

Lafarge Surma Cement Ltd.

A company of **LAFARGE** and **CEMENTOS MOLINS**

Registered Office: Suvastu Imam Square, 3rd floor, 65 Gulshan Avenue, Gulshan 1, Dhaka 1212, Bangladesh
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NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of Lafarge Surma Cement Limited (the "Company") will be held on Tuesday, January 31, 2017 at 11:00 A.M. at the Cement Plant of the Company at village Noarai, Chhatak, Sunamganj to transact the following business:

AGENDA FOR ORDINARY RESOLUTION:

To consider and approve the Share Purchase Agreement ("SPA") dated December 23, 2016, executed between Lafarge Surma Cement Ltd. and Holderfin B.V. for purchase of 100% shares minus one (1) share of Holcim Cement (Bangladesh) Ltd. for a consideration of USD 117 million (United States Dollar one hundred and seventeen million) only.

AGENDA FOR SPECIAL RESOLUTION:

To consider and if thought fit, to pass, with or without modification(s), following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 11(6) of the Companies Act, 1994 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 1994, subject to approval of the Registrar of Joint Stock Companies and Firms and any other regulatory authorities as may be necessary, consent of the members, be and is hereby, accorded to change the name of the Company from "Lafarge Surma Cement Limited" to "LafargeHolcim Bangladesh Limited" or any other name as may be approved by the Registrar of Joint Stock Companies and Firms, Dhaka and other regulatory authorities, if applicable, whether under the Companies Act, 1994 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

I. The name of the Company is "**LafargeHolcim Bangladesh Limited**".

FURTHER RESOLVED THAT in terms of Section 20 of the Companies Act, 1994 the Articles of Association of the Company be altered by deleting the existing name of the Company, Lafarge Surma Cement Ltd., wherever appearing, and substituting it with the new name of the Company, "LafargeHolcim Bangladesh Limited".

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof, be and is hereby, authorized to accept any other name approved by the relevant regulatory authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval."

All shareholders of the Company are requested to make it convenient to attend the meeting accordingly.

By order of the Board



Kazi Mizanur Rahman
Company Secretary

Dated: Dhaka, January 9, 2017

Notes:

- The Record Date of the Company was on Sunday, January 8, 2017 (which was intimated earlier). Members, whose names appeared in the Company's register (certificated and depository) at the close of business on the Record Date, will be entitled to attend the EGM.
- A Member eligible to attend and vote in the EGM is entitled to appoint a proxy to attend and vote on his/her behalf. No person shall act as proxy unless he/she is entitled to be present and vote in the EGM in his/her own right. The proxy form, duly stamped with a revenue stamp of Tk.20, must be deposited at the Registered Office of the Company not less than 72 hours before the time fixed for the EGM.
- Admission into the EGM venue will be allowed on production of the Attendance Slip attached with the Proxy Form.
- In compliance with the Bangladesh Securities and Exchange Commission's Circular (No.SEC/CMRRCD/2009-193/154 dated October 24, 2013), no food or gift will be arranged at the EGM.