



Directors'  
**REPORT**



# DIRECTORS' REPORT

## Dear respected Shareholders,

It is my great pleasure to welcome you all on behalf of the Board of Directors to the 25<sup>th</sup> Annual General Meeting of Asia Insurance PLC and to present before you the Directors' Report along with the audited financial statements as on 31st December 2024 for your kind consideration. I put on record my thanks and gratitude to you for your presence on this big shareholders' day. It is worthwhile to place before you the financial position of the Company on the backdrop of global economic scenario the changes that taken place around the world and how Bangladesh experienced the same and various functional and administrative aspects during the year 2024 including Bangladesh economy.

## Bangladesh Economic Review

### BANGLADESH PERSPECTIVE

Bangladesh's gross domestic product (GDP) is projected to grow by 3.9% in fiscal year (FY) 2025, before increasing to 5.1% in FY2026, according to the Asian Development Bank's (ADB) latest report, the Asian Development Outlook (ADO) April 2025,

Despite growth in Bangladesh's exports in the garments sector, the slower growth forecast reflects weaker domestic demand amid political transition, risks of natural disasters, industrial unrest, and high inflation. Bangladesh's economic growth was 4.2% in FY2024.

"Despite external and domestic headwinds, Bangladesh's economy remains resilient, which can be fortified by implementing crucial structural reforms," said ADB Country Director for Bangladesh Hoe Yun Jeong. "Bangladesh should diversify its economy beyond the ready-made garments sector by fostering private sector development. Enhancing resilient infrastructure, improving energy security, strengthening financial sector governance, and attracting foreign investment are crucial to accelerating growth, creating jobs, and boosting competitiveness."

Inflation is forecast to accelerate from 9.7% in FY2024 to 10.2% in FY2025 due to stifled competition in wholesale markets, inadequate market information, supply chain constraints, and the depreciation of the taka. The current account deficit is anticipated to shrink from 1.4% of GDP in FY2024 to 0.9% of GDP in FY2025 as the trade deficit narrows and remittances rise.

ADB April 2025 projects that consumption and investment will grow moderately, driven by strong remittance inflows but partly offset by contractionary monetary and fiscal

policies and investor caution. Global tariff increases are also expected to affect Bangladesh's exports and economic growth over the course of time. On the supply side, services growth is expected to be slower due to political uncertainty, financial sector vulnerability, and reduced household purchasing power. Agricultural growth is likely to moderate following repeated floods, while industry growth is expected to improve marginally with a rebound in manufacturing aided by export growth.

ADB is a leading multilateral development bank supporting sustainable, inclusive, and resilient growth across Asia and the Pacific. Working with its members and partners to solve complex challenges together, ADB harnesses innovative financial tools and strategic partnerships to transform lives, build quality infrastructure, and safeguard our planet. Founded in 1966, ADB is owned by 69 members—49 from the region.

Bangladesh has made significant strides in infrastructure development, with the completion of major projects like the Dhaka Elevated Expressway and the inauguration of the first tunnel under the Karnaphuli River. These developments are expected to improve connectivity and support economic activities, particularly in the transport and logistics sectors. However, the industrial sector has shown mixed performance, with output growth slowing due to constraints on private investment, high input costs, and import restrictions. Fiscal and Monetary Policies The fiscal situation remains tight, with the government facing a budget deficit of around 4.6% of GDP for FY2024-25.

Bangladesh has emerged as a fast-growing economy in South Asia over the past decade, maintaining robust growth rates and gradually transitioning from a low-income to a middle-income economy. However, recent global economic challenges, such as supply chain disruptions, rising commodity prices, and inflationary pressures, have influenced its economic trajectory.

This document provides an overview of key macroeconomic indicators, projections, and challenges for Bangladesh. GDP Growth Bangladesh has been recognized for its impressive GDP growth over the past years, driven by strong performance in manufacturing, agriculture, and the services sector. However, the economic growth rate has experienced fluctuations due to global economic challenges and domestic factors. These projections reflect a moderate but steady recovery trajectory, with slight differences attributed to assumptions regarding inflation, energy availability, and global market conditions. Inflation has been a pressing concern for Bangladesh in recent years, with food and energy prices contributing significantly to rising consumer prices Foreign Exchange

Reserves Bangladesh has witnessed a decline in foreign exchange reserves due to increasing import costs and slower export growth. Managing reserves to ensure exchange rate stability remains a priority for policymakers.

Bangladesh Bank recently began publishing foreign currency reserves as per the IMF's BPM6 manual to report country's dollar stockpile accurately and accordingly the foreign exchange reserve stood at USD 21,423.2million against the gross reserve of USD 26,214.8million in December 2024 against USD 20,393.7million and USD 25,823.6 million in July 2024. In 2024 the value of the taka has been further depreciated against USD and it has been Tk. 120 formally per USD but the commercial banks are selling it at around BDT 123.80 impacting directly on insurer's risk.

The national economic outlook reflects a blend of resilience and vulnerability. The government's successful completion of IMF loan negotiations and the implementation of key infrastructure projects are positive steps, but inflation, fiscal pressures, and external risks will continue to test the economy's stability. Moving forward, addressing structural weaknesses in the banking sector and diversifying exports will be key to sustaining growth and ensuring long-term economic prosperity.

This is exacerbated by the reliance on indirect taxes, which can be regressive and undermine purchasing power during high inflation periods. On the monetary front, the Bangladesh Bank has been adopting contractionary policies to combat inflation, but the sluggish growth in private credit and banking sector instability could dampen the effectiveness of these measures. External Economic Pressures Externally, Bangladesh is grappling with a significant balance of payments challenge, marked by a deficit in both the current and financial accounts. While remittances remain a vital source of foreign exchange, the country's foreign exchange reserves are under pressure. Furthermore, Bangladesh's imminent graduation from least-developed country status in 2026 could complicate its preferential access to global markets, particularly for its crucial ready-made garment (RMG) exports. As Bangladesh enters 2024,

## Global Economic Outlook

### GLOBAL INSURANCE PERSPECTIVE

The global insurance industry experienced strong growth in 2024, with an estimated increase of +8.6% in premium income, according to the Allianz Global Insurance Report 2025. This growth was fueled by a combination of factors, including rising demand for protection and a robust performance in the life insurance sector.

Here's a more detailed breakdown:

**Overall Growth:** The global insurance market grew by +8.6% in 2024, exceeding the +8.2% growth recorded the previous year.

**Life Insurance:** Life insurance saw particularly strong growth, increasing by +10.4% in 2024, surpassing the +8.2% growth in 2023.

**P&C Insurance:** Property and Casualty (P&C) insurance grew by +7.7%, slightly lower than the +8.3% growth in the previous year.

**North America:** The growth in P&C insurance was largely driven by North America, where premium income increased by +8.2%.

**Global Outlook:** The global insurance market is expected to continue growing, with an average annual growth rate of +5.3% over the next ten years, slightly outpacing overall economic growth.

The primary non-life insurance industry is improving its profitability and economic sustainability. Underwriting results benefited from easing inflation and higher premium rates this year and it is expected them to stay strong in 2025 and 2026. Coupled with improving investment results, this should support profitability. SRI expects decade-high 4.3% global non-life premium growth this year following the reprising of risk in response to elevated claims. Premium rates are now moderating and we forecast softer global premium growth of 2.3% annually in real terms over 2025-26, below the 3.1% average of the last five years. The active US hurricane season is likely to take global natural catastrophe insured losses to well over USD 100 billion this year for a fifth consecutive year and may delay the onset of softer property insurance pricing.

The IMF has projected a growth rate of 6%, while the World Bank estimates a more modest 5.6%. This slowdown is attributed to a variety of internal and external factors, including high inflation, energy costs, and global economic uncertainties. Inflation, though expected to ease slightly, remains high, with the BBS reporting a drop to 9.49% in November 2023. Food inflation, which had surged earlier in the year, is also showing signs of cooling, providing some relief to consumers. Sectoral Performance and Infrastructure Development Despite challenges,

Prospects and Challenges for 2025 The global economy in 2025 is set to navigate a complex landscape of opportunities and risks, marked by regional disparities, inflationary pressures, and ongoing structural changes. According to the International Monetary Fund (IMF), global GDP growth is expected to slow to 2.9% in 2024, with a modest recovery to 3.1% in 2025. Advanced Economies: Slower Growth A mid High Interest Rates advanced economies are anticipated to grow at a slower pace due to tight monetary policies aimed at combating inflation.

However, core inflation in many regions remains above target levels, and food and energy prices are expected to stay volatile due to geopolitical tensions and climate-related disruptions. Geopolitical and Structural Challenges The global economy faces significant risks, including geopolitical conflicts, rising protectionism, and trade realignments.

The Russia-Ukraine war continues to impact global energy markets, while tensions in the Asia Pacific region could disrupt supply chains. Additionally, climate change poses an increasingly urgent challenge, necessitating investments in renewable energy and sustainable infrastructure. Opportunities for Growth Despite these challenges, the global economy offers opportunities for innovation and expansion. Investments in green technology, digital transformation, and artificial intelligence are expected to drive productivity gains and economic diversification. Regional trade agreements and efforts to reduce supply chain dependencies are creating new avenues for international collaboration.

The world economic outlook for 2024 and 2025 presents a nuanced picture of cautious recovery and persistent challenges. Policymakers must balance growth-oriented strategies with fiscal discipline and sustainability, while businesses and investors navigate a dynamic environment. By addressing structural weaknesses and leveraging new opportunities, the global economy can build resilience and pave the way for long-term prosperity. World Economic Outlook Growth Projections (2024 Vs. 2025) The International Monetary Fund (IMF) projects modest variations in global economic growth between 2024 and 2025. Below is a differentiation of the GDP annual percentage change for major regions and economies:

## Insurance Industry Outlook

The Bangladesh insurance industry in 2024 is experiencing moderate growth with a notable shift in premium collection trends. While overall growth slowed to a three-year low of 7.3%, life insurance premium collection decreased slightly, whereas non-life insurance saw growth. The industry faces challenges like client trust issues, corruption, and low institutional capacity. However, there are also opportunities with the potential for bancassurance and customized product development.

### Key Trends and Developments:

**Slowed Growth:** The insurance sector's premium collection growth slowed to 7.3% in 2024, down from 9.1% in 2023, indicating challenges in gaining client trust and navigating economic uncertainties.

**Life vs. Non-Life:** Life insurance premium collection saw a minor decrease, while non-life insurance experienced growth,

**Low Institutional Capacity:** The Insurance Development and Regulatory Authority (IDRA) faces challenges in terms of institutional capacity and technological advancement.

**Bancassurance Introduction:** The launch of bancassurance (arrangements between banks and insurance companies) is expected to boost insurance sales.

**Growth Potential:** Despite challenges, the insurance sector has growth potential, especially in customized products for various customer segments and untapped market segments.

**Digitalization:** There's a push towards digitalization and technology adoption within the industry, including insurtech solutions, predictive analytics, and AI-powered chatbots.

**Risk Management:** The industry is also focused on managing risks associated with cyber incidents, climate change, and business interruptions.

### Challenges:

**Lack of Trust:** Persistent corruption and past scandals have eroded public trust in the insurance sector.

**Low Insurance Penetration:** Bangladesh has a low insurance penetration rate, indicating significant untapped potential but also a need to address affordability and accessibility.

**Regulatory Gaps:** There's a need for stronger regulatory frameworks and more effective supervision.

**Operational Inefficiencies:** State-owned insurance companies underperform, and there's a need to improve claims management and payment practices.

**Product Customization:** Tailoring insurance products to specific customer needs remains a challenge.

### Future Outlook:

**Focus on Digitalization:** Insurers are expected to invest in technology to improve efficiency, customer experience, and risk assessment.

**Product Innovation:** There will be a greater emphasis on developing customized and innovative insurance products to meet diverse customer needs.

### Increased Awareness:

Efforts to raise public awareness about the benefits of insurance will be crucial for driving market growth.

### Stronger Regulatory Oversight:

Strengthened regulatory frameworks and supervision will be essential for ensuring market stability and protecting consumer interests.

## INSURANCE DEVELOPMENT AND REGULATORY AUTHORITY (IDRA)

The Interim Government appointed Dr. M Aslam Alam, an ex-secretary to the GoB, as the Chairman of IDRA to regulate the insurance industry. The new Chairman is keen to run the insurance industry with positive move and he has already issued an important regulations for both life and non-life insurers the much awaited Solvency Margin regulations along with the relevant Gazette Notification for its implementation. IDRA has also been taking necessary measures with a view to creating awareness among the insurers about the application and implementation of the International Financial Reporting Standard (IFRS) 17: Insurance Contracts, the most complicated Accounting Standard issued by IASB, arranging a short training session with the CFOs of non-life insurers at IDRA.

Asia Insurance extend thanks to the Authority for arranging training on IFRS 17 and also would like to request IDRA to arrange workshop for the accounting people of the insurers where trainers would be the actuaries experienced in IFRS 17 particularly applicable for non-life insurers.

## BANGLADESH INSURANCE ASSOCIATION (BIA)

The administration of Bangladesh Insurance Association (BIA) has been reformed. The new management of BIA should take required steps to remove the back locks of Sadharan Bima Corporation (SBC) with regard to prompt settlement of claims to the private companies.

## SADHARAN BIMA CORPORATION (SBC)

Sadharan Bima Corporation (SBC) being the only state owned non-life insurer of all the public properties and reinsurer of the private sector insurers, to the extent it accepts risks of the individual private sector insurer of Bangladesh issuing different certificates of coverage to every private insurers. As per the terms and conditions of the certificate issued to Asia Insurance PLC it pays substantial amount of reinsurance premium to SBC every year and also places facultative portion of risk paying relevant premium to that extent as SBC wants to receive.

In the course of insurance/reinsurance business process Asia Insurance has a significant amount of receivables from SBC. We would request the SBC management to pay off the unpaid claims to Asia Insurance against its placement of reinsurance business to SBC. In principle, AIPLC wants to maintain the accounts with SBC at an updated position always.

## Prospects

The insurance industry in Bangladesh holds significant growth potential due to increasing awareness of financial

protection, economic development, and the need for risk management tools. While insurance penetration remains low, there's a rising demand for both life and non-life insurance, including health, fire, marine, and micro-insurance.

Here's a more detailed look at the prospects:

**Growing Market:** The insurance sector in Bangladesh is experiencing steady growth, with a projected market size of US\$9.48 billion for life insurance by 2025.

**Rising Awareness:** Increasing public awareness about the benefits of insurance, particularly in urban areas, is driving demand.

**Economic Development:** As the economy expands, so does the need for risk management solutions, boosting the insurance sector.

**Diversification:** There's a growing demand for specialized insurance products like health, fire, marine, and micro-insurance.

**Digitalization:** The adoption of digital technologies is streamlining processes and improving customer experiences, making insurance more accessible.

**Bancassurance:** Partnering with banks to offer insurance products through bank branches (Bancassurance) is expanding reach and generating fee-based income.

**Challenges Remain:** Despite the positive outlook, challenges like low insurance penetration, lack of awareness, and a need for ethical competition still need to be addressed.

**Regulatory Support:** The Insurance Development and Regulatory Authority (IDRA) is working to ensure transparency, accountability, and compliance, which will contribute to the sector's growth.

Overall, the insurance industry in Bangladesh has a bright future, with opportunities for growth across various segments, particularly in life, health, and micro-insurance.

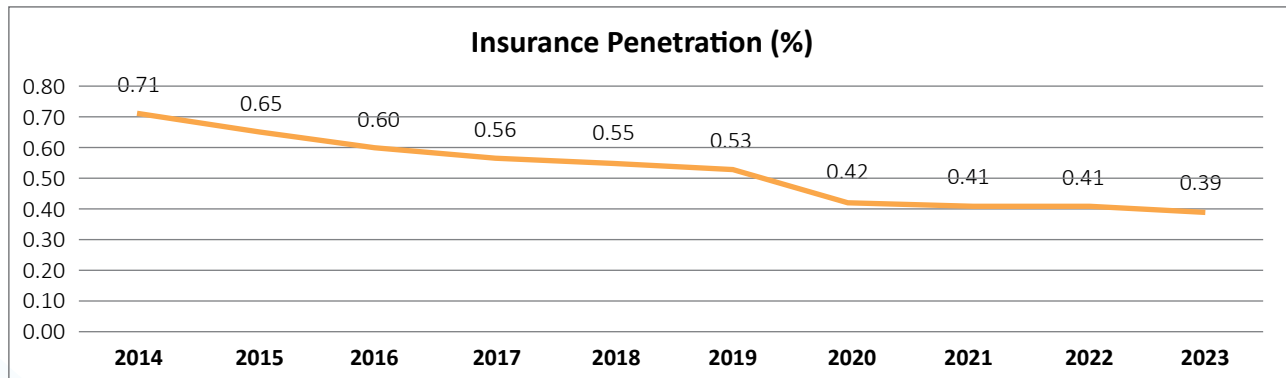
## Industry Overview

After the liberation of Bangladesh, in 1972, all the 49 insurance companies operating in Bangladesh were nationalized under five public sector corporations which were subsequently restructured into two corporations: the Sadharan Bima Corporation (SBC) for general insurance, and Jiban Bima Corporation (JBC) for life Insurance in 1973 under the Insurance Corporations Act, 1973. The private sector was allowed to operate in all areas of insurance for the first time in 1984. Currently, a total of 82 insurance companies are operating in the industry. Brief overview of insurance industry of Bangladesh is presented in the table below:

Particulars	Details
Insurance Penetration Rate (2023)	0.39%
Global Insurance Penetration Rate (2023)	7.00%
Insurance Density (2023)	USD 12.00
Global Insurance Density (2023)	USD 889.00
Gross Premium (GP) (Life) (2023)	BDT 122.80 billion
Gross Premium (GP) (Non-Life) (2023)	BDT 52.04 billion
Market Share of Life Insurance based on GP (2023)	70.23%
Market Share of Non-Life Insurance based on GP (2023)	29.77%
Number of Life Insurance Policies (2023)	8.63 million
Claim Settlement Ratio (Life) (2023)	72.25%
Claim Settlement Ratio (Non-Life) (2023)	41.35%
Human Resources	41,481
Top 05 Life Insurance Companies	Met Life, National Life, Delta Life, JBC, Popular Life
Top 05 Non-Life Insurance Companies	SBC, Green Delta, Reliance, Pioneer, Pragati

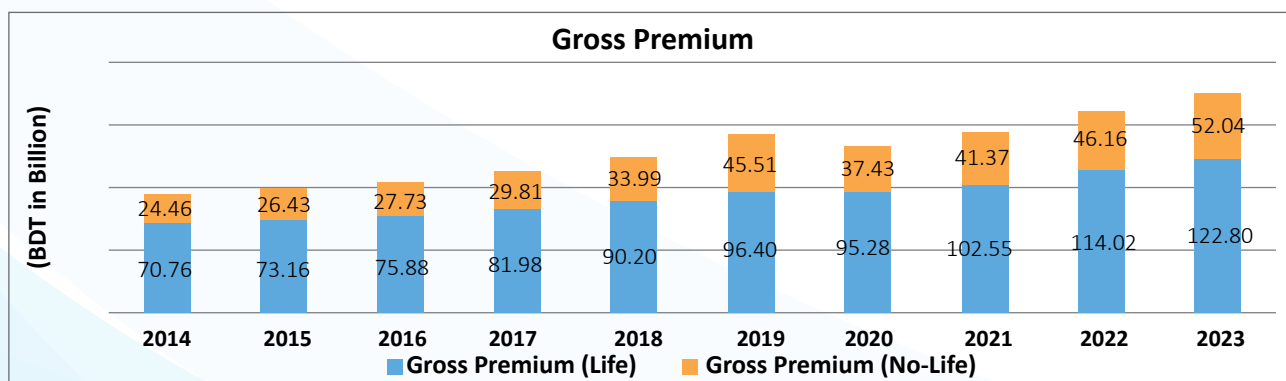
Source: Insurance Development and Regulatory Authority (IDRA); Swiss Re Institute (Sigma Report); Financial Stability Report 2023, Bangladesh Bank; The Daily Star (01.03.2024)

Though the history of insurance industry is long, there were merely any regulations prior to 2010. In 2010, a law was formulated and afterwards, Insurance Development and Regulatory Authority (IDRA) were established in 2011 to supervise the insurance businesses and safeguarding the interest of policy holder. However, even after ten years of establishment, IDRA is yet to be fully functional. Lengthy time required settling claims, lack of confidence of general people, regulatory supervision, transparency, product diversification; use of appropriate technology; experts and academics along with inadequate policy support from the government are the major causes behind the very low insurance penetration rate in Bangladesh. Insurance penetration rate of Bangladesh was 0.39% in 2023 against 0.41% in both 2022 and 2021. Trend of historical insurance penetration rates is depicted below:



Source: Insurance Development and Regulatory Authority (IDRA), Swiss Re Institute (Sigma Report)

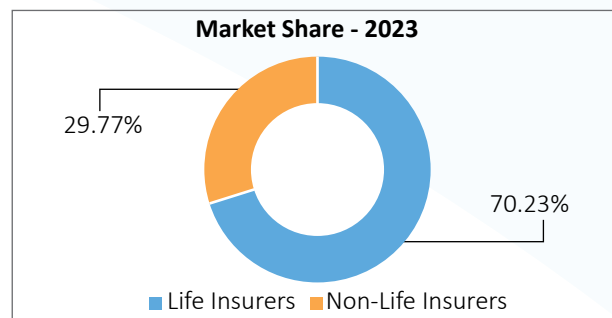
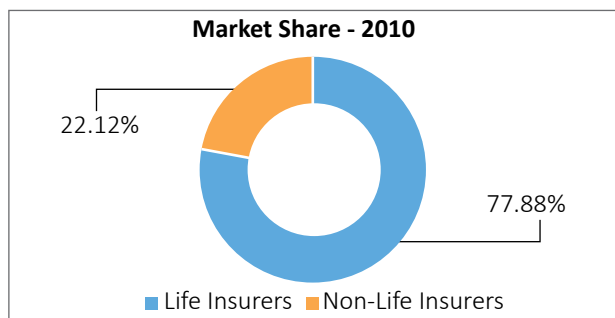
Insurance penetration rate in Bangladesh has been experiencing a declining trend over the last ten years. According to the Sigma Report of Swiss Re Institute, global insurance penetration rate was 7.00 percent in 2023 while our insurance penetration rate was far below 1.00 percent. Insurance density is also very poor in our country at USD 12.00 against world average of USD 889.00.



Source: Insurance Development and Regulatory Authority (IDRA)

Collection of gross premium has an increasing trend over the years. Gross premium collection fell in 2020 due to the Covid-19 pandemic but started increasing the following year. Gross premium collection of non-life insurers experienced a greater growth compared to life insurers.

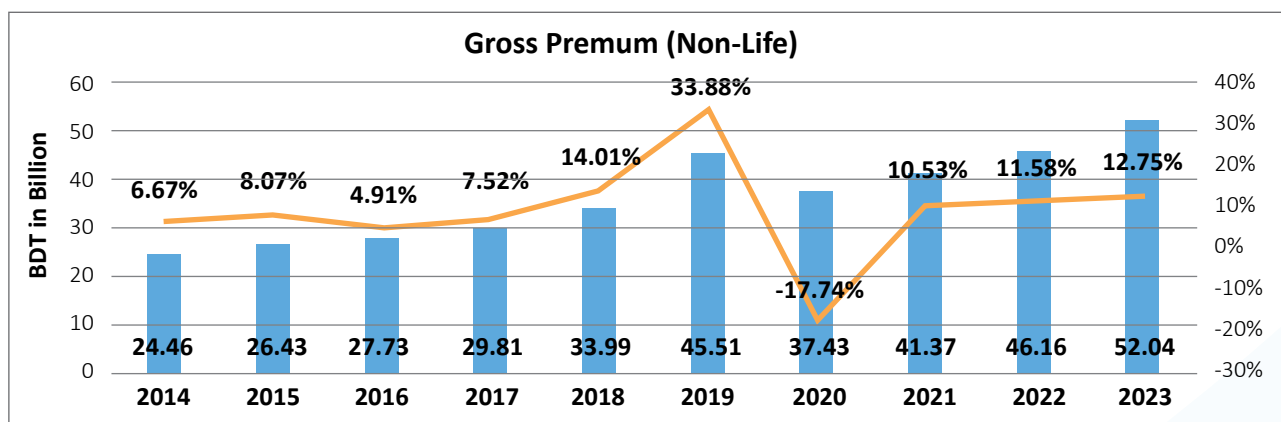
Insurance companies are broadly categorized as life insurers and non-life insurers. Life insurance companies occupy the lion's share of the market. However, from the following graph we can see that market share of non-life insurance companies has grown in 2023 compared to 2010.



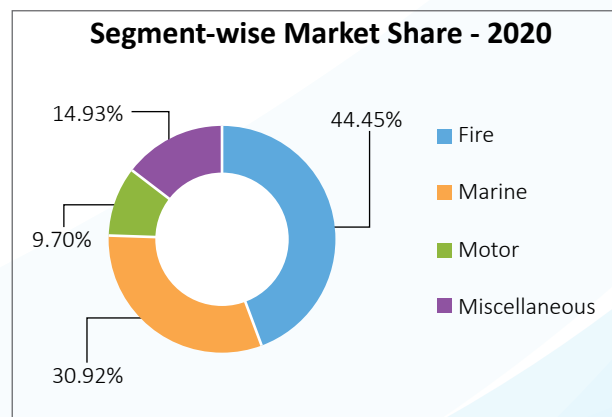
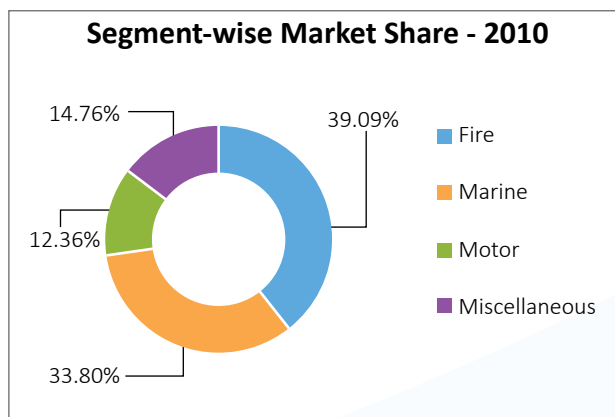
Source: Insurance Development and Regulatory Authority (IDRA)

### Non-Life Insurance Sector at a Glance

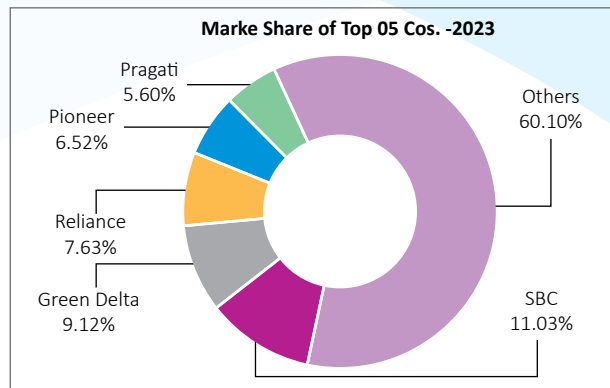
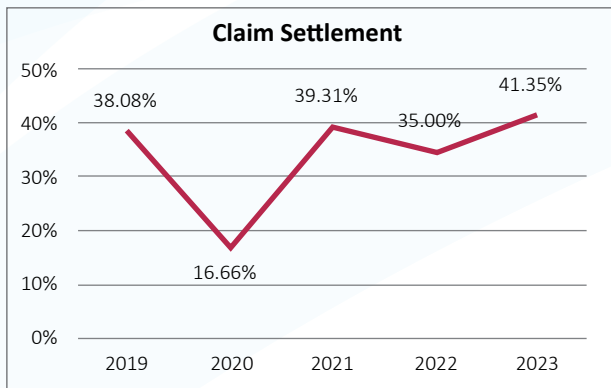
Non-life insurers occupy lesser market share of Bangladesh insurance industry compared to the life insurers. Currently the sector represents nearly one-third of the industry. However, the sector is growing and grabbing more market share. As a result, market share of non-life insurers in terms of gross premium collection jumped to 29.77 percent in 2023 from 22.12 percent in 2010. In last ten years, gross premium collection of the sector experienced a CAGR of 7.84 percent and reached to all-time high in 2023. Higher growth of gross premium collection can be attributed to the growth of market shares. Low claim settlement ratio can also be linked to the declining market share. In the last ten years, the claim settlement ratio was only around 40 percent on an average. Brief overview of life insurance sector is depicted below:



Source: Insurance Development and Regulatory Authority (IDRA)



Source: Insurance Development and Regulatory Authority (IDRA)



Source: Insurance Development and Regulatory Authority (IDRA)

After the commencement of privatization of insurance industry, many companies came into play but the insurance penetration rate is on a declining trend. Bangladesh is the 35th largest economy in the world but it stood 60th in world ranking in terms of the total insurance premium volume. Most of the companies couldn't achieve the trust of the clients. Some experts believe that the number of insurance companies for a market like Bangladesh is too many. Unethical practices have been fueled by the cut-throat competition among the companies. However, economy of the country as well as per capita income has been growing. So, there is immense scope for the companies to grab the market with the help of pragmatic policy support from the government and timely and proper implementation of the policy.

### An Overview of Asia Insurance PLC.

Asia Insurance PLC (AIPLC) is one of the leading non-life insurance Company in Bangladesh and was incorporated as Public Limited Company on 30 April 2000 under the Company Act, 1994 and obtained registration from the former Chief Controller of Insurance, Government of Bangladesh on 30 May 2000. Asia Insurance obtains renewal license from the Insurance Development & Regulatory Authority (IDRA) in 2011. It was listed with Dhaka and Chittagong Stock Exchange on 25 June 2009. The Company carries its insurance activities through Head Office along with 22 (twenty two) Branches under online support all over the country.

Asia Insurance PLC has an Authorized Capital of Tk. 1000 million and Paid-up Capital of Tk. 470.70 million. Share of the Company are traded in both Dhaka and Chittagong Stock Exchange as 'A' category.

Asia Insurance PLC achieved "AAA" (Pronounced as triple A) credit rating valid up to 23 June 2026 as rated by the National Credit Ratings Limited (NCRL) which indicated good financial performance and sound solvency position of the Company having a strong financial backup with high claim paying ability.

Asia Insurance PLC is focused on providing professional services of the highest quality to its clientele which include many reputed large national and multinational conglomerates. Over the 25 (twenty five) years, Asia Insurance has established its track record as a sound and dependable insurer, consistently able to meet its commitments and by providing insurance solution to the individual needs of its clients.

The Board of Directors of Asia Insurance PLC is exceptionally qualified and well reputed business leader of the country. Mohammad Mustafa Haider, Chairman of Asia Insurance PLC who is also the Managing Director of TK Group & Chairman of Premier Cement Mills Limited, Premier Power Generation Limited, Roknoor Navigation Limited and Managing Director of T.K Shares & Securities Limited, Super Petrochemical (Pvt.) Limited, Samuda Chemical Complex Ltd, Premier Power Limited and Samuda Power Ltd, Samuda Peroxide Limited, Samuda Caustic Limited, Genweb2 Limited, Hafsa Nazir industries complex Limited, Premium Assets Limited, Modern Poly Industries Limited and Modern Power Limited, BSM Essential Limited.

The qualified and experienced management team is headed by Mr. Md. Imam Shaheen, who has long 35 years of versatile working experience and well reputation in the Insurance industry. Mr. Md. Imam Shaheen has been elected as the member of the Bangladesh Insurance Association, an apex body of the insurance industry in Bangladesh.

Financial performance of the Company has been consistently positive, delivering both underwriting and investment income and by giving attractive returns to its shareholders from inception. The Company is maintaining strong corporate culture, corporate governance, ethical standards, corporate social responsibilities, superior underwriting skills and abilities and dynamic investment management.

Within the framework of existing tariff, this Company charges the most economic and competitive premium rates ensuring maximum security at minimum cost. The

Company has got necessary Re-insurance arrangement both at home and abroad under which it can underwrite any risk of any value.

This Company takes utmost care in handling and settling claims with due promptitude with a view to giving timely indemnity to the members of the clientele.

The future prospect of Asia Insurance is not only to increase business volume but also to upgrade the ranking and service quality of the Company. Asia Insurance emphasize on internal and external training in different subject area for the human resource development of the Company.

## Operating Result

During the year under report, AIPLC's gross premium income was Taka 813.26 million as against Taka 744.32 million in 2023 an increase of 9.26%, Net Premium income attained was Taka 551.78 million as against Taka 398.04 million in 2023. Apart from general slow growth in non-life insurance Company, Asia Insurance PLC achieved a modest growth in gross premium income account. Net profit (before tax) was increased to Taka 154.29 million in 2024 compared to Taka 136.10 million in 2023 which is a positive growth of 13.37%.

## Income Analysis

### Income from revenue accounts

The Company has accumulated and transferred to comprehensive Income Account by Taka 134.23 million in 2024 from five revenue accounts i.e. Fire, Marine, Marine Hull, Motor & Miscellaneous Revenue Accounts compared to Taka 105.15.38 million in 2023 which is increase of 27.66% from the previous year. A comparative position on income received from revenue accounts in the year 2024 and 2023 is given below:

Figure in Million Taka

Class of business	2024	2023	Growth%
Fire Revenue Account	-91.89	-99.95	-8.06
Marine Revenue Account	203.61	188.11	8.24
Marine Hull Revenue Account	3.93	-1.59	-347.36
Motor Revenue Account	16.61	16.71	-0.56
Miscellaneous Revenue Account	1.96	1.87	4.99
<b>Total</b>	<b>134.23</b>	<b>105.15</b>	<b>27.66</b>

### Income from Interest, Dividend & Rent A/C

Interest, Dividend & Rent Income was Taka 84.13 million in 2024 compared to Taka 68.01 million in 2023 which is a growth of 23.69%. Income from other sources was Taka 1.52 million in 2024 compared to Taka 2.81 million in 2023.

### Income from Investment in Shares & Securities

Throughout the year, the country observed the capital market as unsupported, fade and confidence less of the investors irrespective of corporate and individual. Asia Insurance PLC had an investment outstanding of Taka 531.44 million in Quoted Shares of which market value is Taka 427.35 million of 2024. Necessary provision for denomination of value in share has been provided by Taka 104.09 million as on date of report.

### Capital Expenditure

During the year under review, the total capital expenditure on acquisition of fixed assets was Taka 15.72 million.

### Capital Requirement

According to Insurance Act 2010, Asia Insurance PLC is complaint in maintaining of minimum required capital. As on date of report, the paid-up capital of Company has stood at Taka 470.70 million as against required capital of Taka 400 million.

### Dividend Declaration

In the year under review as per the instruction of the Board of Directors, the management of the Company is following a policy regarding dividend payments to the shareholders in a manner that shall be in line with and in consistent to the actual income as well as the practices of the insurance industry. The Board of Directors meeting held on 21st June 2025 has recommended a cash dividend @10.00% for the year 2024,

### Interim Dividend

The Board stated that no Bonus share or Stock dividend has been or shall be declared as interim dividend and there was no effect of the company's financial position for the year-2024.

### Loans or Advances to the Directors

Asia Insurance PLC has not made any loans or advances any balances (including guarantee or security in connection with loan) to any other Directors of the company under the head of Current Account with refer to the Commission notification vide No. BSEC/CMMRRCD/2006-159/Amin./02-10 Dated, September 10, 2006.

## Disclosure on remuneration of the Directors

The Directors including independent Directors, all being Non-Executive Director, are given only Meeting Attendance Fee of BDT. 8,000 (Bangladeshi Taka Eight Thousand Only) per Meeting of the Board and Committees, During the year 2024, an amount of Taka 5,28,000/- was given to the Directors of Asia Insurance PLC as Director's remuneration including Independent Director;

## Protection of Minority Shareholders

This is to certify that minority shareholders have been protected from abusive action by, or in the interest of,

controlling shareholders acting either directly or indirectly and have effective means of redress.

## Significant variance in operating results between Quarterly and Annually

Asia Insurance PLC maintained a positive growth in Premium, Investment and Operating Profit. The Net profit (before tax) of the year 2024 was Taka 154.30 million against Taka 136.10 million in 2023 which is a positive growth of 13.37 %. While analyzing the operating results by quarter to quarter, no significant deviation was found. The operating results for the 4 quarter of the year 2024 are given below with remarks:

		1 <sup>st</sup> quarter	2 <sup>nd</sup> quarter	3 <sup>rd</sup> quarter	4 <sup>th</sup> quarter	Remarks
SL. No	Accounting Head	2024	2024	2024	2024	
1.	Total Income	180.21	438.59	617.66	629.79	No significant variance in quarterly result
2.	Total Expenditure	157.40	383.92	527.63	475.49	No significant variance in quarterly result
3.	Net Profit (Before Tax)	22.82	54.67	90.03	154.30	No significant variance in quarterly result
4.	EPS	0.37	0.88	1.48	2.06	No significant variance in quarterly result

## Segment Analysis

The purpose of segments reporting is to enable the users of the Annual Report to evaluate the nature and financial effects of the business activities in which it engages and the economic environments in which it operates. For management, segment reporting is used to evaluate each segment's income, expenses, Assets, Liabilities and so on in order to assess profitability and risk elements to the Company. Given below are the Company's premium income, claim settlement, and profitability by class of business:

Segment	Gross Premium		Claim Settlement (net)		Operating Profit /(loss)	
	2024	2023	2024	2023	2024	2023
<b>Gross Premium</b>	<b>813.26</b>	<b>744.32</b>	<b>136.63</b>	<b>105.27</b>	<b>134.23</b>	<b>105.15</b>
Fire	218.47	260.19	107.60	87.12	-91.89	-99.95
Marine	444.35	354.34	22.21	12.74	203.61	188.11
Marine Hull	24.01	28.14	-4.27	0.18	3.93	-1.59
Motor	43.34	33.62	6.53	4.37	16.62	16.71
Miscellaneous	83.08	68.03	4.55	0.85	1.96	1.87

## Contribution to the National Exchequer

During the year under report, an amount of Taka 145.05 million was contributed to the national exchequer against Taka 124.86 million in the year 2024 which increase of 16.17% over the previous years.

Particulars	Year 2024	Year 2023
Corporate Income Tax	65,673,139	55,277,474
VAT (On Premium)	65,513,154	55,445,267
VAT at Source	3,311,558	3,721,137
Tax Collection at source	8,770,800	8,737,235
Excise Duty	1,784,115	1,679,250
Total	145,052,766	124,860,363

## Credit Rating:

In accordance with the notification no.BSEC/CMRRC/2009-193/37/Admin/132 dated 12th May 2022 of Bangladesh Securities and Exchanges Commission (BSEC), based on Audited Financial Statements for the year ended 31st December 2024, National Credit Rating Limited upgraded credit rating from AA+ (Pronounced as Double A Plus) to "AAA"(Pronounced as Triple A) Credit

	National Credit Ratings Limited (NCRL)	Alpha Credit Rating Limited (ACRL)
Declaration Date	24.06.2025	June 12, 2024
Long Term Entity Rating	<b>AAA (Triple A)</b> (Pronounced as Triple A)	<b>AA+</b> (Pronounced as Double A Plus)
Short Term Entity Rating	ST-1	ST-1
Outlook	Stable	Stable
Expiry Date	23.06.2026	June 10, 2025

The above long term entity rating defines Strongest Credit Quality. The above short term entity rating defines Strongest Ability to Meet Short Term Financial Commitments

## Sustainable Report & Green Initiatives

As per Para 5 (iii) of corporate governance code 2018, Sustainable reporting and environmental issues have been described in **Annexure-I**

## Risk Management

To meet the requirements of 5(iii) of Corporate Governance Code, risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment etc. has been described in the Disclosure on Risk Management annexed herewith in **"Annexure- II"**

## Report on Internal Control System

Asia Insurance PLC is very keen to establish and maintain a sound and effective Internal Control System and good governance. During the year under review, the Board has reviewed the policies and procedures of various aspects of businesses in order to establish an effective internal control system, which the Board thinks, adequate and appropriate for achieving sustainable growth & protected from abusive actions, by or in the interest of, controlling shareholders acting either directly or indirectly and effective means of redress. A separate report shows under title **"Report on Internal Control System" at Annexure-III.**

## Report on going concern

Asia Insurance PLC has made an annual assessment whether there exists a material uncertainty which may be an indicative of significant doubt about Company's ability to continue as going concern. In this regard, the Board of Directors has made appropriate inquiries, analysis, review

Rating to Asia Insurance Validity of the report from 24 June 2025 to 23 June 2026. Summary of Credit rating report of Asia Insurance PLC are as follows:

National Credit Ratings Limited has assigned the following Initial entity rating to "Asia Insurance PLC" in the Rating Committee (RC) Meeting held on June 24, 2025 at 4.00 PM based on Audited Financial Statements as on December 31,2024:

and estimation in the backdrop of existing and future financial and operational strength of the Company.

The Board of Directors are convinced and provide a reasonable assurance to the stakeholders as to AIPLC's continuity as a going concern for the foreseeable future and accordingly the Company has been adopting the 'going concern' basis for preparing financial statements.

Management has reasonable ground to believe that there are no significant doubts upon the Company's ability to continue as a going concern. A report on going concern is enclosed in the **"Annexure no: IV"**

## Report on Year-wise performance for the last five years

Year-wise performance for the last five years has been delimitating a separate statement under title **"5 YEARS SUMMARIZED KEY FINANCIAL DATA"** at **Annexure-V** which shows steady growth in most of the parameters that matter, The statement in this report under segment wise performance also provide that information's regarding achievements for last five years.

## Related Party Transaction

Related party refers to the controlling entity (either directly or commonly) or controlling individual or close group/family member of such entity or individuals who have substantial influencing power in management of a particular organization. Whereas related party transactions refer to those transactions with the entity / person as stated by way of transfer of resources, services regardless of whether a price is charged.

Disclosure on related party transactions with the Asia Insurance PLC has been provided in the Note No.43 of the audited financial statements for the year ended 31<sup>st</sup> December,2024. During the year 2024 under review 1336 nos. of transactions were recorded under 'related party transaction' category of whose total transaction amount

as on 31.12.2024 was Taka 50.33 million compared to Taka 62.90 million in 2024 against 755 nos. of transactions.

### Human Resource Development:

Human Resource is the corner stone for accelerated and sustained development of any organization. Asia Insurance PLC recognizes the importance of skilled Human Resources for overall growth of the Company. The meritorious and talented human resources team is the key for continuous development of the organization. Superior human resources are an important source of competitive advantage. To attract talented human resources team and to create brand image, the Company has formulated HR policies and Service Rules for the employees. Asia

Insurance has been trying to ensure maximum output with minimum resources. So quality manpower with good academic background is being recruited in all levels of the Company.

Asia Insurance is an employee welfare-oriented organization. For this reason, the management of the Company always tries to sort out all possible ways it deems beneficial to promote its employees' professional skill and efficiency. During the year 2024 under review, Asia Insurance conducted 04 nos. of training/Workshop/Seminar for total 09 nos. of employees compared to 08 nos. of employees who attended in 04 nos. of training/workshop/Seminar in 2023.

### Training conducted by Asia Insurance PLC in 2024

Sl No.	Title of Training/Workshop/Seminar	No. of Participants
1	How to developed marketing service using big data and cloud services.	1
2	Insurance Claims Management New Direction	1
3	Cost control in the Insurance Industry	1
4	How to enhance Transparency in Insurance Business	1

In order to evaluate the level of efficiency, improve the healthy competition among the employees and to motivate the employees the Company uses 'Employees' Performance Evaluation" and "Key Performance Indicator (KPI)". Upon the evaluation, the employees are motivated and awarded with promotion, accelerated promotion and other benefits.

### Human Capital/ Human Resource Accounting

Human resource Accounting is the process of identifying and reporting the Investments made in the Human Resources of an organization that are presently not accounted for in the conventional accounting practices. Asia Insurance PLC formally does not practice Human Resources Accounting but regularly works out and looks into some important areas for mathematical and co-relational understanding on the main business factors. Given below is the considerable index to the management on which human related decisions are taken:

Description	Yr-2024	Yr-2023	Yr-2022	Yr-2021	Yr-2020
Total number of employee	261	258	238	243	257
Total number of Branches	22	22	22	22	22
Employee in branches (nos.)	181	177	161	163	169
Premium per employee (Million Tk.)	2.11	1.54	3.34	3.12	2.73
Operating profit per employee (Million Tk.)	0.51	0.41	0.60	0.80	0.33
Salaries & Allowances per employee (Million Tk.)	0.43	0.38	0.41	0.39	0.37
Salaries & Allowances as percentage of Operating profit	84.31%	92.68%	68.33%	49.01%	112.00%

### Employee Benefits

Asia Insurance PLC is very keen to establish and retain a very congenial working atmosphere. The Company has a competitive pay structure for its employees and always keep track on the necessity of revision on the passage of time that matches with the living standards of the employees in one hand and competitive with other Competitor Company on the other hand. Services of the employees are governed by the Employees Service Rules. Pay Scale is reviewed in timely fashion in-order to make

competitive. Apart from salary & Allowances, Festival Bonus and yearly Increment,

Asia Insurance provide long term benefits to its employees like 10% contributory Provided Fund (both employee and employers), Gratuity (equivalent to 1 basic salary for the employees who has completed 7 years but not exceeded 10 years and equivalent to 1.50 basic salary those who has completed 10 years, Group insurance policy etc. We have settled No.03 of employees as retirement service benefit Tk.38,07,976.00. Provident fund settelment amounting

to Tk.3,929,863.00 against 15 employees, benefit of gratuity amount to Tk.33,11,970.00 & No. 04 employees as Leave encashment Tk.69,780.00 Total settled amount of Tk.11,119,589.00

### Safety Measures

Asia Insurance PLC provides world class office environment to its employees. Every branch of Asia Insurance is well decorated with the provisions of air condition, most modern safety office equipment and machines and well-structured office building facilitated by sewerage and electricity connection and security measures like 24/7 close circuit TV camera, well trained security guard, fire extinguishers etc. Design of Office / Branch is considered on the basis of sufficient free space, safe sewerage gas and electricity connections etc. AIPLC has the finest corporate Head Office at Rupayan Trade Centre (14<sup>th</sup> Floor) at 114-115 Kazi Nazrul Islam Avenue, Bangla Motor, Dhaka-1000 measuring areas of 21,507sqft. featured by most modern equipment's and facilities.

### Information and Communication Technology

The Company has separate IT Department through which managing IT related matters. All department of Head office is connected through Local Area Network (LAN) supported by two servers i.e. Brand & Gateway. All the branches are well connected through Database system through Online.

### Data Security

A group of young and highly IT professionals are working to protect the data resources of the Company and hopefully as on date of report, there is no single incident recorded which may cause the threat towards the data or computer resources of the Company.

### Managing Information Technology Risk

IT risk is the business risk associated with the use, ownership, operation, involvement, influence and adoption of IT within an enterprise. Risks surrounding Information Technology, such as network failure, lack of skills, hacking and viruses and poor system integration have the potential to have a negative impact on an organization. To retrieve data in any crucial moment, Asia Insurance has upgraded the server system from RAK-72 with auto Backup in 32U RAK. The Company ensures secured file sharing system, CUBE and SS Display etc. The Company is considering introducing Disaster Recovery Center (DRC) to protect the IT resources from any means of misshape.

### Management discussion and analysis

Detailed discussion and analysis by the managing Director and CEO is appended on Titled "Management Report & Analysis". A management's discussion and analysis signed by CEO presenting detailed analysis of the company's position and operation along with a brief discussion of changes in the financial statements and also in the statement to stakeholders from the Managing Director & CEO.

### Declaration or Certification by the CEO & the CFO to the Board

As required by the condition 6 of the guidelines, the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) have jointly certified to the Board that:-

- i. They have reviewed the financial statements for the year ended on 31<sup>st</sup> December 2024 and that to the best of our knowledge and belief;
- ii. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- iii. These statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- iv. There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board of Directors or its members

The details of discussion of deceleration by the CEO & the CFO is shown at **Annexure -XI**

### Disclosure on preparation and presentation of Financial Statements

The Board of Directors places before you the financial statements for the year ended December 31,2024 for their adoption, The Directors of the confirm to the best to their knowledge, that:-

The financial statements prepared as on 31.12.2024 by the Asia Insurance PLC, presented fairly its state of affairs, the results of its operation, cash flows and changes in equity;

- (a) The financial statements prepared as on 31.12.2024 by the Company, presented fairly its state of affairs, the results of its operation, cash flows and changes in, equity;
- (b) The Company has been maintained proper books of accounts;

- (c) Appropriate accounting policies have been consistently applied in preparation and presentation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;
- (d) International Accounting Standards (IAS)/ International Financial Reporting Standards (IFRS)/ Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed;
- (f) There is no significant negative deviation occurred on

4<sup>th</sup>Qtr between quarterly financial performances and Annual Financial Performances of 2024;

## Operating Result & Profit

Net Profit of the Company as on 31<sup>st</sup> December 2024 stood at Tk. 154.30 million against Tk. 136.10 million of the preceding year.

A summary of operating result of Asia Insurance PLC as on 31<sup>st</sup> December 2024 vis-à-vis the position as on 31<sup>st</sup> December 2023 is shown below:

(Taka in millions)

Particulars	2024	2023	Growth Rate
Profit & (Loss) from Revenue Accounts	134.23	105.15	27.66%
Income from Interest, dividend, Rent	84.13	68.01	23.70%
Others Income	1.40	2.81	-50.18%
Total Operating Income	219.76	175.98	24.88%
Operating Expenses	44.22	-40.74	-8.54%
Profit before Provision	219.87	135.23	62.59%
Provision against Investment & Others	-26.67	0.87	-3165.52%
Net Profit before Tax	154.30	136.10	13.37%
Return on Assets (ROA)	3.95%	3.81%	3.67%
Return on Equity (ROE)	8.28%	8.45%	-2.01%
Return on Capital Employment	11.06%	10.55%	4.83%
Claim Ratio	24.76%	26.45%	-6.39%
Current Ratio(Times)	1.76	1.47	19.73%
Price Earnings Ratio(Times)	14.61	24.65	-40.73%
Debt Equity Ratio(Times)	0.81	1.13	-0.32%
Gross Profit Ratio	18.97%	18.28%	3.77%
Earnings per Share	2.06	2.02	1.59%
Dividend Yield	3.32	2.21	50.22%
Net Assets Value per Share	29.63	27.40	8.12%

- a) During the period under report, there was no extra ordinary gain or loss has recorded;
- b) 5 years key financial data have been summarized in **"Annexure-V"**;
- c) The Board of Directors has recommended **10%** cash dividend for the year 2024 in its 165<sup>th</sup> Board meeting held on 21<sup>st</sup> June, 2025.

comply with all regulatory requirements, ensure equitable treatment of all stakeholders. It confirms full and fair disclosure of financial and other material information and show respect for norms of business ethics and social responsibility.

The Board of Directors, Executive Committee, Re-Insurance & Claim Committee, Human Resource Development Committee, Investment Committee, Audit Committee, Nomination & Remuneration Committee (NRC), Risk Management Committee, Policyholders protection & Compliance Committee, Business Development Committee, MANCOM and other Committees of the management perform their respective tasks with accountability and transparency.

Besides, to support and enhance the practice of corporate governance, the Audit Committee of the Asia Insurance PLC. The Committee was duly constituted by the Board of Directors with a view to evaluating the activities of the

## Corporate Governance

In recent times, corporate governance has been considered as most essential aspect for efficient management of a business house. It is considered to be a set of internal rules and procedures that ensure the accountability of the Directors and Top Management towards the stakeholders. Asia Insurance PLC gives much emphasis on the corporate governance in promoting a sound management. The objective of the Company is to

Company as per guidelines laid down in the Corporate Governance Code- 2018 issued by Bangladesh Securities & Exchange Commission (BSEC) vide notification no: BSEC/CMRRC/2006-158/207/ Admin/80 dated 3rd June 2018, to strengthen the corporate governance practice in corporate. One of the most important and interesting part of the corporate governance is inclusion of at least 1/5th Independent Director of the total number of Board of Directors in the listed companies who will be knowledgeable individual with integrity and is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.

Asia Insurance PLC is always keen to comply with and focus

highly the corporate governance issues and accordingly included 1/5th number of Independent Directors of its total number of Board of Directors.

Compliance Status of Corporate Governance Code issued by Bangladesh Securities & Exchange Commission (BSEC) under notification no: BSEC/CMRRC/2006-158/207/ Admin/80 dated 3rd June 2018 under condition no: 1(5) (xix), (xxii), (xxiii a), (xxiii b), (xxiii c) & (xxiii d):

### Compliance of condition 1(5) (xix)

Key operating and financial data for the last five years are summarized in the preface of this report.

### Compliance of condition 1(5) (xxii)

Board Meeting Held during the year 2024 and attended by each Director

Sl. No.	Name of the Director	Board meetings in 2024		
		No of Board Meeting held	Attendant	Fees (Tk.) (Per Meeting)
1	Mohammad Mustafa Haider	4	2	8,000.00
2	Mohammed Jahangir Alam	4	2	8,000.00
3	Yussuf Abdullah Harun FCA	4	2	8,000.00
4	Abul Bashar Chowdhury	4	4	8,000.00
5	Khaleda Begum	4	2	8,000.00
6	Farzana Afroze	4	2	8,000.00
7	Walid Mohd.Shamuel	4	4	8,000.00
8	Dr. Munal Mahabub	4	3	8,000.00
9	Rashedul Islam, FCA	4	3	8,000.00
10	Md.Enayet Kabir	4	4	8,000.00
11	Syed Sajadul Karim	4	4	8,000.00
12	Mohammad Delwar Husain	4	4	8,000.00

### Compliance of condition 1(5) (xxiii a): Pattern of shareholding

Statement in compliance with condition 1(5) (xxiii-a): Parent / Subsidiary/Associated Companies and other related parties: NIL

### Statement in compliance with Condition 1(5) (xxiii b)

b (i):Shareholding Position of Directors of Asia Insurance PLC with their Spouse and Minor Children as on 31.12.2024

SL No.	Name	Position & Relation	Number of Share	Total	% of Share
<b>1</b>	<b>Mr. Mohammad Mustafa Haider</b>	<b>Director</b>	2,715,588	2,715,588	5.77%
	Mrs.	Wife			
	Mr./Miss	Son/daughter			
	Master	Minor Child			
<b>2</b>	<b>Mr. Md.Jahangir Alam</b>	<b>Director</b>	1,882,793	1,882,793	4.00%
	Mrs.	Wife			
	Mr./Miss	Son/daughter			
	Master	Minor Child			

SL No.	Name	Position & Relation	Number of Share	Total	% of Share
<b>3</b>	<b>Mr. Abul Bashar Chowdhury</b>	<b>Director</b>	941,500	941,500	2.00%
	Mrs.	Wife			
	Ms. Rubina Tasnim Chowdhury	Son/daughter	943,293	943,293	2.00%
	Master	Minor Child			
<b>4</b>	<b>Yussuf Abdullah Harun, FCA</b>	<b>Director</b>	2,255,715	2,255,715	4.79%
	Mrs.	Wife			
	Mr./Miss	Son/daughter			
	Master	Minor Child			
<b>5</b>	<b>Mrs. Khaleda Begum</b>	<b>Director</b>	1,882,793	1,882,793	4.00%
	Mr. Mohammad Mustafa Haider	Son	2,715,588	2,715,588	5.77%
<b>6</b>	<b>Mrs. Farzana Afroze</b>	<b>Director</b>	1,882,793	1,882,793	4.00%
	Mr. Asifur Rahman	Husband			
	Mr./Miss	Son/daughter			
	Master	Minor Child			
<b>7</b>	<b>Mr. Mahbubul Alam</b>	<b>Sponsor Shareholder</b>	941,500	941,500	2.00%
	Mrs.	Wife			
	Dr. Munal Mahabub	Son/daughter	941,543	941,543	2.00%
	Master	Minor Child			
<b>8</b>	<b>Dr. Munal Mahabub</b>	<b>Director</b>	941,543	941,543	2.00%
	Mr. Tasneem Mahmood	Husband			
	Mr./Miss	Son/daughter			
	Master	Minor Child			
<b>9</b>	<b>Mohammed Jamal Ullah</b>	Sponsor Shareholder	941,500	941,500	2.00%
	Mr. Walid Mohd. Shamuel	Son/daughter	943,793	943,793	2.01%
<b>10</b>	<b>Walid Mohd. Shamuel</b>	<b>Director</b>	943,793	943,793	2.01%
	Mrs.	Husband			
	Mr./Miss	Son/daughter			
	Master	Minor Child			
<b>11</b>	<b>Southeast Bank PLC. Represented by Mr. Rasedul Islam, FCA</b>	<b>Nominated Director</b>	3,799,014	3,799,014	8.07%
	Mrs.	Wife			
	Mr./Miss	Son/daughter			
	Master	Minor Child			
<b>12</b>	<b>Bay Leasing &amp; Investment Limited Represented by Mr. Md. Enayet Kabir</b>	<b>Nominated Director</b>	956,898	956,898	2.03%
	Mrs.	Wife			
	Mr./Miss	Son			
	Master	Daughter			
	Master	Minor Child			
<b>13</b>	<b>Syed Sajadul Karim</b>	<b>Independent Director</b>	Nil	Nil	Nil
<b>14</b>	<b>Mohammad Delwar Husain (Resigned)</b>	<b>Independent Director</b>	Nil	Nil	Nil
<b>15</b>	<b>Mahfuzur Rahman</b>	<b>Independent Director</b>	Nil	Nil	Nil

1(5) (xxiii b)(ii) Shares held by the Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and other top Executives of the Company and their spouse and minor children (Name wise Details)

SL No.	Name & Designation	Nos. of Share(s) held
1	Md. Imam Shaheen, Managing Director & CEO Including Wife, Son, Daughter	Nil
2	Md. Atique Ullah Majumder, DMD & Company Secretary Including Wife, Son, Daughter	Nil
3	Md. Rafiqul Islam, DMD & Chief Financial Officer Including Wife, Son	Nil

1.5 (xxiii c) Shares held by top five salaried Executive of the Company and their spouse and minor children;

SL No.	Name & Designation	Nos. of Share(s) held
1	Md. Imam Shaheen, Managing Director & CEO Including Wife, Son, Daughter	Nil
2	Md. Atique Ullah Majumder, DMD & Company Secretary Including Wife, Son, Daughter	Nil
3	Md. Rafiqul Islam, DMD & Chief Financial Officer Including Wife, Son, Daughter	Nil
4	Mohammad Omor Faruque. Executive Vice President, Incharge Dilkusha Branch, Dhaka	Nil

1(5) (xxiii d) Shareholders holding ten percent or more voting interest in the Company: NIL

### Responsibilities related information of Directors, Chairman, CEO, CS, CFO & HIAC

To meet the requirements of Paragraph 4(d) and 7 of the corporate governance code 2018, Information related to responsibilities, role, TOR, Code of Conduct of Directors, Chairman, CEO, Company Secretary, CFO and HIAC have been described in **Annexure-VII**

### Information related to Board, Committee, Meetings & its directors

#### Board of Directors

Asia Insurance PLC does not have its own policy on appointment of Directors rather it follows the directions and guidelines of regulatory authorities like Bangladesh Securities & Exchange Commission's (BSEC) Notification, Insurance Act 2010, IDRA Guidelines. The Company has 13 (Thirteen) Directors in its Board and at least one-fifth is Independent Directors i.e. there are two independent directors in the Board. At the time of appointment of new directors, the existing Board of Directors frequently assess the size and structure of the Board, evaluate the knowledge, skills, experience and perceptions that may be necessary to allow the Board to perform its functions.

The Directors are appointed by the Shareholders in the Annual General Meeting. Casual vacancy, if any, is filled up by the Board in accordance with the provisions of the Companies Act and Articles of Association of the Company. During the year under report, no casual vacancy was occurred. Total number of Directors of Asia

Insurance PLC is 13 (Thirteen) Directors including 02 (two) Independent Directors as on 31.12.2024 which is within the compliance limit of the provision of the Corporate Governance Code 2018. According to Bangladesh Securities & Exchange Commission's (BSEC's) Notification Dated 22.11.2011 published in the Bangladesh Gazette on December 14, 2011 all the Directors of Asia Insurance PLC have their sufficient shareholdings i.e. minimum 2% of the total paid-up capital of the Company.

The Board members of Asia Insurance PLC are highly professional and competent. The board approves and reviews different policies and business plans with the ultimate objective to achieve the goals whereas the administrative and execution powers lie with the management team headed by the CEO. Managing Director of the Company is paid salaries and allowances as per approval of the Board of Directors of Asia Insurance PLC subject to approval of IDRA.

In compliance with the Corporate Governance Code-2018 issued by Bangladesh Securities and Exchange Commission (BSEC) and Insurers Corporate Governance Guidelines -2023 issued by Insurance Development & Regulatory Authority (IDRA); The Board of Directors of Asia Insurance PLC has been reformed sub-committee on its 163<sup>rd</sup> Board of Directors Meeting on 18<sup>th</sup> February-2025

Directors are entitled and paid meeting attendance fees Taka 8000/- per attendance including actual travelling, food and lodging expenses for attending the Board of Directors Meeting, Executive Committee Meeting, Re-Insurance & Claims Committee Meeting, Human

Resources Development Committee meeting, Investment Committee Meeting, Audit Committee Meeting & Nomination and Remuneration Committee (NRC) Meeting. During the year 2024 the total expenditure related to the Board meeting was Taka 0.53 million against Taka 0.61 million in 2023.

### Board Meetings & Minutes

The Board meets to discuss and review business strategy, financial performance, compliance and governance, risk management issues etc. as well as reports on matters deliberated by the respective committees. Meetings of the Board are scheduled in advance for the Directors to plan their schedules. In addition, Special Board meetings are held, when necessary, to deliberate on major transactions and ad-hoc matters that require the Board's urgent attention and decisions.

Meeting papers on the proposals and reports are delivered to the Directors prior to the meetings, giving them sufficient time to evaluate the proposals and if necessary, request additional information. This enables the Board to function and discharge their responsibilities effectively. The minimum information required for the Board to make an informed and effective decision includes background, objective, key issues, rationale, financial and non-financial impact of the proposal.

Directors who are unable to attend a meeting due to unavoidable circumstances are encouraged to provide feedback to the Chairman on matters to be deliberated for their views to be given due consideration at the meetings. Proceedings and resolutions are taken by the board are recorded as minutes of the meeting signed by the Chairman of the meeting. The decisions taken by the board are disseminated by the Company Secretary to whom such decision relates. Upon request of any member of the Board of Directors, copy of minutes of AGM is provided by the Company Secretary upon receipts of fees as per Articles of Association of the Company. As per Companies Act 1994, every Company is required to hold minimum 4 (four) Board of Directors meeting in a year. During the year 2024 under report, total 4 nos. of Board meetings were held against 04 meetings in 2024 where 61 nos. of policy decision were taken out of which 60 nos. of decision so far been implemented.

All such meeting related papers, documents, memo, attendance & honorarium registers, minutes etc. are being maintained in good condition by the Board Secretariat of Asia Insurance PLC.

### Retirement of Directors

At least one third of the total number of directors shall retire every year in the Annual General Meeting (AGM) in compliance with the provision of Companies Act, 1994

and Articles of Association of the Company. However, retiring Directors are also eligible for re-election in the same AGM they retire. In the forthcoming 25<sup>th</sup> Annual General Meeting (AGM) held on 26<sup>th</sup> August 2025 the following directors were retired by rotation and they were also re-elected as per provision of the Articles of Association of the Company:

Group-A	Group-B
Mr. Abul Bashar Chowdhury	Mr. Rashedul Islam, FCA, FCMA (Representative Director of Southeast Bank PLC.)
Ms. Farzana Afroze	
Dr. Munal Mahabub	

As per Section 91(2) of the Companies Act, 1994 and as per articles no: 112, 113, 114 of the Articles of Association of Asia Insurance PLC, the following directors will retire from the office in the next 25<sup>th</sup> Annual General meeting being holding the office for the longest period.

Group-A	Group-B
Mr. Abul Bashar Chowdhury	Mr. Rashedul Islam, FCA, FCMA (Representative Director of Southeast Bank PLC.)
Ms. Farzana Afroze	
Dr. Munal Mahabub	

As per provision of Article 114 of the Articles of Association of the Company, the retiring directors as mentioned above are eligible for re-election in the same meeting they retire.

### Independent Director

Pursuant to Condition # 1.2 of the Corporate Governance Code 2018 issued by Bangladesh Securities and Exchange Commission (BSEC) vide its Notification No. BSEC/CMRRC/2006-158/207/ Admin/80 dated 3<sup>rd</sup> June 2018, Asia Insurance PLC appointed 1/5 Independent Directors to the Board of Directors. There are 2 (two) Independent Directors was appointed on 21.05.2023 namely Syed Sajedul Karim & Mohammad Delwar Husain after retirement of Dr. Zaidi Sattar, who completed two terms tenure successfully completed.

Independent Directors, Mohammad Delwar Husain tendered resignation citing health issue from the Board of Asia Insurance PLC, the Board directors appointed Mahfuzur Rahman as an Independent Directors on 18<sup>th</sup> February 2025.

The Independent Directors in the Board exerts independent views on the policy decisions and ensures that all decisions are unbiased and for the best interest of the Company. As per above corporate governance guidelines, no independent director of Asia Insurance PLC;

- holds more than one percent shares of the total paid-up capital.

- is not a sponsor of Asia Insurance namely and is connected with the Company's any sponsor or director or shareholder who holds one percent (1%) or more share of the total paid-up capital on the basis of family relationship.
- does not have any other relationship, whether pecuniary or otherwise, with the Company;
- is not a member, director or officer of any stock exchange.
- is not a shareholder, director or officer of any member of stock exchange or an intermediary of the capital market.
- is not a partner or an executive or was not a partner or an executive during preceding 3 (three) years of the Company's statutory audit firm.
- is not an Independent Director more than 5 (Five) listed companies.
- has not been convicted by a court of competent jurisdiction as defaulter in payment of any loan to a Bank or Non-Bank Financial Institute.
- has not been convicted for a criminal offence involving moral turpitude.

### Executive Committee

This is the subordinate committee to the Board. Members of the Executive Committee are elected by the Board of Directors of the Company. As Articles of Association, the Company has formed an Executive Committee. Duties and responsibilities of the Executive Committee are determined by the Board of Directors. The Executive Committee lies with the duties and responsibilities to ensure an efficient, competent, complied and secured structural approving system of business decision.

### Audit Committee

In order to establish good corporate governance and a culture of adequate internal control system inside the Company and to evaluate the activities of the Company as per Corporate Governance Code of BSEC, the Audit Committee of the Board was duly constituted as per BSEC notification no. BSEC/CMRRC/2006-158/207/ Admin/80 dated 3<sup>rd</sup> June 2018.

The current Audit Committee is consisted of 6(Six) members where Chairman is Independent Director. All members of the Audit Committee are non-executive directors. All members are financially literate and one of the members of the committee is from Finance and

Accounting background. The head of internal audit always has direct access to the audit committee as well, and can express his issues in front of the committee.

The Audit Committee has a term of reference and is empowered to investigate/question employees and retain external counsel as required. During the year 2024, total 4 nos. of meetings were held. Audit Committee plays the following role in the Company:

- Oversee the financial reporting process.
- Monitor choice of accounting policies and principles.
- Monitor internal control risk management process.
- Oversee hiring and performance of external auditors.
- Review along with the management, the annual financial statements before submission to the board for approval.
- Review along with the management, the quarterly financial statements before submission to the board for approval.
- Review the adequacy of internal audit function.
- Review statement of significant related party transactions submitted by the management.
- Review Management Letters / Letter of Internal control weakness issued by the statutory auditors.

A report on the activities carried out by the Audit Committee duly signed by the Chairman of the Audit Committee under condition No. 5(6)(a)(ii) of the Corporate Governance Code for the year 2024 has been disclosed in this Annual Report in "Annexure IX" to meet the requirements of Paragraph 5(7) of the said Corporate Governance Code 2018.

### Nomination and Remuneration Committee

According to Paragraph 6 of the BSEC Notification No. BSEC/CMRRC/2006-158/207/ Admin/80 dated 3<sup>rd</sup> June 2018, the Board of Directors of Asia Insurance PLC has reformed the Nomination and Remuneration Committee (NRC) in its 163<sup>rd</sup> meeting held on 18<sup>th</sup> February 2025. This committee has constituted with 04(Four) members out of whom 02 members are Independent Directors. Pursuant to the condition a 6(5)(c) of Corporate Governance Code 2018, a Report of the Nomination and Remuneration Committee (NRC) is enclosed in "Annexure X"

## Statutory Declaration

To meet the requirements of paragraph 5 of XXVI of Corporate Governance Code 2018, statutory declaration is given by the CEO & CFO of Asia Insurance PLC as per **"Annexure XI"**

## Corporate Governance Check list and Certification on Corporate Governance

To meet the requirements of paragraph 5 of XXVII of Corporate Governance Code 2018, Certificate on Corporate Governance is enclosed in **"Annexure- XXV"**.

## Appointment of Auditors

M/S. UHY Syful Shamsul Alam & Company, Chartered Accountants, Dhaka was appointed as External Auditors of Asia Insurance PLC by the Shareholders in its 24<sup>th</sup> Annual General Meeting at a fee of Taka 300,000/- (Taka Three Lac) only for the year 2024. As per Securities and Exchange Commission Rules, is appointment as an External Auditors for the year 2024 and has expressed their interest to become auditors for the year 2025.

## Information availability on website

The full text of the Annual Report 2024 including other financial reports is available in the Company's website

[www.asiainsurancebd.com](http://www.asiainsurancebd.com)

## Investor's Complain Desk

The Company has an Investor's Complain Desk to investigate any matters related to the Investors. Any aggrieved investor may submit his complain or query to the following address;

## Company Secretary & Head of Investor Complain Desk

Asia Insurance PLC.  
Corporate Head Quarters  
Rupayan Trade Centre (14<sup>th</sup> Floor)  
114-115 Kazi Nazrul Islam Avenue,  
Bangla Motor, Dhaka-1000  
Phone: +88-02-41032881-82 +88-02-41031425-26  
+88-02-41031775-76  
Email: [asiainsu@gmail.com](mailto:asiainsu@gmail.com)  
[info@asiainsurancebd.com](mailto:info@asiainsurancebd.com)  
web: [www.asiainsurancebd.com](http://www.asiainsurancebd.com)

## Gratitude

The member of the Board of Directors of Asia Insurance PLC would like to place on record their gratitude to all the valued Shareholders, Clients, Patrons and Well-Wishers for their continued support and cooperation. We are also indebted to the Government of Bangladesh, IDRA, Bangladesh Securities & Exchange Commission (BSEC), Stock Exchanges, Commercial Banks & Financial institutions, Office of the Registrar of Joint Stock Companies & Firms and all other concerned for their continued and kind support. Finally, the Board would like to place on record their deepest appreciation for the dedicated services rendered by all the employees of the Company.

On behalf of the Board of Directors



**Mohammad Mustafa Haider**  
Chairman