

BOC
BOC BANGLADESH LIMITED
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting of BOC Bangladesh Limited will be held at City Grand Hall, Bashundhara City, Basement I & II, 13/KA/1 Panthapath, Dhaka-1215, on Thursday 08 May 2008 at 10:30 AM to transact the following business:

1. To receive and adopt the accounts for the year ended 31 December 2007 and the reports of the Auditors and Directors thereon.
2. To declare a Dividend for the year ended 31 December 2007.
3. To enhance Directors fees for attending Board Meetings.
4. To elect Directors.
5. To extend the term of office of the Managing Director.
6. To consider and approve the following resolution as Special Resolution:

"Resolved that Article 71 of the Articles of Association of the Company be deleted and the following be substituted in its place:
 The Board meeting attendance fee of the directors shall from time to time be determined by the Board of Directors in its meetings.
 The directors will be entitled to the actual travelling and hotel expenses incurred by them for attending the meetings of the Board."

Existing Article 71:

"The remuneration of the directors shall from time to time be determined by the Company in General Meeting. The directors will be entitled to the actual travelling and hotel expenses incurred by them for attending the meetings of the Board."

7. To consider and approve the following resolution as Special Resolution:

"Resolved that Article 76 of the Articles of Association of the Company be deleted and the following be substituted in its place:
 The Directors may borrow or raise from time to time for the purposes of the Company or secure the payment of such sums as they think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Company or by the issue of debentures (whether at par or at a discount or premium) or otherwise as they may think fit, provided that the amount borrowed is within the regulatory frame work prevailing at the time of borrowing."

Existing Article 76:

"The Directors may borrow or raise from time to time for the purposes of the Company or secure the payment of such sums as they think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Company or by the issue of debentures (whether at par or at a discount or premium) or otherwise as they may think fit, provided that the amount for the time being remaining undischarged of moneys borrowed, raised or secured by the directors (otherwise than by the issue of share capital) shall not at any time exceed the total of the reserves and the nominal amount of the issued share capital of the Company as at the end of its preceding financial year without the sanction of the Company in General Meeting; but no lender shall be bound to see that this limit is observed."

8. To appoint Auditors and to fix their remuneration.

By order of the Board

Azizur Rashid
 Company Secretary
 06 March 2008

Registered Office
 Corporate Office
 285 Tejgaon I/A
 Dhaka-1208

NOTES:

1. **03 April 2008** is the RECORD DATE. Shareholders whose name will appear in the share register of the Company or in the depository register on that date will be eligible to attend the AGM and receive dividend approved.
2. A member eligible to attend the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. No person shall act as proxy unless he/she is entitled to be present and vote in his/her own right.
3. Forms of proxy, duly completed, must be deposited at the Company's Registered Office by 10:30 AM on Monday 05 May 2008 and in default will not be treated as valid.