



## The Peninsula Chittagong PLC

### **DRAFT COPY OF DIRECTORS' REPORT FOR THE YEAR ENDED JUNE 30, 2025**

**Welcoming Shareholders,**  
Assalamu Alaikum

On behalf of the Board of the Director, we are pleased to present the annual report of The Peninsula Chittagong PLC ("TPC") for the financial year ended 30 June 2025 ("FY2025").

The Directors have pleasure in presenting the 23<sup>rd</sup> Annual General Meeting of our company together with its Audited financial statement for the financial year ended June 30, 2025. It is a great pleasure and privilege on the part of the Board of Directors of The Peninsula Chittagong PLC. to welcome you all to this occasion of the 23<sup>rd</sup> Annual General Meeting of the Company and to place before you the Annual Report together with the Audited Financial Statements and the Auditors' Report thereon for the year ended 30 June 2025.

#### **Industry outlook & possible future developments:**

Peninsula commenced operation on 17 February 2006 and is the only four- star luxury business Hotel in Chittagong, Bangladesh. It is located in the heart of the prestigious GEC circle of the port city. The Peninsula Chittagong provides the highest benchmark for the Hotels of Chittagong & Bangladesh, combining western sophistication and Chittagonian hospitality in a scenic but convenient location.

In the broader hospitality industry, two clear trends are defining the trajectory for the year ahead. The first is the steady return of international visitors and the resilience of domestic tourism. After several years of volatility, demand patterns are becoming more predictable, though price sensitivity remains pronounced. The second is the strengthening of corporate and project-based travel into Chattogram. Industrial expansion, port modernization, and related infrastructure projects are generating a durable base of weekday demand, positioning hotels at the center of this commercial travel market. For The Peninsula Chittagong, this confluence of corporate necessity and steady leisure demand underscores its strategic location and reinforces its long-term relevance. Our company is well positioned to capitalize on these structural shifts. The Peninsula Chittagong's service profile and four-star positioning offer the right balance for corporate clients, event organizers, and value-conscious leisure travelers. With a disciplined focus on operational efficiency, we are protecting margins in a cost-sensitive environment while reinvesting selectively to strengthen our food and beverage portfolio, meeting facilities, and long-stay offerings. This balanced approach allows us to safeguard our competitiveness while preparing for sustainable growth.

Internally, the Company is strengthening its foundation of operational excellence. The Peninsula Chittagong is the only Gold award winner from Bangladesh at SATA 2025. Our supply chain will be fortified by diversification and predictive tools designed to anticipate disruptions and manage resources proactively. At the same time, we remain deeply committed to nurturing our people. Investments in upskilling, leadership development, and digital competencies will ensure our workforce is equipped to meet the demands of a rapidly evolving industrial environment. Customers and partners will continue to be at the heart of our strategy, with a sharpened focus on anticipating needs, delivering tailor-made solutions, and sustaining long-term relationships built on trust and value.



## The Peninsula Chittagong PLC

### Segment-wise or Product wise performance

| Particulars                 | Taka<br>(2024-2025) | Taka<br>(2023-2024) |
|-----------------------------|---------------------|---------------------|
| Rooms                       | 12,21,77,461        | 13,97,16,556        |
| Food & Beverages            | 20,50,30,447        | 24,78,77,734        |
| Minor Operating Departments | 2,51,02,782         | 2,82,80,948         |
| Space Rent                  | 14,25,809           | 13,84,712           |
| <b>Total</b>                | <b>35,37,36,500</b> | <b>41,72,59,950</b> |

### Risks and concerns

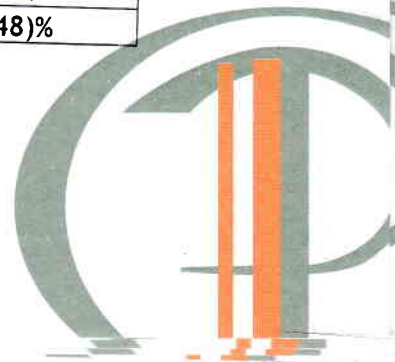
The details of the risks and concerns of the Company are discussed in Managing Risks in this annual report.

The company has established an effective compliance mechanism to mitigate the risk and will be reviewed by the Board. The company has identified various risks and has mitigation plans for each risk identified and reviewed. Risk management at TPC is concerned with earning competitive returns from the company's various business activities at an acceptable risk level. It supports the company's competitiveness by developing a culture, practice and structure that systematically recognizes and addresses future opportunities whilst managing adverse effects (i.e., threats) through recognizing risk and acting appropriately upon it. The Company has a well-defined risk management manual and processes to mitigate strategic and enterprise level risks.

Business risks refer to the impact that the country's industrial policy can have on the performance of a specific industry. Increased competition from foreign and domestic sources can lead to lower prices, revenues, profit margins, market share etc., which can adversely affect the business.

### Discussion on Cost of Sales, Gross Profit Margin and Net Profit Margin

| Particulars                       | Taka (2024-2025) | Taka (2023-2024) |
|-----------------------------------|------------------|------------------|
| Revenue                           | 35,37,36,500     | 41,72,59,950     |
| Cost of Sales                     | (26,00,17,053)   | (31,67,46,388)   |
| Gross Profit/ (Loss)              | 9,37,19,447      | 10,05,13,562     |
| Operating Profit                  | 2,54,32,768      | 2,06,69,487      |
| Net Profit after Tax              | 69,64,235        | (12,30,27,336)   |
| <b>Gross Profit ratio</b>         | <b>26.49%</b>    | <b>24.09%</b>    |
| <b>Net Operating Profit ratio</b> | <b>7.19%</b>     | <b>4.95%</b>     |
| <b>Net Profit ratio</b>           | <b>1.97%</b>     | <b>(29.48)%</b>  |







## The Peninsula Chittagong PLC

### **Continuity of Extra-Ordinary Gain or Loss:**

During the year, the company earned Tk. 88,63,415 as interest income by depositing it into the bank.

### **Basis for related party transactions**

The detailed list of the related parties with whom transactions have taken place and their relationship as identified and certified by management is disclosed in related party disclosures under IAS-24 this annual report.

### **Statement of Utilization of Proceed**

The Peninsula Chittagong PLC. issued 55,000,000 number of shares by IPO in the year 2014. Hence, a total number of 55,000,000 ordinary shares of Taka 10 each at an offer price taka 30/- including premium of Tk.20/- per share was increased in the paid-up capital due to IPO. Total IPO proceeds of Taka 1,650,000,000. IPO proceeds amounting to Taka 117,04,45,446/- Fully utilized as on 30 November 2023 and remaining works finished by Own Fund/Bank Finance. As on 30 June PAG Utilized total Taka 254,00,80,268 /-.

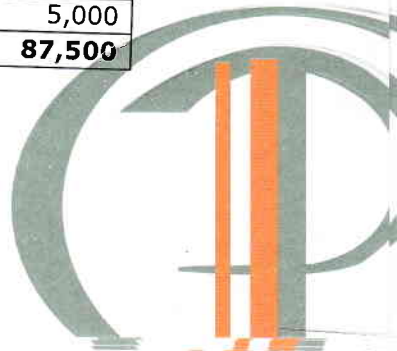
### **Significant variance between Quarterly Report and Audited Financial Statement**

That the Company prepared and submitted quarterly reports as per applicable rules and regulations and there were no significant differences between quarterly report and annual audited financial statements.

### **Director Remuneration**

During the year under review, Managing Director, Chairman and Executive Director are not drawing for the remuneration. The company has not paid remuneration to them. The Director of The Company was paid 2500/- per meeting as a fee for attending board meetings during the year. Details of Director Remuneration paid during the period are as follows: .

| Name                         | Designation          | Board Meeting fees |
|------------------------------|----------------------|--------------------|
| Mr. Mahboob Ur Rahman        | Chairman             | 12,500             |
| Mr. Mustafa Tahir Arshad     | Managing Director    | 12,500             |
| Mrs. Ayesha Sultana          | Director             | 12,500             |
| Mr. Darius Rahman            | Nominated Director   | 12,500             |
| Mr. Md. Abul Hossain         | Nominated Director   | 10,000             |
| Professor Dr. Fashiul Alam   | Independent Director | 7,500              |
| Professor Dr. Sultan Ahmed   | Independent Director | 12,500             |
| Mr. Niranjan Chandra Debnath | Nominated Director   | 2,500              |
| Dr. Shaiek Md Shafiul Azam   | Independent Director | 5,000              |
| <b>Total</b>                 |                      | <b>87,500</b>      |





## The Peninsula Chittagong PLC

### **Financial reporting standards/ Directors Declaration as to Statutory Information**

In connection with preparation and presentation of the financial statements, the Directors also report that:

- a. The financial statements prepared by the management of the Company present fairly its situation, the results of its operations, cash flows and changes in equity.
- b. Proper books of accounts of the Company have been maintained.
- c. Appropriate accounting policies have been consistently applied in the preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.
- d. international Accounting Standards, as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure therefrom has been adequately disclosed.
- e. The system of internal control is sound in design and has been effectively implemented and monitored.
- f. There are no significant doubts about the Company's ability to continue as a going Concern.
- g. The significant Deviations from the last year's operating results of the Company have been highlighted in the report and reasons thereof have been explained.

### **A statement that minority shareholders have been protected from abusive actions By, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress:**

As a Public Company, it does have to comply with the Corporate Governance Code guided by Bangladesh Securities and Exchange Commission. In this respect, our aim is to meet the best practice and the highest standards of Corporate Governance; the board is committed to complying with this Code and applicable provisions of the laws.

We are fully committed to the fair and equal treatment of all kinds of shareholders we deal with, it is because we see diversity as an asset that helps deliver our vision of a service that meets the needs of all our customers and stakeholders. Throughout our visionary and missionary process, we make every effort to ensure that minority shareholders are fairly treated focusing their influence and interest for the company. We are always active in creating a culture so that the minority shareholders have the right to propose items on the agenda of the General Meeting, provided that the items in the agenda are for genuine business purposes. The minority shareholders have access to any and all information relating to matters for which the management is accountable for and should disclose to the shareholders. All these activities are taken to ensure the lawful interest of minority shareholders along with ensuring their compensation as per the requirement.





## The Peninsula Chittagong PLC

### Key Operating and Financial data for the preceding Five years

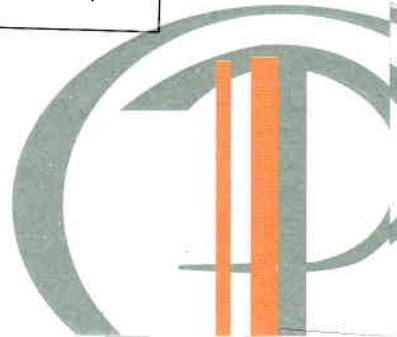
| Particulars                   | Taka<br>(2024-2025) | Taka<br>(2023-2024) | Taka<br>(2022-2023) | Taka<br>(2021-2022) | Taka<br>(2020-2021) |
|-------------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|
| Authorized Capital            | 3,00,00,00,000      | 3,00,00,00,000      | 3,00,00,00,000      | 3,00,00,00,000      | 3,00,00,00,000      |
| Paid Up Capital               | 1,18,66,68,000      | 1,18,66,68,000      | 1,18,66,68,000      | 1,18,66,68,000      | 1,18,66,68,000      |
| Total Shareholders' Equity    | 3,31,08,44,667      | 3,30,38,80,433      | 3,42,69,07,769      | 3,49,72,69,635      | 3,59,28,06,152      |
| Net Asset Value Per Share     | 27.90               | 27.84               | 28.88               | 29.47               | 30.28               |
| Earnings per Share            | 0.06                | (1.04)              | (0.34)              | 0.19                | 0.41                |
| Operating Cash Flow Per Share | 0.34                | 0.31                | 0.86                | 0.30                | 0.93                |

| Particulars                              | Taka<br>(2024-2025) | Taka<br>(2023-2024) | Taka<br>(2022-2023) | Taka<br>(2021-2022) | Taka<br>(2020-2021) |
|------------------------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|
| Revenue                                  | 35,37,36,500        | 41,72,59,950        | 37,90,44,408        | 31,17,80,065        | 25,42,00,403        |
| Cost of Sales                            | (26,00,17,053)      | (31,67,46,388)      | (26,65,83,697)      | (22,37,70,973)      | (15,38,58,981)      |
| Gross Profit/ (Loss)                     | 9,37,19,447         | 10,05,13,562        | 11,24,60,711        | 8,80,09,092         | 10,03,41,422        |
| Administrative Expenses                  | (6,74,66,885)       | (7,81,78,045)       | (6,56,83,182)       | (5,30,34,302)       | (4,14,57,010)       |
| Selling & Distribution Expenses          | (8,19,793)          | (16,66,030)         | (13,18,774)         | (12,47,854)         | (9,07,715)          |
| Operating Profit                         | 2,54,32,768         | 2,06,69,487         | 4,54,58,755         | 3,37,26,936         | 5,79,76,697         |
| Financial Expenses                       | (6,27,84,353)       | (7,41,33,797)       | (6,77,13,111)       | (4,95,55,873)       | (3,92,43,757)       |
| Other Income                             | 88,63,415           | 42,72,731           | 2,33,14,238         | 3,00,60,447         | 3,90,00,571         |
| Non-Operating Income/(loss)              | 5,80,72,729         | (5,38,82,058)       | (4,47,08,070)       | 2,89,98,040         | 86,07,973           |
| Workers Profit Participation Fund (WPPF) | (14,79,228)         | -                   | -                   | (21,61,478)         | (33,17,074)         |
| Net Profit Before Tax                    | 2,81,05,331         | (10,30,73,637)      | (4,36,48,188)       | 4,10,68,072         | 6,30,24,410         |
| Provision for Tax                        | (2,11,41,096)       | (1,99,53,699)       | 35,97,346           | (1,79,37,790)       | (1,42,77,924)       |
| Net Profit after Tax                     | 69,64,235           | (12,30,27,336)      | (4,00,50,842)       | 2,31,30,282         | 4,87,46,486         |

### Financial results and appropriations

The Directors are pleased to report on the financial results for the year 2024-2025 and recommend the following appropriations:

| Particulars           | Taka<br>(2024-2025) | Taka<br>(2023-2024) |
|-----------------------|---------------------|---------------------|
| Net Profit Before Tax | 2,81,05,331         | (10,30,73,637)      |







## The Peninsula Chittagong PLC

|                                            |                  |                |
|--------------------------------------------|------------------|----------------|
| Net Profit after Tax                       | 69,64,235        | (12,30,27,336) |
| Add: Un-appropriate profit brought forward | (16,21,59,693)   | (3,91,32,357)  |
| Profit available for distribution          | (15,51,95,458)   | (16,21,59,693) |
| Less: Appropriation of Dividend            |                  | -              |
| Un-appropriated profit                     | (15,51,95,458.0) | (16,21,59,693) |
| Earnings per Share                         | 0.06             | (1.04)         |
| Operating Cash Flow Per Share              | 0.34             | 0.31           |

### **Dividend**

The Board of Directors of the Company is pleased to recommend 0.50% dividend the year 2024-2025. The Company paid No dividend for the year 2023-2024 also. History of dividend payment for the last Five years is as follows:

| Years     | Dividend Payout (%)   |
|-----------|-----------------------|
| 2019-2020 | 10 % Cash             |
| 2020-2021 | 10 % Cash             |
| 2021-2022 | 2.50% Cash            |
| 2022-2023 | No Dividend           |
| 2023-2024 | No Dividend           |
| 2024-2025 | 0.50% Cash (Proposed) |

### **Attendance status of Directors in Board Meetings**

During the year ended 30 June 2025, Five (05) board meetings were held. The attendance status of all the meetings are as follows:

| Name of the Director           | Position             | Meetings Held | Attendance |
|--------------------------------|----------------------|---------------|------------|
| Mr. Mahboob Ur Rahman          | Managing Director    | 05            | 05         |
| Mr. Mustafa Tahir Arshad       | Chairman             | 05            | 05         |
| Mr. Abul Hossain               | Director             | 05            | 04         |
| Mrs. Ayesha Sultana            | Director             | 05            | 05         |
| Dr. Shiek Md. Shafiul Azam     | Independent Director | 05            | 02         |
| Professor Dr. Md. Fashiul Alam | Independent Director | 05            | 03         |
| Professor Dr. Sultan Ahmed     | Independent Director | 05            | 05         |
| Mr. Niranjana Chandra Debnath  | Director             | 05            | 01         |
| Mr. Darius Rahman              | Director             | 05            | 05         |





## The Peninsula Chittagong PLC

### Pattern of Shareholding

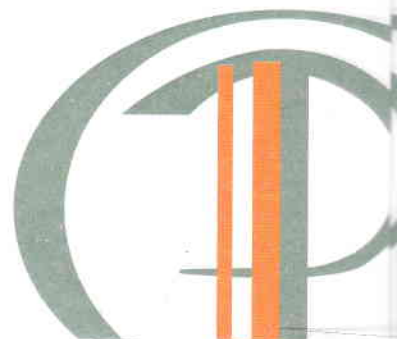
| Name of Shareholder                           | Designation              | 2024-2025    |      | 2023-2024    |      |
|-----------------------------------------------|--------------------------|--------------|------|--------------|------|
|                                               |                          | No. of Share | %    | No. of Share | %    |
| Mr. Mustafa Tahir Arshad                      | Chairman                 | 5,482,512    | 4.62 | 5,482,512    | 4.62 |
| Mr. Mahboob- Ur- Rahman                       | Managing Director        | 3,675,840    | 3.10 | 3,545,840    | 3.10 |
| Mrs. Ayesha Sultana                           | Director                 | 60,36,344    | 5.09 | 60,36,344    | 5.09 |
| Engineer Mosharraf Hossain                    | Sponsor                  | 89,03,016    | 7.50 | 88,33,016    | 7.50 |
| Mr. Aminur Rahman                             | Sponsor                  | 3,045,840    | 2.57 | 3,045,840    | 2.57 |
| Mrs. Mirka Rahman                             | Sponsor                  | 3,045,840    | 2.57 | 3,045,840    | 2.57 |
| ICB (Mr. Niranjan Chandra Debnath)            | Director (ICB Nominated) | 52,96,384    | 4.46 | 52,96,384    | 4.46 |
| Professor Dr. Md. Fashiul Alam                | Independent Director     | Nil          |      | Nil          |      |
| Professor Dr. Sultan Ahmed                    | Independent Director     | Nil          |      | Nil          |      |
| GasMin Ltd.                                   | Shareholder              | 15,00,000    | 1.26 | 15,00,000    | 1.26 |
| Sayeman Beach Resort Ltd. (Mr. Darius Rahman) | Shareholder              | 50,00,000    | 4.21 | 50,00,000    | 4.21 |

### Shareholding Ten Percent (10%) or more voting interest

Name of Shareholders who hold 10% or more shares is Mr. Mustafa Tahseen Arshad; Director of the company holds number of shares 14,620,032/- and percentage of share is 12.32%.

### Appointment/Re-appointment of Director

As per the Company's Articles of Association in the BoD of the meeting decided about the retired & re-appointed of Mr. Mahboob Ur Rahman, and Mrs. Ayesha Sultana from the post of Managing Director and Director respectively as per Article & Association will retire by rotation from the directors and being eligible for re-elected unanimously at 23rd AGM. Their brief resume and other information are appended in the Director Profile of the report.





## The Peninsula Chittagong PLC

**Shares held by Director, Chief Executive Officer, Company Secretary, Head of Internal Audit and Their Spouse:**

| Name of Shareholder                           | Designation              | 2024-2025    |      | 2023-2024    |      |
|-----------------------------------------------|--------------------------|--------------|------|--------------|------|
|                                               |                          | No. of Share | %    | No. of Share | %    |
| Mr. Mustafa Tahir Arshad                      | Chairman                 | 5,482,512    | 4.62 | 5,482,512    | 4.62 |
| Mr. Mahboob- Ur- Rahman                       | Managing Director        | 3,675,840    | 3.10 | 3,675,840    | 3.10 |
| Mrs. Ayesha Sultana                           | Director                 | 60,36,344    | 5.09 | 60,36,344    | 5.09 |
| ICB (Mr. Niranjana Chandra Debnath)           | Director (ICB Nominated) | 52,96,384    | 4.46 | 52,96,384    | 4.46 |
| Sayeman Beach Resort Ltd. (Mr. Darius Rahman) | Shareholder              | 50,00,000    | 4.21 | 50,00,000    | 4.21 |
| Professor Dr. Md. Fashiul Alam                | Independent Director     | Nil          |      | Nil          |      |
| Professor Dr. Sultan Ahmed                    | Independent Director     | Nil          |      | Nil          |      |
| Md Shamsul Arefin Maruf                       | Company Secretary        | Nil          |      | Nil          |      |
| Mir Kashem (CC)                               | CFO                      | Nil          |      | Nil          |      |
| S M Monir Uddin                               | Head of Internal Audit   | Nil          |      | Nil          |      |

### **Nomination and Remuneration Committee (NRC)**

Md Shamsul Arefin Maruf acts as the secretary of the NRC. In 2025, one NRC meeting was held on 15 June 2025.

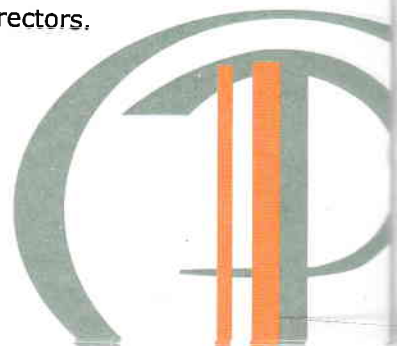
#### **Name of the Member Number of Meeting attended:**

1. Professor Dr. Md. Fashiul Alam-Chairman
2. Professor Dr. Sultan Ahmed - Member
3. Mrs. Ayesha Sultana -Member
4. Mr. Md Shamsul Arefin Maruf- Member Secretary

The NRC noted the remuneration governance ensuring the standards and compliance accordingly. The activities of NRC during the year were as follows:

The NRC noted the remuneration governance ensuring the standards and compliance accordingly. The activities of NRC during the year were as follows:

1. Consider the terms of reference of energy as a group by the board of directors.







## The Peninsula Chittagong PLC

2. Formulate the criteria for evaluation of performance of independent directors and the board.
3. Developing recommending and reviewing annually the company's human resources and training policies
4. Adopt a code of conduct for chairman directors and top executive of the company.
5. To recommend one foreign executive Chief should be appointed and take the necessary step regarding the matter.
6. Yearly review of all employees' salaries.

### **Share Capital**

Authorized capital and paid-up capital of the Company stood at Tk.300.00 crore and Tk. 118.66 crore respectively in 2025.

### **Fixed assets additions**

During the year 2024-2025 total fixed assets were Taka 256,86,52,986/- and addition Taka 77,27,225/-.

### **Reserve and surplus**

Retained earnings of the Company in 2024-2025 stood at Taka (15,51,95,458)/-against Taka (16,21,59,693)/-in 2023-2024. Revaluation Surplus Taka 1,228,413,842/-.

### **Statutory Auditors**

M/S. Hussain Farhad & Co., Chartered Accountants shall retire in 23<sup>rd</sup> AGM, being eligible, M/S. Hoda Vasi Chowdhury & Co., Chartered Accountants offered themselves for appointment and the Board also recommended re-appointing M/S. Hoda Vasi Chowdhury & Co, Chartered Accountants for the year 2025-2026. Remuneration of the auditor will be fixed by the shareholders at this Annual General Meeting.

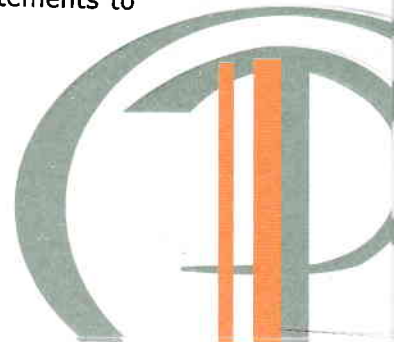
### **Internal control**

The Board has the ultimate responsibility of establishing effective systems of internal control. To ensure internal control regarding risk management, financial control and compliance legislation, the Company follows the principle of decentralization. It has been designed to manage the risk of failure to achieve the objectives of the Company. The Company has established an internal audit department and appointed Head of internal Audit to ensure internal control and compliances in place.

The scope of Internal Control over Financial Reporting (ICFR) includes Company Level Control (CLC-Policies & Manuals) along with General Computer Control (GCC) and Transactional Controls to ascertain operational efficacy, consistent and dependable financial reporting, information security and legal compliance. This reasonable assurance has become even more crucial after being a listed company on the country's Stock Exchanges.

### **Post balance sheet events**

There are no material events that occurred after the balance sheet/reporting date, non-disclosure of which could affect the ability of the users of these financial statements to make an appropriate evaluation.





## The Peninsula Chittagong PLC

### **Appreciation**

The Directors express their deep sense of appreciation for the contribution made by the employees to the significant improvement in the operation of the company. The Board also tanks all the stakeholders including Members, customers, lenders, vendors, investors, governments of Bangladesh for their continued co-operation and support. The Board would like to take this opportunity to thank the Government bodies, its shareholders, investors, bankers and employees for their continuous commitment, cooperation, confidence and support in achieving the Company's objectives.

**Mahboob-Ur-Rahman**  
**Managing Director**  
**The Peninsula Chittagong PLC.**

