Notice is hereby given that an EXTRA ORDINARY GENERAL MEETING of the Shareholders of Square Pharmaceuticals Ltd. will be held on Wednesday the 16th November, 2011 at 10.30 a.m. at the Factory Premises, Board Ghar Bazar, Kaliakoir, Gazipur to consider and if thought fit, to pass with or without modification, the following resolution(s) as special resolution(s):

Special Resolution No. 1

“Resolved that,

- The par value of shares be and is hereby restructured from Tk. 100/- each to Tk. 10/- each
- The market lot be and is hereby redetermined from 1 (one) share of Tk. 100/- each to 50 (fifty) shares of Tk. 10/- each.
- The figures and words “5,00,00,000 (Five crore)” and “Taka 100/- (Taka one hundred)” appearing in the second line of clause V of the Memorandum of Association and second line of Article 4 of the Articles of Association of the Company be and is substituted by the figures and words “50,00,00,000 (Fifty crore)” and “Tk. 10/- (Taka ten)”.
- A new printed copy of the Memorandum and Articles of Association of the Company incorporating the amendments made up to this date in substitution of the existing Memorandum and Articles of Association of the Company be and is hereby adopted as Memorandum and Articles of Association of the Company and the same be filed with the Registrar of Joint Stock Companies and Firms, Dhaka, Bangladesh and other Regulatory Agencies as required.”

Special Resolution No. 2

“Resolved that the proposal of Merger and Amalgamation (Arrangement and Compromise) of Square Cephalosporins Ltd. with the Square Pharmaceuticals Ltd. as per provision of section 228 & 229 of the Companies Act 1994 and the Compensation in cash to the Minority shareholders as per book value of shares as on 31 March, 2012, be and is hereby approved subject to the sanction by the Hon’ble High Court division of the Supreme Court of Bangladesh.”

By order of the Board

Khandaker Habibuzzaman
Company Secretary

Dated: October 26, 2011

Notes:

(i) Explanatory note in respect of the above mentioned resolutions is annexed hereto.

(ii) The proxy form must be affixed with requisite revenue stamp and be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
TO RESTRUCTURE THE PAR VALUE OF SHARES FROM TK. 100/- EACH TO TK. 10/- EACH, TO RE-DETERMINE THE MARKET LOT OF SHARES AND TO AMEND THE CLAUSE-V AND ARTICLE-4 OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY RESPECTIVELY.

The Board of Directors in its meeting held on 16th October, 2011 decided in principle to recommend to the shareholders for restructuring the par value of shares from Tk. 100/- each to Tk. 10/- each in compliance with SEC's Order No. SEC/CMRRCD/2009-193/109 dated 15.09.2011.

Therefore, if thought fit, the shareholders may pass the following resolution(s) as special resolution(s):

“Resolved that,

● The par value of shares be and is hereby restructured from Tk. 100/- each to Tk. 10/- each

● The market lot be and is hereby redetermined from 1 (one) share of Tk. 100/- each to 50 (fifty) shares of Tk. 10/- each.

● The figures and words “5,00,00,000 (Five crore)” and “Taka 100/- (Taka one hundred)” appearing in the second line of clause V of the Memorandum of Association and second line of Article 4 of the Articles of Association of the Company be and is substituted by the figures and words “50,00,00,000 (Fifty crore)” and “Tk. 10/- (Taka ten)”.

● A new printed copy of the Memorandum and Articles of Association of the Company incorporating the amendments made upto this date in substitution of the existing Memorandum and Articles of Association of the Company be and is hereby adopted as Memorandum and Articles of Association of the Company and the same be filed with the Registrar of Joint Stock Companies and Firms, Dhaka, Bangladesh and other regulatory Agencies as required.”

Annexure - B

MERGER OF SQUARE CEPHALOSPORINS LTD. (SCL) WITH THE SQUARE PHARMACEUTICALS LTD. (SPL)

Square Cephalosporins Ltd. (SCL), a private limited company incorporated on 29th August 2005, was set up at Kaliakoir industrial belt for production of different qualitative anti-biotic/generic pharma products. The Company commenced production from 01 April 2006 and had been in profitable operations all over the years to date as follows:

<table>
<thead>
<tr>
<th>Year</th>
<th>Turnover</th>
<th>Net Profit (AT)</th>
<th>EPS</th>
</tr>
</thead>
<tbody>
<tr>
<td>2007</td>
<td>72,355,039</td>
<td>(120,466,871)</td>
<td>-</td>
</tr>
<tr>
<td>2008</td>
<td>1,129,832,873</td>
<td>85,347,129</td>
<td>89.37</td>
</tr>
<tr>
<td>2009</td>
<td>1,475,556,620</td>
<td>187,652,674</td>
<td>196.50</td>
</tr>
<tr>
<td>2010</td>
<td>1,754,692,569</td>
<td>329,677,072</td>
<td>345.21</td>
</tr>
<tr>
<td>2011</td>
<td>2,039,091,032</td>
<td>324,037,567</td>
<td>302.83</td>
</tr>
</tbody>
</table>
SCL was incorporated with an Authorised Capital 50,00,00,000/- (Taka fifty crore) divided into 50,00,00,000 (Fifty lac) ordinary shares of Taka 100/- (Taka one hundred) each. The paid up capital as on 31-03-2011/30-09-2011 stood at Tk. 9,55,00,000 (Taka nine crore fifty five lac) for 9,55,000 fully paid up shares of Tk. 100.00 each. The net worth per share as on 31-03-2011/30-09-2011 stood at Tk. 944.24/Tk. 1042.38 respectively (the latter is based on unaudited Accounts). The paid up Capital is held (as on 30-09-2011) as follows:

<table>
<thead>
<tr>
<th>Sl. No.</th>
<th>Name of the shareholders</th>
<th>Shareholding</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Mr. Samson H Chowdhury</td>
<td>1,000 shares</td>
<td>0.10</td>
</tr>
<tr>
<td>2.</td>
<td>Mr. Samuel S Chowdhury</td>
<td>1,000 shares</td>
<td>0.10</td>
</tr>
<tr>
<td>3.</td>
<td>Mr. Tapan Chowdhury</td>
<td>1,000 shares</td>
<td>0.10</td>
</tr>
<tr>
<td>4.</td>
<td>Mr. Anjan Chowdhury</td>
<td>1,000 shares</td>
<td>0.10</td>
</tr>
<tr>
<td>5.</td>
<td>Mr. Charles C R Patra</td>
<td>1,000 shares</td>
<td>0.10</td>
</tr>
<tr>
<td>6.</td>
<td>M/s Square Pharmaceuticals Ltd.</td>
<td>9,50,000 shares</td>
<td>99.50</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td><strong>9,55,000 shares</strong></td>
<td><strong>100.00</strong></td>
</tr>
</tbody>
</table>

As the project of SCL is located within the premises of SPL (at kaliakoir), the separated operations of various aspects of SCL is considered uneconomic and a complex one. Since SPL holds 99.50% of the paid up capital of SCL with only 0.50% being held by the Minority shareholders Board of Directors has recommended for Amalgamation under provision of section 228 & 229 of the Companies Act 1994 along with a proposal to compensate the Minority shareholders in cash at a book value of shares as on 31 March, 2012 subject to approval by the Court of Jurisdiction, Hon'ble High Court division of the Supreme Court of Bangladesh. It may be mentioned that the Minority shareholders have already given their written consent to the proposed Merger and Amalgamation (Arrangement and Compromise) of the SCL with SPL and compensation to them in cash at book value of shares held by them based on the Audited Accounts as on 31st March, 2012 subject to approval by the Hon'ble Court of jurisdiction.

Therefore, if thought fit, the shareholders may pass the following resolution as special resolution:

“Resolved that the proposal of Merger and Amalgamation (Arrangement and Compromise) of Square Cephalosporins Ltd. with the Square Pharmaceuticals Ltd. as per provision of section 228 & 229 and the Compensation in cash to the Minority shareholders as per book value of shares as on 31 March, 2012, be and is hereby approved subject to the sanction by the Hon’ble High Court division of the Supreme Court of Bangladesh.”
SQUARE PHARMACEUTICALS LTD.
Registered Office: "Square Centre" 48, Mohakhali Commercial Area, Dhaka-1212

PROXY FORM

I/We ___________________________

of ___________________________

being a member of Square Pharmaceuticals Ltd. do hereby appoint

Mr/Mrs/Miss ___________________________

of ___________________________

as my/our proxy to attend and vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on 16th November, 2011 at 10.30 a.m. at the Factory Premises, Board Ghar Bazar, Kaliakoir, Gazipur and at any adjournment thereof.

As witness my hand this day of ___________________________, 2011.

(Signature of the Proxy) (Signature of the Shareholder)

Folio/BO No. ___________________________ Folio/BO No. ___________________________
Dated ___________________________ Dated ___________________________

Affix Revenue Stamp

Signature Verified

Authorized Signatory
Square Pharmaceuticals Ltd.

NOTE: The proxy form must be affixed with revenue stamp and must be deposited at the registered office of the Company not less than 48 hours before the time fixed for the meeting.