical difficulties arise during accessing the virtual meeting.

06. Under the Bangladesh Securities and Exchange Commission (BSEC) Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated June 20, 2018. The Softcopy of the Extra-ordinary General Meeting (EGM)-2024 Notice is being sent to the email addresses of the members available in their Beneficiary owner accounts maintained with the Depository. The Members are requested to update their beneficiary owner accounts maintained with the Depository. The Members are requested to update their respective email addresses, mobile numbers & BO IDs with 12-digit Taxpayer's Identification Number (E-TIN) and address through their Depository Participant (DP). The soft copy of the EGM notice will be available on the Company's website at www.simtexgoup.com
07. The name of our company has been changed from "Simtex Industries Limited" to "Simtex Industries PLC" which has been duly approved by Board of Directors of Simtex Industries Limited, 15th AGM and Registrar of Joint Stock Companies and Firms (RJSC). Further, we need to have approval from the EGM to make such change in the Memorandum of Association (MoA) as per requirement of RJSC.
08. No gift/benefit in cash or kind shall be paid/offered to the shareholders as per BSEC circular no. SEC/CMRRCD/2009-193/ 154, Dated, 24 October 2013 for attending the EGM.