



Silva Pharmaceuticals Limited

সিলভা ফার্মাসিউটিক্যালস্ লিমিটেড

House # 65, Road # 8/A, Dhanmondi, Dhaka

Notice of the 9th Extra-Ordinary General Meeting

Notice is hereby given to all shareholders of Silva Pharmaceuticals Limited (SPL) that the 9th Extra-Ordinary General Meeting (EGM) of the shareholders of the company will be held at 10:30 A.M. (Bangladesh Standard Time) on 30th December 2025, Tuesday by Hybrid System at **Suchona Community Center, Ring Road, near Krishi Market, Dhaka-1207** with both physical presence and Digital Platform through the link <https://silvaphlegm.hybridegmbd.net> to transact the following businesses and if deemed fit, to adopt the following resolutions as special resolutions:

AGENDA FOR SPECIAL RESOLUTION

Agenda No. 01.

Change of Company Name and Amend the Articles of Association.

Proposal as special resolution for changing the registered name of the company from "Silva Pharmaceuticals Limited" to "Silva Pharmaceuticals PLC" in accordance with the Companies Act, 1994 (amended in 2020) to accurately reflect its public status and amendment to Clause 86 of the Articles of Association to streamline the composition of the Board.

"RESOLVED THAT the name of the Company be changed from "Silva Pharmaceuticals Limited" to "Silva Pharmaceuticals PLC" and be amendment the relevant clause of the Memorandum and Articles of Association of the company as special resolution."

"RESOLVED FURTHER THAT the company's existing clause 86 of the Articles of Association be hereby amendment as special resolution which as under:

Existing clause 86 of the Articles of Association	Proposed Special Resolution
"In General Meeting the number of the members shall not be less than 5 (Five). For Board Meetings the Quorum shall be 5 (Five) members of Board of Directors.	"In General Meeting the number of the members shall not be less than 5 (Five). For Board Meetings the Quorum shall be 3 (Three) members of Board of Directors.
I. The Directors representing sponsor shareholders shall be elected by the existing sponsor Directors or by their nominee. II. At least Three (3) Directors shall be elected among the sponsor shareholders. III. In future the successors of the Director or their legal nominees will be eligible to become Director as per law."	I. The Directors representing sponsor shareholders shall be elected by the existing sponsor Directors or by their nominee. II. In future the successors of the Director or their legal nominees will be eligible to become Director as per law."

AGENDA FOR ORDINARY RESOLUTION

Agenda No. 02.

To ratify the post-facto revisions to the civil construction project, utilizing IPO proceeds.

"RESOLVED THAT the post-facto approval for the following changes in the design, drawing, and construction of the new factory building, as well as the procurement of machinery and equipment, which deviated from the original plan outlined in the prospectus:

- **Factory Design and Structure:**
The factory design was revised from a two-storied civil construction to a pre-fabricated steel structure, with the total built-up area expanded to 45,848.02 square feet, compared to the originally proposed 20,000 square feet.
- **Machinery and Equipment:**
To achieve full compliance with mandatory cGMP and DGDA guidelines, the company procured and installed certain additional machinery and equipment that were not included in the original prospectus. These upgrades were essential to meet updated regulatory requirements and enhance production efficiency, ensuring that all pharmaceutical products adhere to the highest levels of quality and safety."

Agenda No. 03.

Revised Utilization of Unutilized IPO Proceeds and Post-Facto Ratification of Accrued Profit Utilization.

The Company raised BDT 30.00 Crore through its Initial Public Offering (IPO). As of September 30, 2025, an amount of BDT 27,18,17,362.00 has been utilized for the objects stated in the prospectus, leaving an unutilized principal of BDT 2,81,82,638.00.

The unutilized funds were originally earmarked for the procurement of an HVAC system for the new factory. However, subsequent detailed costing revealed that the total estimated investment required significantly exceeds the allocated budget, rendering the original plan unviable. Furthermore, maintaining these funds in an idle state continues to incur recurring compliance costs, which represents an inefficient use of capital."

In view of the above, and in order to optimize resource utilization and meet the Company's immediate working capital needs for uninterrupted operations, the Board of Directors—based on Management's recommendations—has decided to place the proposed reallocation before the shareholders at the 9th Extraordinary General Meeting (EGM) for their approval. Additionally, the Board has recommended that certain prior utilizations made from the accrued profit on the IPO funds be ratified by the shareholders in the 9th EGM.

In compliance with applicable BSEC regulations, the approval of the shareholders is hereby sought for the following:

“RESOLVED THAT the post-facto approval for the utilization of accrued profit generated from the IPO proceeds, amounting to BDT 90,30,327.00 (Ninety Lakh Thirty Thousand Three Hundred Twenty-Seven Taka Only), for the purposes listed below, be and is hereby ratified and confirmed:

1. BDT 24,74,124.00 (Twenty-Four Lakh Seventy-Four Thousand One Hundred Twenty-Four Taka Only) utilized for civil construction works of the new factory building; and
2. BDT 65,56,203.00 (Sixty-Five Lakh Fifty-Six Thousand Two Hundred Three Taka Only) utilized for working capital purposes.

RESOLVED FURTHER THAT, the unutilized IPO principal amounting to BDT 2,81,82,638.00 (Taka Two Crore Eighty-One Lakh Eighty-Two Thousand Six Hundred Thirty-Eight Only), together with the remaining accrued profit thereon up to the date of transfer, be reallocated from the original head “Machinery & Equipment” to “Working Capital Requirement”, to be utilized for the procurement of raw materials and other essential operational expenditures”

By Order of the Board,



(Md. Iqbal Hossain)
Company Secretary

Dated: 27 November, 2025

Notes:

- i. The 'Record Date' in lieu of Book Closure is fixed on **Thursday, 04 December 2025** and the 9th Extra-Ordinary General Meeting (EGM) held through Hybrid System in combination with the physical presence of shareholders at the venue of the AGM and the presence or connection of shareholders by using a digital platform or online platform pursuant to the BSEC order no. BSEC/ICAD/SRIC/2024/318/09 dated January 16, 2024.
- ii. The Shareholders, whose names will appear in the Depository Register (CDBL) or register of the member of the company on the **“Record Date” i.e., 04 December, 2025** respectively, will be eligible to attend/participate and vote in the 9th Extra-Ordinary General Meeting (EGM).
- iii. A Members entitled to attend and vote in the 9th Extra-Ordinary General Meeting (EGM), may appoint a proxy to attend and vote on his/her stead. The proxy Form duly completed and affixed with revenue stamp of Tk. 100.00 and be sent through email to Silva Pharmaceuticals Limited's Registered Office at share@silvapharma.com at least 48 hours before the schedule time of the meeting. Members may download Proxy Form from the company's website (i.e., www.silvapharma.com).
- iv. The 9th Extra-Ordinary General Meeting (EGM) joining procedure will be notified later through e-mail/SMS/website of the company in due course.
- v. The Members will be able to submit their questions/comments through virtual link/e-mail share@silvapharma.com 48 hours before commencement of the EGM and during the EGM. For logging into the system, the members need to put their 16-digit Beneficiary Owner (BO) ID/Folio number and other credentials as proof of their identity by visiting the link <https://silvaphlegm.hybrideqmbd.net>.
- vi. Shareholders are requested to login to the system prior to starting of the meeting at 10:30 a.m. on Tuesday, 30 December 2025. The webcast will start at 10:15 AM. Please contact at 01790948155 for any queries in accessing the virtual meeting.
- vii. The 9th EGM notice having the statement of the business to be transact at the meeting will be sent in soft Form to the members registered e-mail address linked with their respective BO ID as on record date and the same information will also available on the company's website(i.e., www.silvapharma.com);
- viii. The name of our company has been changed from “Silva Pharmaceuticals Limited” to “Silva Pharmaceuticals PLC” which has been duly approved by the board of directors of Silva Pharmaceuticals Limited, now we need to have approval from the EGM to make such change in the Memorandum and Articles of Association.

N.B.: In compliance with the Bangladesh Securities and Exchange Commission's circular no. SEC/CMRRCD/2009-193/154 dated October 24, 2013 and The Listing Regulations 2015 of Stock Exchanges, no gift/gift coupon/food box/benefit in cash or in kind shall be distributed/paid to the shareholders for attending the ensuing 9th Extra-ordinary General Meeting (EGM).