

NOTICE OF THE 20TH ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting (AGM) of the Shareholders of ADN Telecom Limited (“Company”) will be held on Monday 4 December 2023 at 11:00 am (Dhaka Time) using the digital platform at the link <https://adntel.bdvirtualagm.com> through a live webcast to transact the following businesses:

(A) Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended on 30 June 2023 and the Reports of Directors and the Auditors thereon.
2. To approve Dividend for the year ended on 30 June 2023 as recommended by the Board of Directors.
3. To elect Directors in place of those who shall retire by rotation in accordance with the provisions of Articles of Association of the Company.
4. To approve the appointment of the Independent Directors of the Company.
5. To appoint the Statutory Auditors for the year 2023-24 and to fix their remuneration.
6. To appoint the Auditors to provide the certificate on compliance on Corporate Governance Code of BSEC for the year 2023-24 and to fix their remuneration.

(B) Special Business:

1. To approve the purchase of land from the associate company/related party of the Company namely, Tech Valley Networks Limited.

The following proposed resolution to be considered with or without modification:

“**Resolved that** pursuant to the Notification No. BSEC/CMRRCD/2009-193/10/Admin/118; dated: 22 March 2021 of Bangladesh Securities and Exchange Commission (BSEC), the purchase of 14.46 decimals land located at Ward No. 42, (DNCC) Madani Avenue, Mouza: Baro Beraid, Police Station & Sub-Registry Office: Badda, District: Dhaka from the related party/associate company under the common Directorship namely, Tech Valley Networks Limited at a cost of Tk. 115,680,000 (Eleven Crore Fifty-Six Lac Eighty Thousand) only excluding the cost for registration and other related expenses be and is hereby approved.”

By order of the Board of Directors



Md. Monir Hossain, FCS
Company Secretary

Dated: 07 November 2023
Dhaka

NOTES:

1. The Shareholders, whose name appeared in the Depository Register as on the "Record Date" i.e., 26 October 2023, will be eligible to attend/participate and vote in the Annual General Meeting through digital platform and to receive dividend.
2. Pursuant to the BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated June 20, 2018, soft copy of the Annual Report 2023 will be emailed to respective Shareholders' email IDs available in their BO A/C. The Annual Report 2023 will also be available in the Company's website at www.adntel.com.bd
3. A shareholder entitled to attend/participate and vote at the Annual General Meeting may appoint a proxy on his/her behalf. Copy of the proxy form duly signed and stamped shall be sent to the share office or through email at investor.relations@adnsl.net not later than 48 hours before the meeting.
4. The shareholders can log into the link <https://adntel.bdvirtualagm.com> by using their BO A/C number and will be able to submit their questions or comments and vote electronically 24 hours before the meeting. For any IT related guidance in this regard, Shareholders may contact cell number +8801777770551.
5. The concerned Merchant Banks and all Depository Participants (DPs) are requested to provide the copies of the list of margin clients along with the bank details for entitlement of dividend on or before 02 December 2023 as per the following:
 - a) Hard copy: Registered mail or courier to Share Office, ADN Telecom Limited, Red Crescent Concord Tower (19th Floor), 17 Mohakhali C/A, Dhaka-1212.
 - b) soft copy: Email to investor.relations@adnsl.net
6. In compliance with the Circular No. SEC/CMRRCD/2009-193/154 dated 24 October 2013 issued by BSEC, no benefit in cash or kind shall be offered to the members during the Annual General Meeting.

Explanatory Statement for Special Business:

Purchase of land from the associate company/related party namely, Tech Valley Networks Limited.

The Board of Directors has approved the purchase of 14.46 decimals of land situated adjacent to the 100 feet wide Madani Avenue at Ward No. 42, (DNCC) Madani Avenue, Mouza: Baro Beraid, Police Station & Sub-Registry Office: Badda, District: Dhaka. This land is located beside ADNTEL's existing 14.13 decimals of land and is to be purchased from our related party/associate company under the common Directorship, namely Tech Valley Networks Limited. This proposal is presented for your consideration and approval in accordance with the notification no. BSEC/CMRRCD/2009-193/10/Admin/118 dated 22 March 2021 of the Bangladesh Securities and Exchange Commission (BSEC).

The purchase price for this land amounts to BDT 115,680,000 (Eleven Crore Fifty-Six Lac Eighty Thousand), excluding the costs associated with registration and other related expenses, subject to necessary approvals, if any. The total land area, which will be 28.59 decimals, is earmarked for the construction of a Multistoried Corporate Building, including the setup of a Data Center for the company.

We emphasize that Tech Valley Networks Limited is a related party/associate company, and the purchase value of this land exceeds 1% of ADN Telecom's total tangible assets. Therefore, your approval, as esteemed shareholders, is required as per the above Notification of BSEC.

