

**Extract of Minutes for the 17th Annual General Meeting (AGM) of the
Shareholders
Of
Queen South Textile Mills Limited**

Meeting : 17th Annual General Meeting (AGM)
Date and Time : Sunday, December 22, 2019 at 10.30 A.M
Venue : Savar Golf Club, Savar Cantonement, Ashulia Dhaka-1344 , Bangladesh

The following members of the Board of Directors were present in the meeting.

Sl No	Name of the Directors	Designation
01	Mr. Wong Kwok Chuen (Representative of Gainplus Agents Ltd)	Chairman
02	Mr. Wong Jammy Kwok Chan	Managing Director
03	Mr. Moqbul Hossain, FCA	Independent Director

Confirmation of Attendance

The members' attendance as recorded in the list is attached.

Presided over by

Mr. Wong Kwok Chuen, Chairman of the Company presided over the meeting.

Notice and Quorum

Due notice having been given and quorum being formed, the meeting was duly convened and constituted.

At the outset the meeting started with recitation from the Holy Quran by Mawlana Kari Mohammad Monirul Islam and he also offered Munajat for further progress & prosperity of the Company. After Munajat, the Chairman of the company delivered his opening speech.

Chairman's Speech

The Chairman (Mr. Wong Kwok Chuen) welcomed all the valued shareholders, officials and the audience in to 17th Annual General Meeting of Queen South Textile Mills Limited. He also expressed his pleasure to present the developments surrounding Cotton Yarn Dying sector, operational excellence, and financial performance of the company.

He also mentioned that the company is growing day by day in its revenue and after-tax profit, he also mentioned that, the Board of Directors of the company recommended **10% Stock and 8% cash dividend** to the all shareholders (Other than sponsors and directors) for the year ended 30th June 2019 which is believed to be consistently a good return to the shareholders in the existing capital market scenario.



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Thereafter, the agenda of the meeting was taken up and the meeting proceeded to transact business as per agenda.

Agenda 1: To receive and adopt Director's Report and Audited Financial Statements of the company for the year ended on June 30, 2019.

The Chairman placed the Directors' Report, Auditors' Report and the Audited Financial Statement for the year ended on June 30, 2019 for consideration and approval, which was circulated earlier with the Annual Report 2018-2019. The Chairman invited the shareholders to discuss on the agenda and their points of discussion are recorded below:

Name & BO ID	Discussion
MD.JAMILAHMED BO # 1202980004121549	Dividend Equilibrium Fund to maintain shareholders interest also financial costs should reduce.
GOLAM FAROOK BO # 1203980062147039	Reduce the Stock level & Short term borrowing by increasing working capital arrangement also paid up capital should not increase by stock dividend.

RESOLUTION:

"RESOLVED THAT the Directors' Report, Auditors' Report and the Audited Financial Statement for the year ended on June 30, 2019 be and are hereby unanimously approved by the shareholders present in the meeting."

Agenda 2: To declare dividend for the year ended on June 30, 2019 as recommended by the Board of Directors.

The Chairman informed the shareholders that the Board of Directors has recommended 10% Stock and 8% cash dividend (for the year ended as on June 30, 2019)

RESOLUTION:

"RESOLVED THAT payment of 10% Stock and 8% cash dividend (Other than sponsors and directors) to the all Shareholders for the year ended on June 30, 2019 as recommended by the Board of Directors be and is hereby approved unanimously by the shareholders present in the meeting."

Agenda 3: To appointment Statutory Auditor and Auditor of Corporate Governance Codes of the Company and fixation of their remuneration for the year ended on June 30, 2020.

Pinaki & Company. Chartered Accountants and Ahmed Zaker & Co. Chartered Accountants expressed their interest to be same as statutory auditor and auditor of Corporate Governance Codes respectively for the year 2019-2020 were placed before the meeting for consideration and approval.

"RESOLVED THAT Pinaki & Company. Chartered Accountants and Ahmed Zaker & Co. Chartered Accountants as statutory auditor and auditor of Corporate Governance Codes respectively be and is hereby keep the same as Auditor of the Company for the year ended on June 30, 2020. Their fees will be determined by negotiation and it was approved unanimously by the shareholders present.



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Agenda 4: To Resign and Re appoint of Director.

The Chairman informed the meeting that Ms Wong Elisa Dai and Ms. Lee Hung Chun directors of the company shall retire and re-appoint at the same meeting upon chairman request

RESOLVED THAT Resignation and re-appointment of two directors was approved unanimously by the shareholders present.

Agenda 5: To approve re-arrange utilization of IPO Proceeds.

The managing director informed to the shareholders that letter of credit already opened for automatic warehouse USD1,493,995 and USD956,975 IPO proceeds already used as bank margin and Construction of Automatic Warehouse Systems will be completed by 30 June 2020. On the other hand USD 599,603 IPO proceeds has been used for acquisition & installation of Machineries and still balance USD118,500. The managing director proposed to the shareholders that the company going to purchase two(02) generator sets of 1500 KW each at an approximate costs USD800,000 by June 2020 and want to use USD118,500(remaining balance money from IPO proceeds)

Purpose	Proposed extended Date
Balance USD118,500 for Acquisition & Installation of Machineries	30.06.2020

"RESOLVED THAT the un utilized of IPO Proceeds for USD118,500 can use to buy two sets of generator which extension of time to utilize of IPO proceeds up to 30 June 2020 approved unanimously by the shareholders present.

Agenda 6: To Approve modernization/replace of machineries

The chairman informed to the shareholders that the company decided to sale old machineries which costs Tk.254,091,698.15 and WDV is Tk.46,499,747,.71 and also informed the company will import hi efficiency machines for Tk.794,211,000 to increase productivity and capacity.

"RESOLVED THAT the modernization and sale of old machineries to increase productivity and capacity approved unanimously by the shareholders present.

Chairman's Speech

The Chairman (Mr. Wong Kwok Chuen) of the Board of Directors welcomed all the valued shareholders, officials and the audience in the 17th Annual General Meeting of Queen South Textile Mills Limited. He expressed his gratitude to the Shareholders, BSEC, DSE, CSE, Banks, Insurance, staff and other stakeholders for their support to make the AGM successful.

Md.Massum Rana
Company Secretary

Dated: Dhaka
December 22, 2019