



CONFIDENCE CEMENT LIMITED

Registered office: Confidence Heights, Plot-1, Lane -1, Road-2, Block-L, Halishahar H/E, Agrabad Access Road, Chattogram, Tel: 02333311471-3, 02333311475
Liaison Office: Ispahani Building (3rd floor), 14-15 Motijheel C/A., Dhaka, Tel: 02-223382431, 02-223354934

Notice of the 5th Extraordinary General Meeting

Notice is hereby given that the **5th Extraordinary General Meeting (EGM) of Confidence Cement Limited** will be held on **Tuesday, the 4th April 2023 at 11:00 a.m.** The EGM will be held virtually by using digital platform to transact the following business:

AGENDA

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

AGENDA-1

TO APPROVE THE ISSUANCE OF CONVERTIBLE PREFERENCE SHARES OF UP TO BDT 150 CRORE BY THE COMPANY ALONG WITH THE FOLLOWING SALIENT FEATURES.

Salient Features

Instrument	:	Convertible Preference Share
Issue Size	:	BDT 150 Crore
Dividend Rate	:	Fixed dividend rate between 9.00% p.a. to 12.00% p.a. subject to prevailing market conditions at the time of issuance
Face Value of Each Shares	:	BDT 10
Total Number of Preference Shares	:	150,000,000
Conversion Period	:	End of 12th Month, 24th Month, 36th Month, 48th Month, and 60th Month
Conversion Availability Period	:	12 months from the date of issuance
Proposed Conversion Mechanism	:	Preference shares will be converted into common equity at a predetermined rate. Here, price of the equity will be determined based on the weighted average price of CONFIDCEM of last 180 days traded at DSE
Conversion Rate	:	Yearly 20% of the preference share (Face Value) will be eligible for conversion into common equity [5 X 20%= 100%]
Carry Forward Redemption	:	Any unexercised Conversion Option in a single year shall be carried forward to the subsequent years until maturity
Final Redemption/ Conversion	:	At the end of 5th year remaining amount of the preference share (face value) will be converted to common equity or will be redeemed based on the preference of the investors
Underwriting Requirement	:	At least 20% of the public offering on firm commitment basis

“RESOLVED THAT the consent of the Members of the Company be and is hereby accorded for issuance of Convertible Preference Shares up to BDT 150 (One Hundred and Fifty) Crore only in order to meet ongoing financial requirements and equity injection to the associate companies along with the following salient features as may be modified further pursuant to the instructions of the Bangladesh Securities and Exchange Commission (BSEC) or the requirement of law, subject to approval of the BSEC, Stock Exchanges and complying with the requirements embodied in relevant laws and regulatory authorities concerned:

Salient Features

Instrument	:	Convertible Preference Share
Issue Size	:	BDT 150 Crore
Dividend Rate	:	Fixed dividend rate between 9.00% p.a. to 12.00% p.a. subject to prevailing market conditions at the time of issuance
Face Value of Each Shares	:	BDT 10
Total Number of Preference Shares	:	150,000,000
Conversion Period	:	End of 12th Month, 24th Month, 36th Month, 48th Month, and 60th Month
Conversion Availability Period	:	12 months from the date of issuance
Proposed Conversion Mechanism	:	Preference shares will be converted into common equity at a predetermined rate. Here, price of the equity will be determined based on the weighted average price of CONFIDCEM of last 180 days traded at DSE
Conversion Rate	:	Yearly 20% of the preference share (Face Value) will be eligible for conversion into common equity [5 X 20%= 100%]
Carry Forward Redemption	:	Any unexercised Conversion Option in a single year shall be carried forward to the subsequent years until maturity
Final Redemption/ Conversion	:	At the end of 5th year remaining amount of the preference share (face value) will be converted to common equity or will be redeemed based on the preference of the investors
Underwriting Requirement	:	At least 20% of the public offering on firm commitment basis

“RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board”) to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such agreements, arrangements and documents as may be necessary, expedient and/or appropriate in the best interest of the Company in order to implement, finalize, give full effect to and complete the proposed Issuance of Convertible Preference Shares (including without limitation, to delegate such authority to designated officer(s)), with full powers to assent to and/or accept any conditions, variations, arrangements and/or amendments as may be imposed or permitted by any relevant authorities and/or parties in connection with the proposed issuance of Convertible Preference Share.”

AGENDA-2

TO INCREASE THE AUTHORIZED CAPITAL OF THE COMPANY FROM THE EXISTING TK 100 CRORE TO TK 350 CRORE ALONG WITH THE INCLUSION OF PREFERENCE SHARES AS THE CAPITAL ITEM TO BE DIVIDED INTO 200,000,000 (TWENTY CRORE) ORDINARY SHARES OF TK. 10.00 (TAKA TEN) EACH AMOUNTING TO BDT 2,000,000,000 (TAKA TWO HUNDRED CRORE) AND 150,000,000 (FIFTEEN CRORE) PREFERENCE SHARES OF TAKA 10.00 (TAKA TEN) EACH AMOUNTING TO BDT 1,500,000,000 (TAKA ONE HUNDRED AND FIFTY CRORE).

RESOLVED THAT the consent of the Members of the Company be and is hereby accorded for the increase in the Authorized Capital of the Company from the existing TK 100 Crore to TK 350 Crore along with the inclusion of Preference Shares as the capital item to be divided into 200,000,000 (Twenty Crore) ordinary shares of Tk. 10.00 (Taka ten) each amounting to BDT 2,000,000,000 (Taka Two Hundred Crore) and 150,000,000 (Fifteen Crore) preference shares of Taka 10.00 (Taka ten) each amounting to BDT 1,500,000,000 (Taka One Hundred and Fifty Crore).

AGENDA-3

TO ALTER THE EXISTING CLAUSE - V [SHARE CAPITAL] OF THE MEMORANDUM OF ASSOCIATION AND ARTICLE 5 [SHARE CAPITAL] OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

“RESOLVED THAT the consent of the Members of the Company be and is hereby accorded for alteration of the existing Clause – V [Share Capital] of the Memorandum of Association and Article 5 [Share Capital] of the Articles of Association of the Company by substituting in their place and stead the following”

“The Authorized Share Capital of the Company is TK. 350 Crore divided into 200,000,000 (Twenty Crore) ordinary shares of Tk. 10.00 (Taka Ten) each amounting to BDT 2,000,000,000 (Taka Two Hundred Crore) and 150,000,000 (Fifteen Crore) preference shares of Taka 10.00 (Taka ten) each amounting to BDT 1,500,000,000 (Taka One Hundred and Fifty Crore) with powers to increase and reduce the capital and to divide the shares into different classes, to attach thereto any special right or privileges or conditions, or to consolidate or subdivide the shares. Provided that when the capital (by reason of the issue of Preference shares or otherwise), is divided into different classes of shares, all or any of the rights and privileges attached to such class once granted / approved by the Company in general meeting may, only, be modified, commuted, affected, abrogated, varied or dealt with by agreement between the Company and any person purporting to contract on behalf of that class, provided that such agreement is consented to in writing by, unless a different proportion is mentioned in the relevant Investment Agreement, the holders of at least three fourths of the issued shares of that class or sanctioned by a resolution passed at a separate general meeting of the holders of shares of that class and all the provisions hereinafter contained as to general meeting shall mutatis mutandis, apply to every such meeting, except that the quorum there of shall be not less than two persons holding or representing by proxy one-fifth of the nominal amount of the issued shares of the class. The Company shall comply with the requirement of the Companies Act, 1994 as to forwarding a copy of any such agreement of resolution to the Registrar”.

AGENDA-4

TO ALTER THE EXISTING ARTICLE 63 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY IN ORDER TO AUTHORIZE/ENABLE THE COMPANY TO ISSUE CONVERTIBLE PREFERENCE SHARE.

“RESOLVED THAT to enable/authorize the Company to issue Preference Shares with/without conversion feature, the consent of the Members of the Company be and is hereby accorded for alteration of the existing Article 63 of the Articles of Association of the Company by substituting in its place and stead the following:

63. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting creating the same shall direct and if no such direction be given, as the directors shall determine. Subject to the Companies Act 1994, the Directors may issue Preference Shares of same class or different classes on the terms and in such manner as the Company in General Meeting may by special resolution prescribe and in particular such shares may be issued with a preferential or qualified right to dividends and in distribution of the assets of the Company. Furthermore, subject to the applicable laws and approval from Bangladesh Securities and Exchange Commission (BSEC) when applicable, and special resolution of the company as may be prescribed in the General Meeting, Preference Shares may be **issued with or without conversion feature and may be redeemed or converted on the terms that they are or at the option of holders of the Preference shares or the Company are to be liable to be redeemed or converted.**”

By order of the Board



Md. Delwar Hossain FCS
Company Secretary

Dated : March 13, 2023



Notes:

- i) Members whose names appear in the Member's Register and/or Depository Register on the Record Date, i.e. **13th March 2023** shall be eligible to attend the 5th EGM (virtual meeting) of the Company.
- ii) A Member may appoint a proxy to attend and vote in his/her place by filling out a proxy form. The proxy form, duly completed and stamped, must be deposited at the Registered Office or a scanned copy can be mailed to info.ccl@cg-bd.com not later than 72 hours before the time scheduled for holding the meeting, as per articles 109 and 110 of the Articles Of Association of the Company.
- iii) The link for the virtual EGM is <https://meetbd.live/egm2023ccl> and detailed procedures to attend the meeting will be communicated to the shareholders email ID and / or cell number in due course, and it would also be available at the website of the company: www.confidencement.com.bd
- vi) The members will be able to submit their questions/comments and vote electronically 48 hours before commencement of the EGM i.e. from 11:00 am Sunday, April 02, 2023. For logging into the link, the members need to put their 16-digit Beneficial Owner (BO) Number /Folio Number and Number of shares held on Record Date as proof their identity.