



RAK Ceramics (Bangladesh) Limited
RAK Tower (7th, 8th & 9th floor), 1/A Jasimuddin Avenue, Sector-3, Uttara Model Town, Dhaka-1230

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of RAK Ceramics (Bangladesh) Limited will be held on Sunday, September 20, 2015 at 10:30 a.m. at International Convention City, Bashundhara (Pushpoguscho), Joarshahara, Purbachal Link Road, Khilkhet, Dhaka-1229, Bangladesh to transact the following businesses and, if deem fit, to adopt the following resolutions as proposed by the Board of Directors:

AGENDA

1. To consider increasing the equity investment in RAK Power Pvt. Ltd. from the existing 57% to 100% through purchase of shares from the other shareholders of RAK Power Pvt. Ltd.

Proposed Extraordinary Resolution:

“**RESOLVED** that the equity investment in RAK Power Pvt. Ltd. may be increased from the existing 57% to 100% through purchase of 881,500 number of ordinary shares of BDT 100/- each from all the other shareholders of RAK Power Pvt. Ltd. [Subsidiary of RAK Ceramics (Bangladesh) Limited] @ BDT 255/- per share totaling to BDT 224,782,500/- (Two hundred twenty four million seven hundred eighty two thousand five hundred)only subject to the approval by the concerned authorities for the interest of the business of the Company.”

2. To consider increasing the equity investment in RAK Security and Services (Pvt.) Ltd. from the existing 35% to 100% through purchase of shares from the other shareholders of Security and Services (Pvt.) Ltd.

Proposed Extraordinary Resolution:

“**RESOLVED** that the equity investment in RAK Security and Services Pvt. Ltd. may be increased from the existing 35% to 100% through purchase of 6,500 number of ordinary shares of BDT 100/- each from all the other shareholders of RAK Security and Services Pvt. Ltd. [Associate of RAK Ceramics (Bangladesh) Limited] @ BDT 2,875/- per share totaling to BDT 18,687,500/- (Eighteen million six hundred eighty seven thousand five hundred) only subject to the approval by the concerned authorities for the interest of the business of the Company.”

3. To consider sale of shares of RAK Paints (Pvt.) Ltd. held by RAK Ceramics (Bangladesh) Limited.

Proposed Extraordinary Resolution:

“**RESOLVED** that the entire shareholding i.e. 2,467,500 numbers of ordinary share of BDT 100/- each (47% of the paid up capital) of RAK Paints (Pvt.) Ltd. held by RAK Ceramics (Bangladesh) Limited may be sold to Mr. S.A.K. Ekramuzzaman [Managing Director of RAK Ceramics (Bangladesh) Limited and the existing shareholders of RAK Paints (Pvt.) Ltd.] @ BDT 90/- per share totaling to BDT 222,075,000/- (Two hundred twenty two million seventy five thousand) subject to the allotment of shares against share money deposit and approval by the concerned authorities for the interest of the business of the Company.”

All members are requested to attend the meeting on the date, time and place as mentioned above.

By order of the Board of Directors

Sd/-

(Muhammad Shahidul Islam FCS)
Company Secretary

Place: Dhaka
Date: August 27, 2015

Notes:

1. The shareholders whose name appeared in the Share Register of the Company or in the Depository Register on the 'Record Date' (i.e. August 17, 2015) will be entitled to attend and vote in the meeting.
2. A shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint a proxy to attend and vote in his/her behalf (such proxy shall be a shareholder of the Company). The Proxy Form, duly filled and stamped, must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
3. Admission to the meeting will be strictly on production of the attendance slip.
4. In case of non-receipt of the Notice of the Extraordinary General Meeting sent through courier, shareholders may collect the same from the Registered Office of the Company within 17 September 2015.

Shareholders may please note that no food or gift or benefit in cash or kind shall be given at the Extraordinary General Meeting (EGM).