

**Notice of 37<sup>th</sup> Annual General Meeting (AGM)**  
**A virtual meeting through a digital platform**

NOTICE is hereby given to all the members of Heidelberg Materials Bangladesh PLC. that the 37<sup>th</sup> Annual General Meeting (AGM) of the Company will be held by using a digital platform on Thursday, 18 June 2026 at 10.00 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 2025 together with the Reports of the Auditors and the Directors thereon.
2. To approve dividends as recommended by the Board of Directors.
3. To approve the appointment of Ms. Syeda Durdana Kabir as an Independent Director.
4. To appoint Directors in place of Mr. Md. Emdadul Haque, Mr. Niranjana Chandra Debnath, and Mr. Sebastian Schwörer, who are retiring by rotation and being eligible have offered themselves for re-appointment.
5. To appoint Howladar Yunus & Co., Chartered Accountants, as the Statutory Auditor 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.
6. To appoint M/s. Tasnuva Mahedi Bhola (TMB), Chartered Accountants, as the Corporate Governance Compliance Auditor 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 1(b) of Notification No. BSEC/CMRRCD/2009-193/10/Admin/118 dated 22 March 2021 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 HM Trading Global (APAC) Pte. Ltd., a related party to the Company, amounting to more than 10% (ten percent) of the Company’s revenue for the immediate preceding financial year.”

**Explanatory Statements:**

**Agenda No. 7**

The Company, in its ordinary course of business and/or on an 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 HM Trading Global (APAC) Pte. Ltd. (the related party of the Company as defined in the International Financial Reporting Standards). According to paragraph 1(b) of Notification No. BSEC/CMRRCD/2009-193/10/Admin/118 dated 22 March 2021 of the Bangladesh Securities and Exchange Commission, no issuer company shall, except with the approval of the general body of its shareholders with majority vote excluding the vote of the concerned or connected shareholders or directors or related party, enter into any contract for the supply of goods and materials amounting to 10% (ten percent) or above of the total revenue or turnover as shown in the statement of profit or loss and other comprehensive income for the immediate preceding financial year with any related party.

**Heidelberg Materials Bangladesh PLC.**

**Corporate Office:**

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The Company envisages that the transaction(s) entered into with HM Trading Global (APAC) Pte. Ltd. whether individually and/or in the aggregate would exceed the stipulated threshold of 10% (ten percent) of the annual turnover of the Company as per the latest audited statement of profit or loss and other comprehensive income 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 HM Trading Global (APAC) Pte. Ltd. in the financial year 2026. The Board of Directors recommends the above ordinary resolution for the members' approval.

By Order of the Board



**Sultan Reaz Mahmud ACS**  
Acting Company Secretary

Dated: 21 May 2026

**NOTES:**

- The '**Record Date**' was on **20 May 2026**. 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 37<sup>th</sup> Annual General Meeting and receive Dividends.
- 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 37<sup>th</sup> AGM through the online live portal.
- The detailed login process and link to 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 Participants (DP).
- A Shareholder entitled to attend and vote at the AGM 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 the 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 members of the Company are hereby requested to update their bank account number, mailing address, mobile number, especially 12-digit E-TIN, etc., through their respective DP and BO accounts before the Record Date, i.e. 20 May 2026. If anyone fails to update their E-TIN in the BO account before the Record date, disbursement of the respective cash dividend will be subject to a deduction of AIT @15% instead of 10% per regulation.
- Shareholders bearing folio numbers are requested to submit their 12-digit E-TIN certificate to the Share Department of the Company, latest by 04 June 2026, failing which Income Tax at source will be deducted from the cash dividend @15% instead of 10% from the dividend.
- Concerned brokerage houses are also requested to provide statements with the details (member's name, BO ID number, client-wise shareholding position, gross dividend receivable, applicable tax rate, and net dividend receivable) of their margin loan holders, as on the record date, to the Company's share office on or before 04 June 2026. The brokerage houses are also requested to provide their bank account name & number, and routing number as well.
- The soft copy of the Annual Report-2025 of the Company will be sent to the shareholders' respective e-mail addresses. However, interested shareholders may collect hard copies of the Annual Report-2025 from the Company's share office by submitting a written request. The soft copy of the Annual Report-2025 will be available on the Company's website at <https://heidelbergmaterialsbd.com/financial-statements>.

## Heidelberg Materials Bangladesh PLC.

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