

NOTICE OF THE 16TH ANNUAL GENERAL MEETING

Notice is hereby given that the 16th 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) on Sunday, the 28th December, 2025 at 11:00 a.m. 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, 2025 together with Reports of the Directors' and the Auditors' thereon.
2. To declare dividend for the year ended 30 June, 2025.
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, 2026 and fix up their remuneration.
5. To appoint the professional to certify Corporate Governance Compliance for the year 2025-2026 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: 06 December 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., 27 November 2025 shall be eligible to attend/participate in the AGM through Digital Platform and to receive dividend.
- (2) The Board recommended cash dividend @ 1% for its general shareholders Excluding Sponsors & Directors of the Company for the year ended 30 June 2025.
- (3) Link for joining in AGM through Hybrid System in combination of physical presence at Advanced Noorani Tower, 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 virtual agm guidance, the concerned shareholders may contact the number 01844016112.
- (4) Annual Report 2025 soft copy will be sent to the email addresses of the Members. Annual Report 2025 will also be available at Company's website: <http://www.seapearl.com.bd> as per BSEC notification number BSEC/CMRRC/2009-193/75/PRD150 Dated: 20 February 2024.
- (5) A shareholder entitled to attend/participate and vote at the Annual General Meeting may appoint a proxy on his/her behalf. Proxy Form duly signed and stamped shall be sent to the share office of the Company not later than 48 (fourth-eight) hours before the meeting.
- (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/CMRRC/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 11.30 a.m. of 21 December 2025.