

NOTICE OF 6TH EXTRAORDINARY GENERAL MEETING (EGM) OF THE SHAREHOLDERS AND MEMBERS OF HEIDELBERGCEMENT BANGLADESH LIMITED

Notice is hereby given to all the shareholders and members of the Company that in accordance with the direction of the Hon'ble High Court by an order dated 16 December 2019 passed in the Company Matter No. 308 of 2019, the 6th Extraordinary General Meeting of the shareholders and members of the Company will be held on **Tuesday, 25 February 2020 at 10.00 AM** at the registered office & factory premises at Tatki, Jaitramora, Tarabow, Ruggoni, Narayanganj, Bangladesh for the purpose of considering and, if thought fit, approving with or without modification of the Scheme of Amalgamation, and to pass with or without modification, the following resolution as Special Resolution:

**AGENDA FOR SPECIAL RESOLUTION:
APPROVAL OF THE SCHEME OF AMALGAMATION FOR MERGER OF MEGHNA ENERGY LIMITED WITH HEIDELBERGCEMENT BANGLADESH LIMITED**

To consider, and if thought fit, to pass the following resolution as a special resolution, with or without modification:

'RESOLVED THAT the draft Scheme of Amalgamation for merger of Meghna Energy Limited (the "Transferor Company") with HeidelbergCement Bangladesh Limited (the "Transferee Company") and vesting of undertaking of the Transferor Company to the Transferee Company (the "Scheme") be and is hereby approved and subject to compliance with the conditions as provided in the Scheme, sanction of the Scheme by the High Court Division of the Supreme Court of Bangladesh in accordance with the provisions of Sections 229 and 229 of the Companies Act, 1994, and approval of the Scheme by the shareholders and creditors of both the Transferee Company and Transferor Company in accordance with law in similar manner, Meghna Energy Limited be amalgamated with HeidelbergCement Bangladesh Limited upon the terms of the Scheme."

The shareholders and members of the Company are hereby requested to attend the meeting on the date, time and at the place mentioned above.

By the order of the Board


Md. Emdadul Haque
Company Secretary

Dated: Dhaka, 29 January 2020

NOTES:

- The **Record Date** in lieu of Book Closure was on **28 January 2020**. The Shareholders whose names would appear in the Register of Members of the Company or in the Depository on the Record Date will be eligible to attend and vote in the EGM.
- A Shareholder entitled to attend and vote at the EGM may appoint a Proxy in his/her stead. Such a 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 Shareholders are requested to notify change of address, if any, to the Company in writing at the Corporate Office.
- Admission to the meeting venue will be strictly on the production of the attendance slip sent with the notice.
- The draft Scheme of Amalgamation (the "Scheme") is being circulated together with this notice as **Annexure A** and the same constitutes an integral part of the notice. The copies of the Scheme are kept in the registered office of the Company and shall be available in the EGM venue during the meeting for the inspection of the members. The members may download the soft copy of this notice of the EGM together with the Scheme from the Company's website: http://www.heidelbergcementbd.com/investors_relations.aspx.

In accordance with the Bangladesh Securities and Exchange Commission's circular No. SECC/MR/CD/2009-193/154 dated 24 October 2013, no food or gift will be arranged at the EGM.