

# LafargeHolcim Bangladesh Limited

A company of  LafargeHolcim and 

Registered Office: NinaKabbo, Level-7, 227/A Bir Uttam Mir Shawkat Sarak (Tejgaon Gulshan Link Road), Tejgaon, Dhaka-1208, Bangladesh  
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## NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

Notice is hereby given in pursuance of the order dated 13th December 2018 passed by the Hon'ble High Court Division of the Supreme Court of Bangladesh in Company Matter No. 376 of 2018 that an Extraordinary General Meeting of the Shareholders of LafargeHolcim Bangladesh Limited (the "Company") will be held on **March 21, 2019 at 10:00 A.M.** at Ninakabbo, Level 13, 227/A, Bir Uttam Mir Shawkat Sarak (Tejgaon Gulshan Link Road), Tejgaon, Dhaka 1208, Bangladesh for the purpose of considering and, if thought fit, approving with or without modification the Scheme of Amalgamation, and to pass, with or without modification, the following resolution as a Special Resolution.

### AGENDA FOR SPECIAL RESOLUTION:

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

"RESOLVED THAT the Scheme of Amalgamation of **Holcim Cement (Bangladesh) Limited (Transferor Company)** with **LafargeHolcim Bangladesh Limited (Transferee Company)**, attached as **Annexure "A"** and placed before the Shareholders, is hereby approved in its entirety subject to sanction of the Hon'ble High Court Division of the Supreme Court of Bangladesh and compliance with other relevant legal and regulatory formalities."

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

By the order of the Board



Kazi Mizanur Rahman  
Company Secretary

Dated: Dhaka, February 10, 2019

### NOTES

- The draft Scheme of Amalgamation is being circulated along with this notice as **Annexure A** and the same formulates an integral part of the notice. The draft Scheme of Amalgamation has also been published in the website of the Company [www.lafargeholcim.com.bd](http://www.lafargeholcim.com.bd). Copies are kept in the registered office of the Company and shall also be available in the EGM venue during the meeting for inspection of the shareholders.
- The Record Date of the Company is on **February 7, 2019** (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.