

Premier Cement Mills PLC

T.K Bhaban, 13 Kawran Bazar, Dhaka 1215 (the "Company")

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

This notice is hereby given to all the shareholders and members of the Company that in accordance with the direction of the of the Company Bench of the Hon'ble High Court Division of the Supreme Court of Bangladesh, comprising His Lordship, Mr. Justice Ahmed Sohel, Hon'ble Justice of the High Court Division, by an order dated 24.03.2025 passed in the Company Matter No. 523 of 2025, an Extra-Ordinary General Meeting of the shareholders and members of the Company will be held on **Wednesday the 21st May 2025 at 2.30 PM at City Hall, Agrabad Access Road, Chittagong-4100, Bangladesh** to consider the following agenda and accordingly pass a special resolution:

"To consider and approve, with or without modification, the Scheme of Amalgamation for the amalgamation of the National Cement Mills Limited and Premier Power Generation Limited (collectively the **"Transferor Companies"**) with Premier Cement Mills PLC (the **"Transferee Company"**) under Section 228 read with Section 229 of the Companies Act, 1994, whereby the entire undertaking of the Transferor Companies as a going concern is proposed to be transferred and vested in Transferee Company, with the Transferee Company being the surviving entity"



Date : April 27, 2025
Issue: Dhaka

Kazi Md. Shafiqur Rahman, CMA
Company Secretary

Notes:

1. Shareholders, whose names appear on the members/Depository Register on the Record Date i.e. on 30 April 2025, shall be eligible to attend the 2nd Extra-Ordinary General Meeting (EGM) of the Company.
2. A member eligible to attend and vote at the 2nd EGM may appoint a proxy on his/her stead. The proxy form attached with Scheme of Amalgamation, duly filed in, signed and stamped, must be submitted to the Corporate Office of the Company not later than 48 hours before the time fixed for the meeting.
3. Only shareholders or their validly appointed proxies will be allowed to have access to the registration process to attend the meeting.
4. To attend into the 2nd EGM auditorium will be allowed strictly on submission of the attendance slip sent with the Proxy form.
5. Shareholders are requested to submit their queries on the Scheme of Amalgamation at the Corporate Office of the Company at least 3 (three) working days before the day of Extra-Ordinary General Meeting.
6. As per Hon'ble High Court Division of the Supreme Court of Bangladesh in the Company Matter No. 523 of 2025 the copy of the Scheme will be sent through registered post along with to the e-mail address of the Member mentioned in their respective Beneficial Owner (BO) account maintained with the Depository based on the Record Date information.
7. The Extra-ordinary General Meeting will be telecast on the link: <https://premiercement2ndegm.hybridegmbd.net>

Special Notes:

No special benefit, refreshment or gift in cash shall be given to the shareholders for attending the 2nd Extra-Ordinary General Meeting as per Bangladesh Securities and Exchange Commission's circular no. SEC/CMRRD/2009-193/154 dated October 24, 2013.

A copy of the Scheme of Amalgamation may be collected from the undersigned.