

REVISED NOTICE OF THE 21st ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting (AGM) of RAK Ceramics (Bangladesh) Limited will be held on Monday, May 04, 2020 at 12:00 pm (Bangladesh Time). The AGM will be held virtually by using digital platform through the following link <https://bit.ly/rakagm2020> to transact the following businesses:

AGENDA

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 December 2019, together with the reports of the Auditor and the Directors.
2. To declare dividend for the year ended 31 December 2019.
3. To elect/re-elect Director(s) of the Company.
4. To appoint the Statutory Auditors of the Company for the year 2020 and fix their remuneration.
5. To appoint the Chartered Secretary in Practice (Compliance Auditors) of the Company for the year 2020 for compliance certification on corporate governance and fix their remuneration.
6. To approve of entering into contract for supply of goods and materials with Mohammed Trading amounting to 1% (one percent) or above of the revenue for the immediately preceding financial year.

Dhaka, Bangladesh
Date: April 19, 2020

By order of the Board of Directors

S/d
(Muhammad Shahidul Islam FCS)
Company Secretary

Notes:

1. The shareholders whose name appeared in the Share/Depository Register as on the 'Record Date' (i.e. February 25, 2020), are eligible to participate in the 21st AGM and receive the dividend.
2. The Board unanimously recommended dividend @ 15% in cash of the paid up capital of the Company for the year 2019.
3. Shareholders may please note that pursuant to Corporate Governance Code, 2018 of the BSEC dated June 03, 2018, M/s. Jasmin & Associates, Chartered Secretaries & Corporate Affairs Consultants, has been recommended by the Board of Directors to be appointed as Compliance Auditors of the Company for the year 2020 for compliance certification on corporate governance subject to approval of the shareholders.
4. In order to comply with the BSEC notification No. BSEC/CMRRCD/2009-193/2/Admin/103 dated 05 February 2020, the Board of Directors has recommended to enter into contract for supply of goods and materials with Mohammed Trading amounting to 1% (one percent) or above of the revenue for the immediately preceding financial year subject to approval of the shareholders.
5. A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend and vote in his/her behalf (such a proxy shall be a shareholder of the Company). The Proxy Form, duly filled, signed and stamped of BDT 20 must be sent through email to the Company at sharedepartment.bgd@rakceramics.com not later than 48 hours before the time fixed for the meeting.
6. Shareholders are requested to submit through mail to the Company at sharedepartment.bgd@rakceramics.com on or before April 30, 2020, their written option to receive dividend in the form available in Company's website www.rakcerambd.com. If the shareholder fails to submit such option within the stipulated time, the dividend will be paid off as deemed appropriate by the Company.
7. Brokerage houses/DPs are requested to submit through mail to the Company at sharedepartment.bgd@rakceramics.com on or before April 30, 2020; the statement along with detail of their margin loan holders, who are entitled to receive cash dividend of the Company for the year ended December 31, 2019. The statement should include shareholder's name, BO ID number, client-wise

RAK Ceramics (Bangladesh) Limited

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shareholding position, gross dividend receivable, applicable tax rate, net dividend receivable, bank account number, routing number, contact person, etc.

8. Pursuant to the Bangladesh Securities and Exchange Commission's Order No. SEC/SRMIC/04-231/932 dated 24 March 2020, the AGM will be virtual meeting of the Shareholders, which will be conducted via live webcast by using digital platform.
9. The detailed procedures to participate in the virtual meeting along with link are available in the Company's website **www.rakcerambd.com**.
10. The shareholders will be able to submit their questions/comments and vote electronically 24 hours before commencement of the AGM and during the AGM. For logging in to the system, the shareholders need to put their 16 digit Beneficial Owner (BO) ID number and other credential as proof of their identity by visiting the link **<https://bit.ly/rakagm2020>**.
11. Shareholders are requested to log in to the system prior to the meeting start time of 12:00 pm (Bangladesh Time) on 4th of May 2020. The webcast will start at 11.45 am of May 04, 2020. Please contact **+8801730058055** for any technical difficulties in accessing the virtual meeting.
12. Revised notice of the 21st AGM and detail log in process has been sent through email to respective shareholder's mail ID available in their BO Account maintained with the Depository.

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The detailed procedures to participate in the virtual AGM

Procedure to log in to participate in the AGM

The shareholders whose name appeared in the Share/Depository Register as on the 'Record Date' (i.e. February 25, 2020), are eligible to participate in the 21st AGM. The shareholders will be able to participate in the AGM online from your laptop, desktop, tablet and smartphone. For logging in to the system, the shareholders need to put their 16 digit Beneficial Owner (BO) ID number and other credential as proof of their identity by visiting the link <https://bit.ly/rakagm2020>.

Procedure of submit questions/comments prior to and during the meeting

The shareholders will be able to submit their questions/comments and vote electronically 24 hours before commencement of the AGM and during the AGM by visiting the link <https://bit.ly/rakagm2020> or through emailing to sharedepartment.bgd@rakceramics.com

How the Company will address shareholders questions/comments

During the live Q&A session on the AGM day, the Board and the Management will try to answer the relevant questions, which will be submitted through the system and email prior to or during the meeting. However, RAK Ceramics (Bangladesh) limited reserves the right to edit and reject questions if it deems inappropriate.

Who are entitled to vote in the AGM

The shareholders whose name appeared in the Share/Depository Register as on the 'Record Date' (i.e. February 25, 2020), are eligible to cast one vote per share on each Agenda item at the AGM. Shareholders can vote electronically 24 hours prior to commencement of the AGM and during the AGM in "FAVOUR" or "AGAINST" with respect to each agenda item.

Deadline for voting

The shareholders vote must be received before the polls close for each agenda items during the AGM. Each agenda will be passed by the vote of the majority of votes cast. Each agenda receiving more votes in "FAVOUR" than votes "AGAINST" will be passed.

If there is any technical difficulties or trouble accessing the virtual meeting

For any technical difficulties in accessing the virtual meeting through the link, please contact **+8801730058055**.