



কন্টিনেন্টাল ইন্স্যুরেন্স লিমিটেড Continental Insurance Limited

Ideal Trade Centre (7th Floor), 102 Shahid Tajuddin Ahmed Sarani, Tejgaon, Dhaka-1208

NOTICE OF THE FIRST EXTRA ORDINARY GENERAL MEETING

Notice is hereby given to all shareholders of Continental Insurance Limited that the 1ST Extra-Ordinary General Meeting (EGM) of the Company will be held on Wednesday, the May 26, 2010 at 10.30 a.m at BIAM Auditorium, 63 New Eskaton, Dhaka to transact the following business, and to consider and if thought fit, to pass, with or without modification, the following resolution(s) as Special Resolution(s).

Proposed Special Resolutions:

1. To increase the Authorized Capital of the Company:

The Authorized Capital of the Company be increased from existing Tk.20,00,00,000.00 (Taka Twenty Crore) only divided into 20,00,000 (Twenty Lac) ordinary shares of Tk.100.00 (Taka One Hundred) only each to Tk.60,00,000,00 (Taka Sixty Crore) only divided into 60,00,000 (Sixty Lac) ordinary shares of Tk.100.00 (Taka One Hundred) only each.

2. Amendment of Clause V of the Memorandum of Association of the Company.

Existing Clause V	Proposed amendment
The Authorized Capital of the Company is Taka 20,00,00,000/- (Taka Twenty Crore) divided into 20,00,000 Ordinary share of Taka 100/- each with rights and privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company. Such increase and reduction of capital may be, made in accordance with the provisions of The Insurance Act, 1938 and The Insurance Rules 1958 with the prior approval of the Chief Controller of Insurance.	The Authorized Capital of the Company is Taka 60,00,00,000/- (Taka Sixty Crore) divided into 60,00,000 Ordinary share of Taka 100/- each with rights and privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company. Such increase and reduction of capital may be, made in accordance with the provisions of The Insurance Act, 1938 and The Insurance Rules 1958 with the prior approval of the Chief Controller of Insurance.

3. Amendment of Article 6 of the Articles of Association of the Company.

Existing Article 6	Proposed amendment
The authorized capital of the Company shall be Taka 20,00,00,000 amount of (Taka twenty crore) divided into 20,00,000 (Twenty Lac) capital ordinary shares of Tk.100/- each. The Company shall every right to increase or decrease or reduction, after its share capital including any change in the right of its members with a resolution of its General Meeting subject to the provisions of the Companies Act and approval of the Chief Controller of Insurance under the Insurance Act 1938 and Insurance Rule 1958.	The authorized capital of the Company shall be Taka 60,00,00,000 amount of (Taka Sixty crore) divided into 60,00,000 Ordinary shares of Tk.100/- each. The Company shall every right to increase or decrease or reduction, after its share capital including any change in the right of its members with a resolution of its General Meeting subject to the provisions of the Companies Act and approval of the Chief Controller of Insurance under the Insurance Act 1938 and Insurance Rule 1958.

To Issue of Rights shares	"Resolved that the proposal for Company's Rights issue of share @ 1:2 i.e (One Rights share for every Two existing shares at Tk.150/- each including premium of Tk.50/-) only per share in order to increase the paid up capital of the Company be and is hereby approved subject to approval from the Regulatory Authorities"
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Dated, Dhaka
April 13, 2010

By order of the Board of Directors
Sd/-
(Mirza Md. Alauddin)
Company Secretary

Notes:

- 'Record Date' was fixed on March 30, 2010 which was notified earlier.**
- The shareholders whose names will appear in the "Register of Members" of the Company or in the "Depository Register" on the 'Record Date' will be eligible to attend and vote at the Extra Ordinary General Meeting.
- The "Record date" for the purpose of the proposed "Right issue" of shares will be announced subject to approval from SEC.
- Any shareholder of the Company entitled to attend and vote at the EGM may appoint a proxy to attend and vote on his/her behalf.
- The instrument appointing a proxy duly completed, signed and stamped must be submitted to the Registered Office of the Company not less than 48 (Forty Eight) hours before the meeting.
- For registration in the meeting, production of attendance slip is required.
- Shareholders are requested to notify change of address, if any, to the Company well in time.

- V. The Authorized Capital of the Company is Taka 60,00,00,000/-(Taka Sixty Crore) divided into 60,00,000 Ordinary share of Taka 100/- each with rights and privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company. Such increase and reduction of capital may be, made in accordance with the provisions of The Insurance Act, 1938 and The Insurance Rules 1958 with the prior approval of the Chief Controller of Insurance.
6. The authorized capital of the Company shall be Taka 60,00,00,000 amount of (Taka Sixty crore) divided into 60,00,000 Ordinary shares of Tk.100/- each. The Company shall every right to increase or decrease or reduction, after its share capital including any change in the right of its members with a resolution of its General Meeting subject to the provisions of the Companies Act and approval of the Chief Controller of Insurance under the Insurance Act 1938 and Insurance Rule 1958.