



UNITED FINANCE PLC.

Camellia House, 22 Kazi Nazrul Islam Avenue, Dhaka 1000

NOTICE OF THE THIRTY SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Sixth Annual General Meeting (AGM) of the shareholders of United Finance PLC will be held on Tuesday, 24 June 2025 at 10:00 a.m. through a digital Platform in accordance with the Bangladesh Securities and Exchange Commission (BSEC) approval letter no. BSEC/ICAD/SRIC/2025/366/Part I/67 dated 1 June 2025 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Directors' Report, Auditors' Report and Audited Accounts for the year ended on 31 December 2024.
2. To declare Dividend for 2024.
3. To elect/re-elect Directors.
4. To confirm the appointment of Independent Directors.
5. To consider the appointment of Statutory Auditors for the year 2025 and fix their remuneration.
6. To consider the appointment of Corporate Governance Compliance Auditor for the year 2025 and fix their remuneration.

Special Business – 1:

To consider and if thought fit to adopt the proposed amendments to the Memorandum of Association (MOA) of the Company by replacing clauses III(5), III(10), III(13), III(16), III(17), III(18), III(30), III(32) with revised clauses and by inserting new clauses III(30A), III(49A), III(52A), III(52B), III(52C), III(52D), and III(52E) immediately after clause III(52), to reflect the expanded scope of business and regulatory compliance requirements, as set out in Annexure – A, subject to the approval of the shareholders through special resolution in the Annual General Meeting (AGM) and subsequent confirmation by the Hon'ble High Court Division of the Supreme Court of Bangladesh.

Special Resolution – 1:

"RESOLVED THAT, subject to approval by the Hon'ble High Court Division of the Supreme Court of Bangladesh, the Memorandum of Association of United Finance PLC be amended by replacing clauses III(5), III(10), III(13), III(16), III(17), III(18), III(30), III(32) with revised clauses and by inserting new clauses III(30A), III(49A), III(52A), III(52B), III(52C), III(52D), and III(52E) immediately after clause III(52), to reflect the expanded scope of business and regulatory compliance requirements, as set out in Annexure – A.

FURTHER RESOLVED THAT, the Board of Directors of the Company be and is hereby authorised to take all necessary steps and actions for giving effect to the above amendments, including but not limited to: (a) seeking approval from the Hon'ble High Court Division of the Supreme Court of Bangladesh; (b) filing the revised Memorandum of Association with the Registrar of Joint Stock Companies and Firms (RJSC); and (c) complying with all applicable legal, procedural, and regulatory requirements with any other relevant authorities."

Special Business – 2:

To consider and if thought fit to adopt the proposed amendments to the Articles of Association (AOA) of the Company by replacing Articles 109, 114, 170, and 171 with revised articles and by inserting new Articles 179(A)(1), 179(A)(2) and 179(A)(3) to reflect the expanded scope of business and regulatory compliance requirements, as set out in Annexure – B, subject to the approval of the shareholders through special resolution in the Annual General Meeting (AGM).

Special Resolution – 2:

"RESOLVED THAT, the Articles of Association (AOA) of United Finance PLC be amended by replacing Articles 109, 114, 170, and 171 with revised articles and by inserting new Articles 179(A)(1), 179(A)(2) and 179(A)(3) to reflect the expanded scope of business and regulatory compliance requirements, as set out in Annexure – B.

FURTHER RESOLVED THAT, the Board of Directors of the Company be and is hereby authorised to take all necessary steps and actions for giving effect to the above amendments, including but not limited to: (a) filing the revised Article of Association with the Registrar of Joint Stock Companies and Firms (RJSC); and (b) complying with all applicable legal, procedural, and regulatory requirements with any other relevant authorities."

By order of the Board

Sharmi Noor Nahar
Company Secretary

Dated: Dhaka
3 June 2025

Notes:

1. The Shareholders whose name appeared in the Members'/Depository Register on Record Date i.e., 21 May 2025 will be eligible to participate and vote in the Annual General Meeting through digital platform and to receive Dividend.
2. A shareholder entitled to participate and vote at the meeting may appoint a proxy to participate and vote in his/her stead. The scanned copy of the proxy form duly affixed with a revenue stamp of Tk 20.00 must be e-mailed to investor.relations@ufplc.com no later than 48 hours before the day of the Annual General Meeting.
3. The link for participating in the AGM through digital platform will be notified to the e-mail addresses provided in the Beneficiary Owners (BO) account of the respective shareholders held with Depository Participant (DP).
4. Shareholders who changed/amended their e-mail addresses or opened new e-mail addresses after the Record Date are requested to e-mail the details to investor.relations@ufplc.com along with full name, Folio/BO ID to receive the digital platform meeting invitation.
5. Full login/participation process to the digital platform meeting will also be available in the Company website www.ufplc.com.
6. The soft form of Annual Report 2024 will be forwarded to the e-mail addresses of the shareholders available in their Beneficiary Owners (BO) account maintained with Depository Participant (DP). The Annual Report 2024 and proxy form will be available in the Company website www.ufplc.com.

N.B: In compliance with the Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCD/2009-193/154 dated October 24, 2013, no Gift/Gift Coupon/Food Box shall be distributed at the 36th AGM.

Amendments in the Memorandum of Association

Type of Amendment	Proposed Amendment
Replacement with revision	III(5) To carry on business of general merchandise: To carry on business as Merchants, Importers, Exporters, Appraisers, Valuers, Factors. Commission and General Agents and to purchase or otherwise acquire, and to sell, let or otherwise dispose of and deal in movable and immovable property of every description for the purpose of the aforesaid business of the Company.
	III(10) To advance or lend money or Shariah investment: To advance or lend money or Shariah investment with or without security, including but not limited to corporate financing services and/or retail financing services and/or other consumer credit facilities, whether through conventional or Islamic Shariah-compliant modes, upon such terms as may be arranged and in particular, to customers and other person or corporation dealing with the Company that may be deemed expedient and also to make advances upon any securities or investments or on the security of any property whether movable or immovable or any interest therein in Bangladesh or in any foreign country or state.
	III(13) To acquire going concern: To purchase, acquire or take on lease as a going concern the business, goodwill, properties, assets and interests of any mill, factory, industry, unit, undertaking, service oriented firm and trading concern in which Company's properties are leased out and/or all or any other business of a nature or character similar to the business of the Company or to amalgamate with, merge, or acquire any company/entity engaged in similar or complementary businesses, including those involved in Islamic finance, digital services, or retail financing, subject to regulatory approvals.
	III(16) To acquire patent's licence: To register, acquire, license, and enforce patents, trademarks, copyrights, industrial designs, and other intellectual property rights in Bangladesh and globally, and to commercialise such rights through licensing, franchising, or other agreements.
	III(17) To acquire business: To acquire and take over the whole or any part of the business property and liabilities of any person or persons firm or corporation carrying on any business which the Company is authorised to carry on or any property or rights suitable for the purpose of the Company.
	III(18) To amalgamate and enter into partnership: To amalgamate or enter into any partnership or arrangement in the nature of a partnership co-operation or union of interest, joint venture or reciprocal concession or for limiting competition with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which the company is authorised to carry on or conduct or from which the company would or might derive any benefit whether direct or indirect.
	III(30) To grant pension, allowances, gratuity and bonus: To grant pensions, allowances, gratuities and bonuses to officers (including Directors) or ex-officers (including ex-Directors) of the Company or to employees or ex-employees of the Company or to relations, connections or dependents of such persons or subscribe to any charitable or public institutions, clubs, societies or fund.
New insertion	III(32) To establish branches: To establish, maintain, work and carry on branches, representative offices, or agencies in any part of Bangladesh or abroad, subject to obtaining prior approval from the Bangladesh Bank where required in connection with the business of the Company or any part thereof, and to regulate and continue the same.
	III(30A) To establish employee welfare and recreational facilities: To establish and operate welfare and recreational facilities such as libraries, gymnasiums, cafeterias, inns, restaurants, fast food outlets, and refreshment centers, including the provision of aerated, mineral, and other beverages, for the benefit of employees of the Company, its subsidiaries, affiliates, joint ventures, and other users of the Company's premises.
	III(49A) To establish and manage Trusts and Investment Funds: To establish, create, issue, float, and manage various forms of trusts or funds, including but not limited to mutual funds, growth funds, investment funds, income or capital funds, taxable or tax-exempt funds, provident funds, pension funds, gratuity and superannuation funds, charitable funds, and consortium funds; and to act as administrators, managers, or trustees of such funds and trusts, including acting as trustees for bondholders, debenture holders, and for other permissible purposes under applicable law, whether directly or indirectly, through itself or a subsidiary, subject to obtaining applicable regulatory approval.
	III(52A) To Carry on Business of Islamic Financing and Shariah-Compliant Financial Services: To carry on the business of Islamic financing and provide financial services compliant with Islamic Shariah principles, solely or jointly with other entities.
	III(52B) To Provide Financial Services through internet or other similar means: To provide, by itself or through a subsidiary (as per applicable regulations) or jointly with other entities, digital financial services, mobile financial services, including but not limited to, issuing and/or managing and/or participating digital payment platforms, facilitating electronic fund transfers, offering mobile/internet-based banking/financial services and payment services, developing and operating digital wallets, partnering with telecom operators, fintech firms, other certified firms by appropriate regulatory authorities offering financial services and regulatory bodies to deliver secure and innovative digital financial solutions/services.
	III(52C) To Establish Subsidiary or Engage in Associate Company: To establish, promote, or acquire subsidiaries, joint ventures, or affiliated entities for carrying out any business including but not limited to merchant banking, asset management, brokerage services, stockbroking, mutual funds, and other capital market activities or any other activities within regulatory framework.
	III(52D) To offer vault, locker, and custodial services: To offer vault, locker, and custodial services for safeguarding valuables, documents.
	III(52E) To enter into any partnership or arrangements: To enter into any partnership, joint venture, strategic alliance, or any other arrangement for the sharing of profits, commission, service charge, alignment of interests, mutual concessions, or cooperation with any company, firm, or individual engaged in or intending to engage in any business that falls within the objects of this Company. Furthermore, to lawfully acquire, hold, sale, transfer, or otherwise deal in shares, stocks, or securities of such entities; to provide guarantees or indemnities in respect of their contractual obligations or liabilities, including but not limited to the payment of dividends, interest, or capital on shares, stocks, or securities; and to provide financial, operational, or other forms of assistance, including subsidies, in compliance with applicable laws, regulations, and corporate governance standards.

Amendments in the Articles of Association

Type of Amendment	Proposed Amendment
Replacement with revision	109. Notice of AGM & Extra-Ordinary General Meeting: Subject to the provision of Section 87 (2) of the Act, relating to Special Resolution, twenty one days' notice at least of every General Meeting (other than a meeting for the passing of an Extraordinary or a Special resolution) and by whomsoever called specifying the date, place and hour of the meeting and with a statement of the business to be transacted at the meeting (and in case it is proposed to pass special or an Extraordinary Resolution the intention to propose such resolution as an Extra Resolution) shall be given to the person entitled under and in the manner provided by the Act and these Articles. Where it is proposed to pass a Special Resolution, twenty one days' notice specifying the intention to propose the resolution as a Special Resolution and specifying the date, place and hour of meeting and the nature of the business shall be given. With the consent of all Members entitled to receive notice of a meeting or to attend and vote at any such meeting a meeting may be convened by shorter notice than 21 days and in the case of a Special Resolution than 21 days as such Members may approve
	114. Quorum of Meeting: No business shall be transacted at any General Meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business. The quorum for a General Meeting for all purposes shall consist of not less than six (6) members entitled to vote and present in person or by proxy.
	170. Meetings of Directors and quorum: The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Five directors present in person shall form a quorum
	171. Convening of meeting by Directors: The Chairman, or in his absence, the Managing Director, or with the written consent of the Chairman, the Managing Director, may at any time convene a meeting of the Directors whenever it is deemed necessary. Generally, seven (7) days' notice shall be given for meetings of the Directors. In case of emergency, the Chairman, or in his absence, the Managing Director, may call a meeting at shorter notice at his discretion, provided that consent is given to such shorter notice by the Directors present at the meeting held pursuant thereto. Notice of the meeting shall be given to all Directors, who are outside Bangladesh by registered post, courier, e-mail, Board Management Software, or secure messaging applications, as appropriate
New insertion	179(A). Formation of Independent Shariah Supervisory Committee
	179(A)(1). The Board may form an independent shariah supervisory or advisory committee to assist the Board in conducting the Company's Islamic financial services.
	179(A)(2). The Board shall determine the qualification of members to be appointed in such committee.
	179(A)(3). The Board shall have the authority to remove any member of the said committee and appoint any replacement.