

# NOTICE OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING



## Prime Finance & Investment Limited

PFI Tower, 56-57 Dilkusha C.A, Dhaka-1000

Notice is hereby given that we received an order (Company Matter No. 489 of 2024) from the honorable High Court division of Supreme Court of Bangladesh to call, conduct and hold the Annual General Meetings of the Company for the calendar year 2022 and accordingly the 27<sup>th</sup> Annual General Meeting of the Shareholders of Prime Finance & Investment Limited will be held on Tuesday, 27 May 2025 at 10:00 a.m. through Hybrid System at EON Convention Center, (9<sup>th</sup> Floor), 304, Tejgaon I/A, Dhaka-1208 to transact the following businesses:

### Ordinary Business:

- AGM 22-27-01 To receive, consider and adopt the audited financial statements of the Company for the year ended on 31 December 2022 together with the reports of the Directors' and Auditors' thereon;
- AGM 22-27-02 To declare dividend for the year 2022 as recommended by the Board of Directors;
- AGM 22-27-03 To elect/re-elect Directors;
- AGM 22-27-04 To appoint the Auditors of the Company until conclusion of next AGM and fix their remuneration;
- AGM 22-27-05 To consider and approve the appointment of the Independent Director of the Company;
- AGM 22-27-06 To appoint Corporate Governance Code Compliance Auditors and fix their remuneration;

### Special Business:

1. **To change the registered name of the Company to "Prime Finance & Investment PLC." from "Prime Finance & Investment Limited".**

The following Special Resolution is proposed to be passed with or without modification to adopt the change of the registered name of the Company to 'Prime Finance & Investment PLC.' from 'Prime Finance & Investment Limited' in accordance with the Companies Act, 1994 (amended in 2020) and to amend the relevant clauses of the Memorandum and Articles of Associations of the Company.

"RESOLVED THAT the proposal of changing the registered name of the Company to 'Prime Finance & Investment PLC.' From 'Prime Finance & Investment Limited' in accordance with the Companies Act, 1994 (amended in 2020) and amendment in the relevant clauses of the Memorandum and Articles of Associations of the Company, be and is hereby approved, subject to the approval of the regulatory authorities."

2. **To change the size of quorum for Board meeting and amend the Clause No. 82 of Articles of Association of the Company**

"RESOLVED THAT the proposal of amendment the quorum for a meeting of the Board shall be one third of the total strength of the Board (any fraction contained in that one-third being rounded of as one), or three Directors, whichever is higher and amendment of clause No. 82 of Articles of Association of the Company be and is hereby approved as Special Resolution to comply with the relevant regulations of Bangladesh."

### Notes:

1. Members whose names appeared in the Members'/Depository Register on Record Date i.e. 06 May 2025 will be eligible to attend/ participate and vote in the Annual General Meeting.
2. The AGM Notice, Link (<https://primefin27agm.hybridagmbd.net>) for joining in the Audio-Visual meeting (Digital Platform) and detail login process will be mailed to the respective Members' e-mail address available with us.
3. Pursuant to the BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated June20, 2018, soft copy of the Annual Report 2022 will be sent to the Members' respective e-mail addresses as available with us. The Annual Report 2022 will be available in the Company's website at [www.primefinancebd.com](http://www.primefinancebd.com).
4. Members whose e-mail addresses updated/changed subsequently, are requested to email us at [ird@primefinancebd.com](mailto:ird@primefinancebd.com) referring their full name, BO ID and e-mail address to get the digital platform meeting invitation.
5. For login to the system, the Shareholders need to put their 16-digit BO ID Number and other credentials as proof of their identity while visiting the AGM Link which will be provided in the Company's web site at [www.primefinancebd.com](http://www.primefinancebd.com). The Shareholders will be able to submit their questions/comments electronically 24 hours before commencement of the AGM and during the AGM. The full login/participation process to the Digital Platform meeting will also be available in the Company's website at [www.primefinancebd.com](http://www.primefinancebd.com).
6. The Shareholders are encouraged to login to the system prior to the meeting at 10:00 a.m. The Shareholders may Contact Mobile No. 01708482288 for any IT related guidelines in accessing the virtual meeting.
7. A Member entitled to attend/participate and vote in the Annual General Meeting, may appoint a proxy in his/her stead. Scanned copy of the proxy form, duly filled, signed and stamped with Tk. 100/- must be communicated through e-mail to [ird@primefinancebd.com](mailto:ird@primefinancebd.com) not later than 72 hours before the meeting.
8. As per BSEC circular no. SEC/CMRRCD/2009-193/154 dated 24.10.2013 "No Gift, Gift Coupon or Food Box shall be given to the Members to participate in the 27<sup>th</sup> Annual General Meeting.

By Order of the Board of Directors

Dated: Dhaka  
06 May 2025

Md. Selim Parvez, PGDHRM, LL.B, FCS  
Company Secretary