NOTICE OF THE 22ND ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting (AGM) of **LUB-RREF (BANGLADESH) LIMITED** will be held on Thursday, December 26, 2024, at 12:00 PM, through Hybrid system in Combination of virtual/digital platform using the Link: **https://lrbdl22.hybridagmbd.net** and physical presence at **Institute of Diploma Engineers, Bangladesh (IDEB) Bhaban,** 160/A, VIP Road, Kakrail, Dhaka, to transact the following businesses :

Ordinary Business :

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 30 June 2024, and the Auditors' Report thereon and the Report of the Directors
2. To approve and declare Dividend for the year ended 30 June 2024
3. To consider retirement and re-appointment of Directors
4. To consider appointment of Independent Director
5. To consider appointment of a Nominated Director
6. To consider appointment of Statutory Auditors for the year ending 30 June 2025 and to fix their remuneration
7. To consider appointment of a Corporate Governance Auditor for the year ending 30 June 2025 and to fix their remuneration

Special Business :

8. **To consider Change of Name of the Company and, if thought fit, to pass the following Resolution as Special Resolution:**

"RESOLVED THAT

The name of the Company shall be **"Lub-rref (Bangladesh) PLC."** changed from "LUB-RREF (BANGLADESH) LIMITED".

Accordingly, necessary changes shall be incorporated in the Memorandum of Association and also in the Article of Association of the Company, specifically-

(1) the existing Name Clause (i.e. Clause No. 1) of the Memorandum of Association of the Company shall be replaced with the following Name Clause:

I. The name of the Company is "Lub-rref (Bangladesh) PLC.".

(2) The definition of or the interpretation for the Terms "Company" or "This Company" under Article 2 of the Articles of Association of the Company shall be replaced with the following description:

"Company" or "This Company" means Lub-rref (Bangladesh) PLC.".

(3) The Name of the Company on the cover page of the existing Memorandum & Article of Association of the Company shall be replaced with "**LUB-RREF (BANGLADESH) PLC.".**

(4) The name of the Company on the cover page of the existing Memorandum of Association of the Company shall be inserted and the existing Heading shall be replaced with the following:

THE COMPANIES ACT, 1994
(Act XVIII of 1994)
A PUBLIC LIMITED COMPANY BY SHARES
MEMORANDUM OF ASSOCIATION
OF
LUB-RREF (BANGLADESH) PLC.

(5) The name of the Company on the cover page of the existing Articles of Association of the Company shall be inserted and the existing Heading shall be replaced with the following:

THE COMPANIES ACT, 1994
(Act XVIII of 1994)
A PUBLIC LIMITED COMPANY BY SHARES
ARTICLE OF ASSOCIATION
OF
LUB-RREF (BANGLADESH) PLC.

(6) The existing Heading of the Proxy Form under Article 86 [titled as "Form of proxy"] of the Article of Association of the Company shall be replaced with "Lub-rref (Bangladesh) PLC.".

9. To consider adoption of an Amended Version of the Memorandum & Article of Association of the Company incorporating all amendments approved in this meeting and, if thought fit, to pass the following Resolution as Special Resolution:

"RESOLVED THAT
An Amended Version of the Memorandum & Article of Association of the Company annexed as Annexure-A be and is hereby adopted for filing with RJSC for record."

By order of the Board

Dated: Chattogram
04 December 2024

Kabir Hossain
Company Secretary
(Current Charge)

NOTES :

(1) The 'Record Date' in lieu of Book Closer was 21 November 2024. The Shareholders whose names appeared in the Member /Depository Register of the Company under the Central Depository System (CDS) on the Record Date will be entitled to attend the 22nd AGM and would be qualified to receive the Dividend, if any.

(2) Any member eligible to attend and vote at the AGM may appoint a proxy to attend and vote on his/her behalf. The proxy form, duly filled-up and affixed with stamp of Taka 100, must be submitted to the Company's Registered Office, or a scanned copy may be sent via email to cs@lub-rref.com or info@lub-rref.com , at least 72 (seventy-two) hours before the time of the AGM.

(3) Link for downloading soft copy of Annual Report 2023-24 will be sent to the shareholders' respective email addresses as available with us and also be available in the Company's Website at www.lub-rref.com .

(4) The Link to join the AGM through Online / Digital Platform is https://lrbdl22.hybridagmbd.net which will be opened for e-Voting 24 (twenty-four) hours before the time of AGM and will remain open until conclusion of the AGM. Members shall be able to access the Online / Digital Platform by entering their 16-digit Beneficial Owner (BO) Number as User name and other required credentials to verify their identity

(5) Valued Shareholders are requested to update their respective BO Accounts with 12-digit E-TIN, Bank Accounts, and contacts through their respective Depository Participants (DPs). In default, the tax from cash dividends of individual taxpayers will be deducted @ 15% instead of 10%.

(6) We kindly request that the concerned Merchant Banks and all Depository Participants (DP) provide a detailed statement in Excel format, including the following information for their Margin Loan Holders who hold shares of the Company as of the Record Date: Shareholders' Names, BO ID Numbers, Client-wise shareholding positions, Gross Dividend Receivables, applicable tax rates, and Net Dividend Receivables. Additionally, please include the name of the contact person for this matter. This information should be sent to the Company's Registered Office no later than December 15, 2024. We also request that Merchant Banks and Depository Participants (DP) provide their Bank Names, Account Numbers, Routing Numbers, and other relevant details to facilitate the payment of cash dividends.

(7) In accordance with the Bangladesh Securities and Exchange Commission's Circular (No. SEC/CD/2009-193/154 dated October 24, 2013), no benefits in cash or kind, aside from dividends, will be provided at the AGM. This means that no food, boxes, gift coupons, or similar items will be arranged for attendees.