

**United Commercial Bank Limited**

Corporate Head Office, Plot CWS (A)-1
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NOTICE OF THE 36TH ANNUAL GENERAL MEETING OF UCB

Notice is hereby given that the 36th Annual General Meeting (AGM) of United Commercial Bank Limited will be held on 30 June 2019 (Sunday) at 10.00 A.M. at Banquet Hall, Kurmitola Golf Club (KGC), Dhaka Cantonment, Dhaka to transact the following businesses.

Agenda of 36th Annual General Meeting**Ordinary Business**

1. To receive, consider and adopt the Financial Statements, Directors' Report and Auditors' Report of the Bank for the year ended 31 December 2018.
2. To declare 10% Stock Dividend for the year ended 31 December 2018 as recommended by the Board of Directors.
3. To elect Directors of the Bank.
4. To appoint Auditors & fix their remuneration for the year of 2019.
5. To appoint Professionals to provide the Certificate on Compliance as per Corporate Governance Code-2018 for the year of 2019 & fix their remuneration.

Special Business

6. To amend the Clause No.114 of Articles of Association of the Bank with the given resolution:

Proposed Special Resolution:

Resolved that the proposal of amendment the Clause No.114 of Articles of Association of United Commercial Bank Limited be hereby approved to read as follows:

Amendment of the Clause No.114 of Articles of Association of the Bank	
Existing Clause	Amended Clause
"The Board of Directors of the Company shall elect one of the Directors as Chairman and one of the Directors as Vice-Chairman under Group- 'A' for a period of one year and shall vacate the post on holding the General Meeting. They will however be eligible for re-election as Chairman and Vice-Chairman. The Directors may terminate the appointment of Chairman and Vice-Chairman before expiry of their terms of office if the Directors deem it fit by a decision of 3/4 th majority of the total number of Directors. The Board of Directors may also appoint a person as Chairman from outside the list of Sponsor Directors on the terms and conditions as approved by the Board."	"The Board of Directors of the Company shall elect one of the Directors as Chairman and one of the Directors as Vice-Chairman for a period of 3 (three) years. They will, however, be eligible for re-election as Chairman and Vice-Chairman. The Directors may terminate the appointment of Chairman and Vice-Chairman before expiry of their terms of office if the Directors deem it fit by a decision of 3/4 th majority of the total number of Directors."

By order of the Board of Directors

ATM Tahmiduzzaman, FCS
Company Secretary

Dated: 30 May 2019

Notes:

- ☞ The 'Record Date' in lieu of Book Closure was 22 May 2019 (Wednesday).
- ☞ The Shareholders whose names appeared in the Register of Members of the Bank or in the Central Depository Bangladesh Limited (CDBL) on the Record Date i.e. 22 May 2019 will be eligible to attend the meeting and qualified for Stock Dividend for the year 2018.
- ☞ A member, eligible to attend the AGM, may appoint a Proxy to attend and vote on his/her behalf. The instrument appointing Proxy to be duly signed and affixed by the members with a revenue stamp of Tk.20 must be submitted to the registered office of the Company at least 72 hours before AGM. Members may download Proxy Form from the Bank's website (i.e. www.ucb.com.bd).
- ☞ Admission into the auditorium will strictly be maintained upon submission of the attendance slip sent with the Notice as well as verification of signature of Member(s) and/or Proxy holder(s). Members/Proxies are requested to record their entry in the AGM Venue well in time before 10.00 A.M. on 30 June 2019 (Sunday). The registration counters will be opened at 8.30 A.M. on the AGM date.
- ☞ In Compliance with BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018:
 - i. Annual Report, Attendance Slip and Proxy Form along with the Notice are being sent in soft Form to the Members' registered e-mail address linked with their respective B0 ID as on record date.
 - ii. The members who don't have e-mail address linked with their B0 ID are requested to send their respective e-mail address to bsd@ucb.com.bd to enable us to send the e-Annual Report.
 - iii. Members who want to collect the printed copy of the Annual Report from the Company Secretariat of the Bank or from the AGM venue are requested to inform us in writing.
 - iv. The Annual Report is also available in the Bank's website linked with the websites of both Dhaka and Chittagong Stock Exchange Limited.
- ☞ Valued Members were requested to update their Bank Account Number, Address, Cell Number through their respective Depository Participants (DP) before the Record Date.
- ☞ The concerned Brokerage Houses were requested to provide us with a statement with the details (Shareholders' name, B0 ID number, client-wise shareholding position) of their margin account holders (if any) who hold UCB shares, as on the 'Record Date' along with the name of the contact person in this connection, to the Company Secretariat of the Bank on or before 30 May 2019. We would further request the Brokerage houses to provide us with their Bank name & Account number, Routing number etc. within the stipulated time to enable us to disburse the sales proceed of fractional stock dividend to their respective accounts.
- ☞ In compliance with the Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCD/2009-193/154 dated 24 October 2013, **No Gift / Gift Coupon / Food Box will be distributed in the ensuing 36th AGM.**



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