

NOTICE OF 31st ANNUAL GENERAL MEETING (AGM)**A virtual meeting through digital platform**

NOTICE is hereby given to all the members of HeidelbergCement Bangladesh Limited that the 31st Annual General Meeting (AGM) of the Company will be held using **Digital Platform** (in accordance with BSEC Order SEC/SRMC/04-231/932 dated 24 March 2020) on Tuesday, 30 June 2020 at 11.00 A.M., to transact the following business:

AGENDA**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31 December 2019 together with the Reports of the Auditors and the Directors thereon.
2. To approve dividend as recommended by the Board of Directors.
3. To approve the appointment of Mr. Abdul Khalek, FCA as an Independent Director.
4. To appoint Directors in place of Ms. Sim Soek Peng, Mr. Fong Wei Kurk, and Mr. Jashim Uddin Chowdhury, FCA, who are retiring by rotation and being eligible have offered themselves up for re-appointment.
5. To appoint M/s. ACNABIN, Chartered Accountants, as the Statutory Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration. To appoint and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 210 and other applicable provisions of the Companies Act, 1994, and pursuant to the recommendations of the Board Audit Committee and the Board of Directors, M/s. ACNABIN, Chartered Accountants (licensed to practice under ICAB, Bye-law 1973), having consented to act as such, be and are hereby appointed as the Auditors of the Company from the conclusion of this Meeting to hold office until the conclusion of the next Annual General Meeting, at a remuneration of BDT 850,000.00 (BDT Eight Lac Fifty Thousand) to conduct the audit for the financial year ending 31 December 2020 payable in one or more installments plus Value Added Tax (VAT) as applicable."

6. To re-appoint M/s. Hoque Bhattacharjee Das & Co., Chartered Accountants, as the Compliance Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration.

SPECIAL BUSINESS:

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to paragraph (a) of Notification No. BSEC/CMRRCD/2009-193/2/Admin/103 dated 5 February 2020 of the Bangladesh Securities and Exchange Commission, approval is hereby granted to the Company to purchase raw materials namely clinker, slag, gypsum, and limestone from HC Trading Malta Limited, a related party to the Company, amounting to more than one percent (1%) of the Company's revenue for the immediate preceding financial year."

Explanatory Statements:**Agenda No. 5**

The current Statutory Auditor of the Company, Hoda Vasi Chowdhury & Co., Chartered Accountants, will retire from the office of auditors as per notification no. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018 issued by the Bangladesh Securities and Exchange Commission, as the auditors have completed three (3) consecutive years of auditing the Company. M/s. ACNABIN, Chartered Accountants having office at BDBL Bhaban (Level-13), 12 Kawran Bazar Commercial Area, Dhaka-1215, Bangladesh, have already indicated their interest and consent to act as auditor of the Company for the year ending 31 December 2020, if they are appointed so. The Board of Directors recommends the above ordinary resolution for the members' approval.

Agenda No. 7

The Company in its ordinary course of business and/or on arm's length basis sources material from different suppliers of raw materials. To ensure the stability of supplies in terms of quality, price and logistics, the Company proposes to enter into transaction(s) with HC Trading Malta Limited ("HCT") (a related party of the Company as defined in the International Financial Reporting Standards). Pursuant to paragraph (a) of Notification No. BSEC/CMRRCD/2009-193/2/Admin/103 dated 5 February 2020 of the Bangladesh Securities and Exchange Commission, no issuer company shall, except with the approval of the general body of its shareholders, enter into any contract for the supply of goods and materials amounting to 1% (one percent) or above of the revenue for the immediate preceding financial year with any related party.

The Company envisages that the transaction(s) entered into with HCT whether individually and/or in the aggregate would exceed the stipulated threshold of 1% (one percent) of the annual turnover of the Company as per the latest audited financial statements of the Company during a financial year of the Company. Hence, approval of the shareholders is being sought for the said related party transaction(s) proposed to be entered into by the Company with HCT in the financial year 2020. The Board of Directors recommends the above ordinary resolution for the members' approval.

By Order of the Board

**Md. Emdadul Haque, ACA**

Company Secretary

Dated: 15 June 2020

NOTES:

- Due to closure of trading and settlement activities on the Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) from 26 March to 30 May 2020, the **'Record Date'** in lieu of Book Closure has been shifted from 28 May 2020 to 14 June 2020. Accordingly, the date of the 31st AGM has been shifted from 24 June 2020 to 30 June 2020 in compliance with the relevant regulations vide the decision of the Board of Directors of the Company.
- The Shareholders whose names would appear in the Register of Members of the Company or the Depository on the 'Record Date' will be eligible to attend the 31st AGM through the online live portal to ensure the safety of Shareholders given the ongoing coronavirus pandemic.
- The detailed login process and link of the online live portal to attend the meeting will be communicated to the shareholders in due course. Therefore, the shareholders are requested to update their email addresses through their respective Depository Participant (DP).
- A Shareholder entitled to attend and vote at the AGM may appoint a Proxy in his/her stead. Such proxy must be a Shareholder of the Company. The Proxy Form must be affixed with requisite revenue stamp and must be deposited at the Corporate Office of the Company at least 48 hours before the time fixed for the Meeting.
- The soft copy of the Annual Report-2019 of the Company will be sent to the shareholders' respective e-mail addresses. However, interested shareholders may collect hard copies of the Annual Report-2019 from the Company's share office by submitting a written request. The soft copy of Annual Report-2019 is available on the Company's website at http://www.heidelbergcementbd.com/investors_relation.aspx.