



2018867852

THE COMPANIES ACT, 1994

(A PRIVATE COMPANY LIMITED BY SHARES)

**Memorandum of Association
Of
Hatil Complex Limited**

- I. The name of the company is **"HATIL COMPLEX LIMITED"**
- II. The registered office of the company shall be situated in Bangladesh.
- III. The objects for which the company is established are all or any of the followings, and in constructing the following sub-clauses the scope of no one of the sub-clauses shall be deemed to be limited or affected by the scope of any other sub-clause:
 1. To set up Timber Industries for manufacturing of products of timber and allied materials Like cane, bamboo, artificial wood and wooden materials either of local or of foreign or both and to carry on such other business and production as are conducive to such Timber Industries. Such products may be various kinds of furniture & fixture, doors, windows, cubicals, door frames, windows frames, show cases, almirah, wardrobe, internal decoration etc.
 2. To carry on the business of timber materials, owners of saw milling industries, timbers growers and to buy, sell, grow, manipulate, import, export and deal in timber and wood of all kinds and descriptions and to manufacture all kinds of articles manufactured by use of wood and timber.
 3. To import or acquire such plant and machinery, equipment and accessories, tools etc. as may be required from time to time to carry on the above business.
 4. To carry on the business and to set up textile Mills compose of spinning and weaving, dying etc. including specialized ones and to carry such other business as is conducive to such Textile Mills.
 5. To set up Garments Industries and to carry on business of Garments of all kinds and varieties including import and export thereof, and also to carry on such other business as are conducive to Garments Industry.
 6. To carry on business of Garments Machineries including all other allied Machineries and Accessories to Garments Machinery either by import thereof or through indent as agents or otherwise.
 7. To set up Printing Press and all allied matters by installation of Printing Machineries and Accessories including various Compose Devices like photo-compose, computerized-compose, type-setting devices and to carry on printing business and such other business as are conducive to printing business of all kinds and varieties, so that various materials like Holy Quran, Hadith, Religious Books,

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13 APR 2022

স্বাক্ষরিত
 (মোঃ সিরাজ উদ্দিন)
 সহকারী রেজিষ্টার
 সেক্টর-৩, পূর্ব
 লেবক ও পাইলট



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News Papers, Periodicals, Magazines, Journals, Calendars, Books of different subjects ect. can commercially or otherwise be printed.



8. To set up paper industry for production of various kinds of papers presently being used and will be used in future like news print, offset paper, art paper, ledger paper, etc and to carry on business of paper production and marketing thereof either locally or abroad or both, and also to carry such other business as are conducive to Paper Mills and Paper Business.
9. To set up Food Industry for production of different kinds of food stuff cereals, confectioneries, breads, sweets, dry food, cake etc. as are presently available in the country and will have demand in future and to carry on business of food production for marketing thereof either locally or abroad or both and also to carry such other business as are conducive to Food industries and Food Business.
10. To set up Packaging Industry for production of packing boxes and materials out of indigenous materials or imported ones or both for marketing of such products either locally or abroad or both.
11. To set up Electrical and Electronic industries for production of multifarious electrical and electronic good like Radio, Television VCR, VCP, Tape Recorder, Calculator, Computer etc.
12. To carry on the business of Property Development and Construction work by acquiring land for development for disposal or for construction of multistoried building thereon for disposal or construction purpose, or both including construction of shopping centre for disposal or let-out or of market etc.
13. To carry on business of and to set up modern Medical Clinics for treatment of patients essentially on commercial basis.
14. To carry on business of and to set up Modern Residential Hotels with all facilities including restaurant.
15. To carry on the business of and to set up Modern Residential of Otherwise Educational Institutions of any level, and of any nature considered beneficial to the nation.
16. To carry on business of all kinds of Clearing and Forwarding Agencies including transportation.
17. To set up Board Mills and to do business and manufacturer of various kinds of Board like particle Board, Hard Board, Piece Board, etc. including pertex, jutex etc, and also to set up Foam Industry to manufacture and carry on the business of various kinds of foam.
18. To set up and install cold storage and Ice-Plant for the preservation and storage of potato, Fruits and vegetables, fish, meat and other foodstuff.
19. To establish, purchase or otherwise acquire, run, manage and operate a cold storage warehouse, dry storage warehouse, storage and treatment of merchandise

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স্বাক্ষরিত করেছি।
অধিবক্তা মোঃ বাহাদুর আলী
প্রকৃত্যমান করা হল।
(মোঃ কিরাজ উদ্দিন)
সহকারী রেজিষ্টার
জেজিষ্ট্রারের পক্ষে।
লেখক ও পাঠক



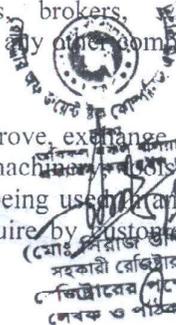
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machinery, food products, farm, products, furniture and other articles, whether manufactured or not, both of foreign and indigenous production and manufacture.

20. To carry on the business of any or all sorts of canning and preservation of fruits, fish, meat, vegetable and foodstuff.
21. To carry on the business of ice-makers, ice-dealers, refrigeration, storekeepers, manufactures dealers of and in freezing and refrigerating agents, mixtures and medicines of all descriptions both natural and artificial.
22. To manufacture, deal in, import export supply ice-manufacturing plant, tools, machinery, apparatus, coolers, thermos bottles, refrigerators and their parts.
23. To manufacture, prepare and deal in mineral waters of all kinds.
24. To carry on any business of transport-land, water, air transport and any other transport which may deem fit to be carried on by the Company.
25. To carry on model agricultural Farming.
26. To carry on business of dairy farming, sericulture, horticulture and poultry.
27. To carry on the business of all sorts of ice-products as manufacturer, dealer and shop-owner.
28. To carry on business of confectionery, bakery and beverage.
29. To carry on business of agricultural implements as manufacturer, assembler, dealer and to set up and install develop and acquire industries based on agricultural products.
30. To enter into partnership and joint venture with **BANGLADESH** and foreign enterprise to set up and install assembling and manufacturing plants of agricultural implements.
31. To carry on business of all sorts of Agencies.
32. To carry on all or any of the business of general merchants, factors, dealers, importers, exporters, warehousemen, financiers, underwriters, consulting of all kinds, and any other business or trade, whatsoever which can be in the opinion of the Company be advantageously or conveniently carried on by the Company.
33. To engage agents, sub-agents, dealers, brokers, whole-sellers retailers, commission agents, advisors, engineers and any other competent persons required for carrying on all or any of their business.

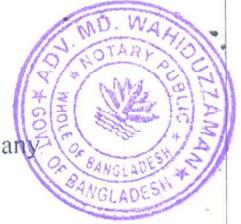
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34. To buy, sell, manufacture, repair, alter, improve, exchange let out on hire, import and deal in all factories, works, plants, machinery, tools, utensils, appliances, substances, articles and things capable of being used in any business which this company is competent to carry on or require by customers or persons having

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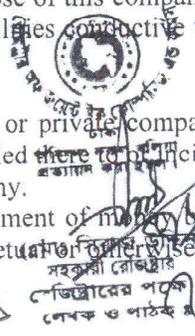
dealing with the company or commonly dealt with by persons engaged in any business.

35. To act as Secretaries Managers, Agents, handling agents, clearing agents, managing agents of any of any other Company or business, land purchasing and soiling agents and also to manage, promote and control companies.
36. To promote, float, establish and manage or to purchase, acquire develop and manage all kinds of trading & manufacturing business or any other kind of commercial or industrial venture either in Bangladesh or abroad which may seem to be calculated directly or indirectly to enhance the value of the interest, assets, or properties of the company.
37. To carry on the business of General contractors and to supply order of the Government of Bangladesh public bodies, bodies corporate, municipal and local bodies.
38. To apply for or join in applying for purchase or otherwise acquire any patent, rights, secret process, concession, monopolies, trade marks, trade name or other like privileges of any interest therein to disclaim, alter or modify the same and to sell the same or any part thereof or to work, use, manufacture and turn to accounts thereby protected and grant license for the use thereof as for the time being shall be deemed most expedient for the company and also to spent money in experimenting upon and resting and improving or seeking to improve any patents or other alike rights which the company may acquire or purpose to acquire.
39. To enter into any agreement with any government (Home or Foreign). State or Local Authority, Municipal or Local Bodies or any other person or any of them and to obtain fro any such Government, State or Authority, person or persons ail rights, sanction, concession, licenses, privileges, permission and all other rights and liberties whatsoever which the Company may Think fit or desirable to obtain and to carry out, exercise and comply with and such agreement or obtain and to carry out, exercise and comply with and such agreement or rights, sanctions concessions, license, privileges, permission arid liberties.
40. To create a depreciation fund. Reserve fund. Sinking fund or emergency fund or any other special fund whether for developing or repairing, improving, extending or marinating any of the properties of the Company for any other purpose conducive to the interest of the company as the Directors for the time being may think proper.
41. To amalgamate with any other company. Association or firm. Carrying on business altogether or in part similar to those of this company and to take over all or any part of its assets good will and liabilities connective to the business of this company.
42. To promote, organize or float any public or private company of the purpose of carrying on any of the aforesaid objects allied here to or incidental or necessary to any business or undertakings of the company.
43. To borrow or raise loan or secure the payment of money by mortgage or by the issue or debentures, debenture stock, perpetuities or otherwise or in such manner as

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- the company shall think fit and for the purpose aforesaid to charge all or any of the company's property or assets present or future including its uncalled capital and collaterally or further to secure any securities of the company by trust deed or other assurance. Provided that nothing herein contained shall be limited to have empowered the company to carry on the business of banking and insurance.
44. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills or exchange, hundies, bill of lading, warrants, debentures, and other negotiable or transferable instruments.
 45. To carry on the business of dealers in all sorts of products and merchandise both wholesale and retail, and any other trade or business which can be advantageously carried on by the company in connection with or as auxiliary to the general business of company.
 46. To carry on the manufacturing business of all descriptions and kinds.
 47. To sell, lease, transfer or mortgage or dispose of the undertaking of company or any part thereof or to buy, take lease of such undertaking in such manner and for such consideration as the company may think fit and in particular for shares (fully paid up) debenture or debentures stock or securities or any other company whether permitted by company for the aforesaid purpose or not and to improve, manage, develop, exchange, lease of, turn to account or otherwise deal with all or any part of the property and rights of this company.
 48. To buy, take lease or on hire any land, building, workshop and godowns or to sell, transfer or dispose off or let out or lease out such properties at the company in such manners and for such consideration as the company may think fit.
 49. To distribute any of the company's properties among the members in specie.
 50. To do all or any of the above things in any part of the world and either as principals, agents, trustees or otherwise and either alone or in conjunction with others and by or through agents, sub-contractors managing agents, trustees or otherwise.
 51. To do all such other acts and things as are incidental to or as the company may think conducive to the attainment to the above objects or any of them, and other business as set forth in the Memorandum of Association and Articles of Association of the company.

IV. The liability of the members is limited.

V. The authorized Capital of the company is Taka 30,00,00,000.00 (Thirty Crore) only divided into 3,00,000 (Three Lac) ordinary shares of Tk. 1,000/- (One thousand) each with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights privilege or conditions in such manner as may, from time to time, be decided by the company.

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(মোঃ নিরাজ উদ্দিন)
সহকারী রেজিস্ট্রার
জিএসআর পক্ষে।
লেখক ও পাঠক



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We, the several persons whose names, addresses are subscribed bellow are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Name, Address, Designation & Nationality of Subscribers	Number of Shares	Signature of Subscribers
1. Md. Hafizur Rahman S/o: Mr. Habibur Rahman 12/2, B.K. Das Road Dhaka Business Executive Bangladeshi	500 (Five Hundred)	
2. Mohammad Selim Akhter Khan , S/o: Al-Haj Adam Ali Khan 29A/15 Satish Sarker Road Gandaria Dhaka Business Executive Bangladeshi	500 (Five Hundred)	
Total:	1,000 (One Thousand)	

Dated, Dhaka
Witness to the above signatories

(M.A. HALIM GAZNAVI, FCA)
Principal Partner
Aziz Halim Afzal & Co.
Chartered Accountants
House-29, Road-1
Dhanmondi, Dhaka.



অধিকার স্বীকৃতি
প্রত্যয়ন করা হইল।

(মোঃ শিরাজ উদ্দিন)
সহকারী রেজিষ্টার
সেজিট্রারের পক্ষে
লেখক ও পাঠক

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THE COMPANIES ACT 1994
(A PRIVATE COMPANY LIMITED BY SHARES)
Articles of Association
of
Hatil Complex Limited

1. In these Articles unless there be something repugnant in the subject or context, inconsistent therewith:

“The Company” means the above named company. “The Act” means the Companies Act of 1994.

“The Director” means the Director for the time being of the Company. “The Office” means the Registered Office of the Company. “The Register” means the Register of members to be kept in pursuance to Section 34 of the Act.

“The Board” means the Board of Directors for the time being of the Company.

Expressions defined in the Companies Act, 1994 shall have the meanings so defined and words importing the singular shall include the plural and vice-versa and words importing persons shall include bodies corporate.

SCHEDULE-1

2. The regulations contained in the First Schedule to the Act as applicable to Private Limited Company shall, subject to the modifications hereinafter contained of any other Articles that may from time to time be framed by the Company, apply to the Company.

CAPITAL

3. The authorized Capital of the company is Taka 30,00,00,000.00 (Thirty Crore) only divided into 3,00,000 (Three Lac) ordinary shares of Tk. 1,000/- (One thousand) each with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights privilege or conditions in such manner as may, from time to time, be decided by the company.

SHARES

4. Subjects to the provisions of Section 155 of the Act and to the terms of any extraordinary resolution of the Company the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons and on such terms as they think fit.
5. Every person whose name is entered as a member in the Register shall with out payment be entitled to a certificate under the common seal of the company signed by the Managing Director specifying the number and denoting the number of shares held by him and the amount paid up thereon provided that in respect of share or shares held jointly, by several persons, the company shall not be bound to issue more that one certificate and delivery of a certificate for share to one of several holders shall be sufficient delivery to all.

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সহকারী রেজিষ্টার
বেঙ্গল প্রদেশের শিল্প
লেখক ও পরিচালক



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6. If a share certificate is defaced, lost or destroyed it may be reissued on payment of such fee. If any, not exceeding taka Five and on such terms, if any, as to evidence and indemnity as the Directors think fit.
7. Except to the extent allowed by Section 58 of the Act, no part of the funds of the company shall be employed in the purchase of or in loans upon the security of the company's shares.

LIEN

8. The Company shall have a lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at fixed time in respect of that share, and the company shall also have lien on all shares (other than fully paid shares) standing registered in the name of a single person for all money presently payable by him or his estate to the Company. The Directors may declare any share to be wholly or in part exempt from the provision of this clause. The company's lien if any on share or shares shall extend to all dividends payable thereon.
9. The Company may sell, in such manner as the Directors think fit, any share on which the company has lien but no sale shall be made unless such sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of amount in respect of which the lien exists is presently payable has been given to the registered holder for the time being of the share, or to the person entitled by reason of his death or insolvency to the share.
10. The proceeds of the sale shall be applied in payment of such part of the amount in respect of which the lien exists as its presently payable and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior the sale) be paid to the person entitled to the shares at the date of sale. The purchaser shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by the irregularity or invalidity in the proceedings in reference to the sale.

CALLS

11. The Directors may from time to time make calls upon the members in respect of any money unpaid on their shares provided that no call shall be payable at less than one month from the last call and each member shall (subject to receiving at least fourteen days notice specifying time or times of payments) pay to the Company at the time or times so specified the amount called on his share.
12. The Joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
13. If a sum called in respect of a share is not paid before or on the day appointed for a payment thereof the person from whom the sum is due shall pay interest upon the sum at the rate of ten percent per annum from the day appointed for the payment thereof to the time of the actual payment. The directors may waive interest wholly or in part.

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গোপনীয়
১০ মাস
স্বাক্ষর
সহকারী রেজিস্ট্রার
সেভিয়ারের পক্ষে
লেখক ও পঠিক





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- 14. The provisions of these regulations as to payment of interest shall apply in the case of non-payment of any sum which by the terms of issue of share, becomes payable at a fixed time whether on account of a share or by way of premium as if the same had become payable by virtue of call duly made and notified.
- 15. The Directors may take arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.
- 16. The Directors may, if they think fit, receive from any member willing to advance all or any part of the money uncalled and unpaid upon any share held by him, and upon all or any of the money as advanced may (until the same would but for such advance presently become payable) pay interest at such rate not exceeding (without the sanction of the company in General Meeting) twelve percent as may be agreed upon between the member paying the sum in advance and the Directors.

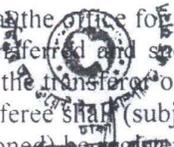
TRANSFER OR TRANSMISSION OF SHARES

- 17. Any share may be transferred by shareholder to his or her children or grand children, wife, husband, sister, brother, or any one else, but subject to prior approval of the Board of Directors.
- 18. The Directors may in their absolute and uncontrolled discretion refuse to register any proposal for transfer of shares and shall not be required to give any reason for such refusal.
- 19. The instrument of transfer of any share in the Company shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the register of member in respect thereof.
- 20. Shares in the company shall be transferred in the following form or in any usual or common form which the Directors shall approve.
I.A.B of..... in consideration of the Sum of taka.....paid to me by C.D. of(hereinafter called "The said transferred" do hereby transfer to the said transferee the share (or shares) numbered..... in the undertaking called Hatil Complex Limited to hold up to the said transferee, his executors, administrators and assigns subject to the several conditions on which I held the same at the time of the execution hereof and I, the said transferee do hereby agree to take the said share (or shares) subject to the conditions aforesaid. As witness our hands the day of..... Witness to the Signatures of etc.
- 21. Every instrument of transfer shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Director may require to prove the title of the transferor of his right to transfer and upon payment of the proper fee, the transferee shall (subject to the Directors right to decline to register herein before mentioned) be registered as member in respect of such shares. The Director may waive the production of any certificate upon evidence satisfactory to them of its loss or destruction. A fee not exceeding tk.

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[Signature]
 (মোঃ সিদ্দিক উদ্দিন)
 সহকারী রেজিষ্টার
 জি.সি.সি.সি.সি.সি.সি.
 লেবক ও পাটক



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- 10/- (Taka ten) may be charged for each transfer and shall, if required by the Directors be paid before the registration thereof.
22. If the Directors refuse to register transfer of any share, they shall, within two months offer the date on which the transfer was lodged with the Company, send to the transferee and transferor notice of the refusal.
23. The executors or administrators of a deceased shareholder of a share shall be the only recognized by the Company as having any title to the share, in the case of shares registered in the names of two or more holders, the survivor or survivors or executors or administrators of the deceased shareholders shall be the only persons recognized by the Company as having any title to share. Before recognition of any executor or administrator, the Directors may require him to obtain a Grant of Probate or Letter of Administration or other legal representation as the case may be from a competent court in Bangladesh, provided nevertheless that in any case where the Directors in their absolute discretion think fit it shall be lawful for the Directors to dispense with the production of Probate or Letter of Administration or such other legal representation upon such terms as to indemnity or otherwise as the Directors in their absolute discretion may consider necessary.
24. Any person becoming entitled to a share in consequence of the death or insolvency of a member shall, upon such evidence being produced as may from time to time required by the Directors, have the right, either to be registered as a member in respect of the shares or, instead of being registered himself, to make such transfer of the share as the deceased or insolvent person could have made, but the Directors shall, in either, the right to refuse would have had in the case of a transfer of the share by the deceased or insolvent person before the death or insolvency.
25. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to same dividends and other advantage to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in to meetings of the company.

FORFEITURE OF SHARES

26. If a member fails to pay any call or installment of a call on the day appointed for payment thereof the Directors may at any time thereafter during such time as any part of such of the call or installment as is unpaid together with any interest which may have accrued.
27. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment on or before the time appointed, the shares in respect of which the calls were made will be liable to be forfeited.
28. If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter,

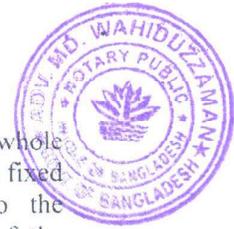
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ঢাকা
অধিকারী নব্বুন বাঁশিয়া
বন্দারামল কল্যাণ হাট
(মোঃ সিরাজ উদ্দিন)
সহকারী রেজিষ্টার
সেজিষ্ট্রারের পক্ষে।
লেখক ও পাহকঃ





- b) Make sub-division of its existing shares or any of them, divide the whole or any part of its share capital into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless to the provisions of paragraph (d) of sub-sections (1) of Section 53 of the Companies Act, 1994:
- c) Cancel any share which at the date of the passing of the resolution have not been taken or agreed to be taken by any person:
37. The Company may by special resolution, reduce its share capital in any manner and with and subject to any incident authorized and consent required by law.

BORROWING POWER

38. The Directors may from time to time at their absolute discretion raise or borrow any sum or sums of money for the purpose of the Company and from any persons, banks, firms, companies, corporations, sangsthas and particularly from any Director and may secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debenture of the Company or by making, drawing, accepting or endorsing on behalf of the company any promissory notes or bills of exchange or giving or issuing any other security of the company or by mortgage or charge of all or any property or the Company including its uncalled capital for the time being and the Directors may guarantee the whole or any part of the loan or debts raised by or on behalf of the Company or any interest payable thereon.

GENERAL MEETINGS

39. A general meeting of the Company shall be held within 18 (eighteen) months from the date of incorporation and thereafter at least once in every calendar year at such time not being more that fifteen months after the holding of the last preceding general meeting, and at such place as may be prescribed by the company in general meeting, or in default, at such time in the month following that in which the anniversary of the company incorporation occurs and at such place as the Directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be called by majority of members in the same manner as nearly as possible as that in which meeting are to be called by the Directors. The above mentioned general meeting shall be ordinary meeting and all other general meetings shall be called extraordinary meetings.
40. The Directors may, whenever think fit call extraordinary general meeting; and extraordinary general meetings shall also be called on such requisition, or in default, may be called by such requisitionists as provided by Section 84 of the Act. If at any time there are not within Bangladesh sufficient Directors capable of acting to form a quorum any Director or and two members of the Company may call an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.

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সিদ্ধিক রোজিয়ার
সেভিয়ারের পক্ষে।
লেখক ও পাঠকঃ

13 APR 2022





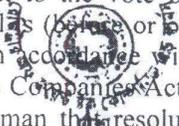
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41. Subject to the provisions of Section 87(2) of the Companies Act, 1994 not less than 14(fourteen) days notice to the members specifying the place, day and hour of meeting, with statement of the business to be transacted at the meeting shall be given as hereinafter provided and with the consent in writing of all the members entitled to receive notice in any manner they think fit, provided always that not less than twenty one days notice be given of a meeting to pass special resolution specifying the intention to propose the resolution as special but if all the members entitled to attend and vote at any such meeting so agree a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty one days notice has been given.
42. All business shall be deemed special that is transacted at an extraordinary meeting and all that is transacted at any ordinary meeting with exception of sanctioning a dividend the consideration of the accounts and balance sheet and the ordinary report of the Directors and Auditors, the election of Directors and other offices in the place of those retiring by rotation and the fixing of the remuneration of Auditors.
43. No business shall be transacted at any general meetings unless a quorum of members is present at time when the meeting proceeds to business. 4 (Four) members personally present shall form a quorum.
44. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if called upon the requisition of member shall be dissolved and in any other case, it shall stand adjourned.
45. The Chairman shall preside over at every general meeting of the Company.
46. In the absence of the Chairman, the Managing Director shall preside over the meeting and in his absence, the Director, elected by the members present to act as Chairman shall preside over the meeting.
47. The Chairman of general meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted in any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice at an adjournment or of the business to be transacted at an adjourned meeting.
48. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded in accordance with provisions of Clause (C) of sub-section (1) of Section 85 of the Companies Act, 1994 and unless a poll is so demanded declaration by the Chairman that the resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against that resolution.

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13 APR 2022



অধিবক্তা/নোটারি পাবলিক
 বাংলাদেশের সমস্ত অঞ্চলে
 মোঃ ওয়াহিদুজ্জামান
 সফলপুরী রোড, ঢাকা
 ডার-উস-সালাম অ্যাপার্টমেন্ট
 ৬-ডি, (৬তম ফ্লোর, পশ্চিম গেট)
 মোবাইল: ০১৭১১-১৪৩৮৮৭





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I.....of.....the district of.....being a member of Hatil Complex Ltd. Hereby appoint Mr.as my proxy to vote for me and on my behalf at the ordinary, or extraordinary (as the case may be) general meeting of the Company to be held on theday of and at any adjournment thereof.

Signed.....day of.....

60. The following persons shall be the Directors of the Company:

1. Mr. Selim H. Rahman
2. Mr. Mahfuzur Rahman
3. M. Mizanur Rahman
4. Mr. Abu Jafar Mohammad Faruque
5. Mr. Moshiur Rahman
6. Mrs Safiqur Rahman

61. Until otherwise determined by the Company in general meeting the number of Directors of the Company shall not less than 3(Three) and more than 10 (Ten)

62. Until otherwise determined by the Company in general the qualification of Director shall be holding of at least shares of Tk. 1,00,000/- in the Company in own name exclusively.

63. Unless otherwise determined by the Company by extraordinary Resolution each Director shall be paid out of the funds of the Company by way of remuneration to the extent of Tk. 200/- for each meeting attended by him. Directors may allow and pay to any Director who for the time being is resident of any place other than the place at which any meeting of the Directors may be held and who may come to that place for the purpose of attending such meeting such sum as the Directors may consider fair and reasonable for his expenses and loss of time in connection with his attending at the meeting in addition to this remuneration so specified above.

64. Any Director being willing may be called upon to perform extra services or to make any special exertion for going or residing away from the office for any of the purpose of the Company or in giving special attention to the business of the Company as a member of a Committee or Board of Directors and such Director shall be called Executive Director or otherwise functional Director and the Company may remunerate such Director either by a fixed sum or by percentage of profit or otherwise as may be determined by the Company in Board meeting and such remuneration may be either in addition to or in substitution of other remuneration's provided for the Directors.

65. The business of the Company shall be managed by the Board of Directors who may be paid all expenses incurred in settings up and registering the Company and may exercise all such powers of the Company as may be conferred by the Act or any statutory modification thereof for the time being in force, or by these articles, required to be exercise by the Company in general meeting shall invalidate any

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 সেক্টরের শুল্ক
 লেখক ও পাঠক





prior act of the Directors which would have been valid if that regulation had been made.

66. Subject to the provisions of Section 105 of the Act, a Director shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested, be void nor shall any Director so contracting or being such member or as interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director, holding that office or of the fiduciary relation thereby established, but the nature of their or his interest must be disclosed by them or him at the meeting of the Directors at which the contract or arrangement is determined, or if interest then exists, or in any other case at the first meeting of the Directors after the acquisition of the interest, provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is interested as aforesaid and if he does so vote, his vote shall not be counted but he shall be entitled to be present at the meeting during the transaction of the business in relation to which he is precluded from voting although he shall not be reckoned for the purpose of ascertaining whether there be a quorum of Directors present.

This provision shall not apply to any contract by or on behalf of the Company to give the Director or any of them on indemnity against any loss which they or any one of them may suffer by reason of becoming or being sureties for the company. A general notice that a Director is Director or a member or any specified firm or company and is to be regarded as interested in any subsequent transaction with such firm or company shall as regards any such transaction be sufficient disclosure under this Article and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company.

67. The office of Director shall be vacated if the Director.

- (a) fails to obtain within two months from the date of his appointment., or at any time thereafter ceases to hold the share qualification, necessary for his appointment, or
- (b) is found to be of unsound mind by a court of competent jurisdiction, or
- (c) is adjudged insolvent, or
- (d) fails to pay calls made on him in respect of shares held by him within six months from the date of such calls; or
- (e) by notice in writing to the company resigns from his office.

68. The Directors shall have power at any time, and at any meeting, to appoint a person as an Additional Director who shall retire from office at the next following ordinary general meeting, but shall be eligible for election by the Company at that meeting as an Additional Director.

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ডাক
সহকারী রেজিষ্টার
শেখের পক্ষে
লেখক ও পাঠক





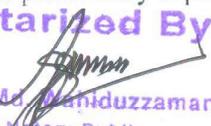
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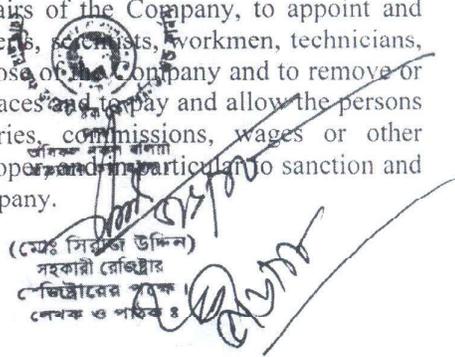
- 69. The Company may be extraordinary resolution remove Managing Director and any Director before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead, the person so appointed shall be subject to retirement at the same time as if he has become a Managing Director in whose place he is appointed was Last elected.

MANAGEMENT

- 70. **MR. SELIM H. RAHMAN** is the Chairman of the Board or Directors of the Company. The Chairman of the Board of Directors shall preside as Chairman in the meetings of the Board of Directors and at every General Meeting of the Company. If at any general meeting the Chairman is not present within fifteen minutes from the time appointed for holding the Meeting or is unwilling to act as Chairman, the members present shall choose one of the Directors present to be Chairman, or if no Director be present and unwilling to act as Chairman the members present shall choose one of the members to be Chairman.
- 71. **MR. SELIM H. RAHMAN** is the Managing Director of the Co. and he shall held his office for a term of five years and he shall continue his office until he resigns or otherwise become disqualified to remain as Director of the Company on expire of five years term he may be re-elected as Director if he is found willing to be So.
- 72. The Directors may from time to time entrust to and confirm upon the Managing Director for the time being such of the powers exercisable under these Articles by the Directors as they may think fit and confirm such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf, and from time to time revoke, withdraw, alter or vary all or any of such powers subject nevertheless to the provision of any contract between the Managing Director and the Company.
- 73. Remuneration, allowances and fringe benefits to be paid for rendering whole time or otherwise services to the Company to Managing Director shall be as per decision of Board of Directors from time to time.
- 74. Without prejudice to the General power vested in the Board of Directors and subject of their general supervision in that behalf, the Managing Director in addition to the powers conferred by these presents is hereby appointed attorney of the Company for all the purpose hereinafter mentioned that is to say:
 - I) To generally manage all concern and affairs of the Company, to appoint and employee officers, agents, organizers, experts, consultants, workmen, technicians, day labor, servants and others for the purpose of the Company and to remove or dismiss them and appoint others in their places and to pay and allow the persons lobe employed as aforesaid, such salaries, commissions, wages or other remuneration as may be deemed fit and proper and to incur and to sanction and spend the preliminary expenses of the Company.

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 (মোঃ সিলিম হাঃ উদ্দিন)
 সহকারী রেজিষ্টার
 জিজ্ঞাসার পক্ষে
 লেখক ও পঠিত



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- II) To borrow or raise any sums of money by loan, or on mortgages or hypothecation or otherwise on such securities and terms as deemed fit, and execute, sign seal or deliver all necessary documents or do any other act in that behalf.
- III) To demand dues, to effect to all receipts and discharges of all kinds of covenant, agreement or conditions, to take proceedings, civil, criminal or otherwise for recovery or such debts, money, rent, dues, damages and compensation in respect of such debts.
- IV) To purchase or otherwise acquire for the company any property, rights or privileges such as the Company is authorized to acquire at such price and generally on such terms and conditions as he thinks fit.
- V) To establish branch offices, agencies, sub-agencies in any part of Bangladesh or elsewhere on such terms as he thinks fit and chose the same.
- VI) To open any Bank Account or Accounts with any scheduled Bank or Banks and to operate the same singly and to borrow money for the purpose of the company.
- VII) To sign cheques, drafts, certificates, bonds and other documents on behalf on the company.
- VIII) To purchase, sell, let, exchange or otherwise dispose of absolutely or conditionally any property, for the purpose of the Company.
- IX) To settle, compound, submit to arbitration and compromise and withdraw as action, demands, whatsoever arising in any legal proceedings or otherwise.
- X) To grant any power of attorney general or special, on behalf of the company. To any Director, office, employee, person or persons of the company or to any company and give full power and authority to appoint one or more substitutes to do, execute and perform all or any such matters or things as aforesaid.
- XI) To invest the fund of the company or to dispose of the same on behalf of the company as may be deemed fit and proper by him.
- XII) To execute and sign in the name of the company all such deeds, and things as are necessary for the welfare of the company.
- XIII) To give donation or subscriptions to public or other useful objects.
- XIV) To admit execution of documents before any Register, Sub-Register and to conduct or defend any case before him.
- XV) To sign and verify plaints, petition, written statements, compromise, okalathamas authorizing legal and tax practitioners to act, on behalf of the company in all courts, Civil, Criminal or Revenue, taxation and generally to do all other things for and on behalf of the company.

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জিলাধিকার কার্যালয়
লেখক ও পাঠক





2018867852

- XVI) To appoint Advisors, Consultants, Expertise either local of foreign or both on such term and conditions as considered expedient.
- 75. The Managing Director with the approval of Directors may delegate all or any of his powers to other Directors as he thinks fit and proper.
- 76. The Directors individually shall exercise such powers, rights, and authorities for the management of the business and affairs of the Company as may be delegated to them from time to time by the Directors of the Company, and shall work under control, supervision and guidance of the Managing Director.
- 76.a The company shall form and have an Advisory Committee with **MR. SELIM H. RAHMAN**, the Chairman of H.A. Timber Industries Limited as Chairman thereof. to be composed of various experts like Chartered Accountant, Engineer, Banker etc. The meeting of such Advisory Committee would be held at the request of the Managing Director of the Company.

PROCEEDINGS OF DIRECTORS

- 77. The Directors may meet together for dispatch of business, adjourn and otherwise regulate their meetings, as they think fit, Questions arising at any meeting shall be decided by a majority of votes.
- 78. The quorum necessary for the transition of the business of the Directors may be fixed by the Directors, and unless so fixed, shall be three of the Directors.
- 79. The Chairman of the Company shall preside over the meetings of the Board. In his absent any other person chosen by the director shall preside over the meeting of the Board.

DIVIDEND AND RESERVE

- 80. The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors. As regards all dividends declared. The provisions of regulation 96 of the First Schedule shall be applicable.
- 81. The Directors may from time to time pay the members such interim dividends as appears to the Directors to be justified by the profits of the company.
- 82. No dividend shall be paid otherwise then out of profits of the year or any other undistributed profits.
- 83. Subjects to the rights of person. If any entitled to shares with special rights to dividends, all dividends shall be declared and paid according to amount upon the shares.

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13 APR 2022



সহকারী রেজিস্ট্রার
 ডিবিআর/শংকর
 লেবক ও পাটকা





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whole amount of such item shall be stated with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

- 93. A copy of the balance sheet and report shall, fourteen days previously to the meetings, be sent to the persons entitled to receive notice of General Meeting in the manner in which notices are to be given hereunder.
- 94. A balance sheet shall be made out in every year and laid before the company in general meeting made up to a date not more than nine months before such meeting. The balance sheet shall be accompanied by a report of the Directors as to the state of the company affairs, and amount which they recommended to be paid by way of dividend and the amount (if any) which they propose to carry to reserve funds.
- 95. The Directors shall in all respects comply with the provisions of section 181 to 191 of the Companies Act, 1994 or any statutory modification thereof for the time being in force.
- 96. First Auditor may be appointed by the Board of Directors immediately after the incorporation of the company but the subsequent auditors shall be appointed by the shareholders in Annual General meeting as laid down in sections 210 to 213 of the Companies Act, 1994, or any statutory modification thereof for the time being in force.

NOTICE

- 97.(a) A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or (if has no registered address in Bangladesh) to the address. If any, within Bangladesh supplied by him to the Company for giving of notice to him.
- 97.(b) Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved, shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.
- 98. If member has no registered address in Bangladesh and not supplied to the company an address within Bangladesh for giving the notices to him, a notice addressed to him advertised in a newspaper, circulating in the neighborhood of the registered office of the company shall be deemed to be duly given on the day in which the advertisement appears.
- 99. A notice may be given by the Company to the joint holder named first in the registered in respect of the shares.
- 100. A Notice may be given by the company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representative of the deceased, or assignee of the insolvent or by like description at the address, if any, in Bangladesh supplied for the purpose by the person claiming to be so entitled or (until such an address has been supplied) by sending the notice in any

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manner in which the same might have been given if or insolvency had not occurred.

101. Notice of every general meeting shall be given in the same manner hereinbefore authorized to (a) every member of the Company except those member who (having no registered address within Bangladesh) have not supplied to the Company an address within Bangladesh for the giving of notice to them and also to (b) every person entitled to share in consequence of the death or insolvency of a member, who but for his death or insolvency would be entitled to receive notice of the meetings.

COMMON SEAL

102. The Directors shall provide a common seal for the purpose of the company and shall have power, from time to time to destroy the same and substitute a new seal in lieu thereof and the Managing Director shall provide for the safe custody of the seal for the time being. The seal of the Company shall not be affixed to any instrument, except by the authority of the Board of Directors and in the presence of two Directors who shall sign every instrument to which the seal of the company is so affixed, provided nevertheless that every instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Directors to issue the same.

INDEMNITY

103. Every Director, Manager or Officer of the Company or any person (Whether an officer of the Company or not) employed by the Company as auditor shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Manager or Auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 327 of the Act in which relief is granted to him by the Court.

WINDING UP

104. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the number or shares held by them respectively. And if in a winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up the excess shall be distributed amongst the members in proportion to the capital paid up or which ought to have been paid-up at the commencement of winding up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of the shares issued on special terms and conditions.

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মোঃ সিরাজ উদ্দিন
সহকারী রেজিষ্টার
জিজ্ঞাসার পক্ষে
লেখক ও পঠিতক



2018867852



105. If the Company shall be wound up whether voluntarily or otherwise the liquidators may (subject to the provisions of the Act) with the sanction of an Extraordinary resolution of its members divide among the members in specie or kind any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the members or any of them as the liquidators with the sanction shall think fit.

RECONSTRUCTION

106. Without the prior sanction in general meeting the Company shall not undertake any reconstruction, amalgamation, consolidation or voluntary winding up.

SECURITY

107. Every Director, Manager, Auditors, Secretary, Treasurer, Officers, servants, Agents, Accountant or any other person employed in business of the Company shall observe strict secrecy respecting all processes of manufacture, trade secret and all transactions of the Company with individuals and in all matters relating thereto and shall pledge himself not to reveal any of the matters which may have come to his knowledge in the discharge of his duties except when required to do so by the Directors or by Court of law or by the person to whom to such matters relate and except so far as may be necessary in order to comply with any of the provision in these presents contained.

108. Any Director, Manager, Clerk, Servant, Assistant, Engineer, Representative, Agent or other person or employee of the Company whether employed by the Managing Director or the Board of the Director's is proved to the satisfactions of the Board of Directors to have been faulty of disclosing the secrets of the Company shall be liable to instant dismissal with or without any notice or suspension or payment or damages at the discretion of the Directors.

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13 APR 2022

স্বাক্ষরিত
১৩ এপ্রিল ২০২২
ঢাকা
অতিরিক্ত নথি রাখা
প্রত্যয়ন করা হইল।
(মোঃ সিরাজ উদ্দিন)
সহকারী রেজিস্ট্রার
সেভিগ্রানের পূর্ব
দেওয়ান ও পাঠক

