

HEIDELBERGCEMENT BANGLADESH LIMITED

Registered Office: Mouza - Tatki, P.O. - Tarabow, Tarabow Pouroshava, P.S. - Rupgonj, Dist. - Narayangonj
Corporate Office: Symphony (6th & 7th Floor), Plot No. SE(F)9, Road No.142, Gulshan Avenue (South), Dhaka-1212

NOTICE OF AN 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 7 February 2021 passed in the Company Matter No. 31 of 2021, an Extraordinary General Meeting of the shareholders and members of the Company will be held by using Hybrid System in combination of physical presence at the venue and via the digital platform on **Sunday, 2 May 2021 at 10.00 AM** at the registered office & factory premises at Tatki, Jatramora, Tarabow, Rupgonj, Narayangonj, 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 1) EMIRATES CEMENT BANGLADESH LIMITED AND 2) EMIRATES POWER COMPANY LIMITED (TRANSFEROR COMPANIES) WITH HEIDELBERGCEMENT BANGLADESH LIMITED (TRANSFEEE COMPANY)

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 the merger of Emirates Cement Bangladesh Limited and Emirates Power Company Limited (the "Transferor Companies") 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 228 and 229 of the Companies Act, 1994, and approval of the Scheme by the shareholders and creditors of both the Transferee Company and the Transferor Companies in accordance with the law in similar manner, Emirates Cement Bangladesh Limited and Emirates Power Company 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 order of the Court

M. Ashraf Ali
07/04/2021

Muhammed Ashraf Ali
Barrister-at-Law

Court Appointed Chairman

Dated: 07 April 2021

NOTES:

- The '**Record Date**' in lieu of Book Closure was on **25 March 2021**. 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 at 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_relation.aspx.
- In addition, the detailed login process and link of the online live portal to attend the meeting will be communicated to the shareholders in due course.

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