

**No. SEC/Enforcement/739/2008/
February 18, 2009**

**By Registered with A/D
By Fax No. 88-02-8618861-2**

1. Key & Keu (Bangladesh) Ltd. (Issuer)
Anchor Tower, 1/1(B) Sonargaon Road, Dhaka-1205
2. Directors,
Key & Keu (Bangladesh) Ltd., Anchor Tower, 1/1(B) Sonargaon Road, Dhaka-1205
3. Managing Director
Key & Keu (Bangladesh) Ltd., Anchor Tower, 1/1(B) Sonargaon Road, Dhaka-1205
4. Company Secretary
Key & Keu (Bangladesh) Ltd., Anchor Tower, 1/1(B) Sonargaon Road, Dhaka-1205

Sub: Alleged non-compliance with the securities related laws in connection with the audited financial statements for the year ended on December 31, 2007: Warning.

This refers to the Commission's show cause cum hearing notice No. SEC/Enforcement/739/2008/1448 dated November 09, 2008 and subsequent notice No. SEC/Enforcement/739/2008/98 dated January 26, 2009, based on which the hearing was conducted on February 02, 2008 and your explanations submitted to the Commission vide letter dated January 14, 2009, in respect of the said notice.

The Commission, considering your explanations/submissions, has decided to dispose of the proceedings against yourselves, by placing on record the Commission's dissatisfaction on the default/contravention made by you, with a warning to ensure compliance of all securities related laws in future.

Please note that this disposal does not absolve you from your lawful responsibilities/obligations to any person, if affected, as a result of your above said default/contravention.

For the Securities and Exchange Commission

**Md. Monsur Rahman
Deputy Director**

CC:

1. CEO, Dhaka Stock Exchange Ltd.
2. CEO, Chittagong Stock Exchange Ltd.
3. Executive Director (R & D), SEC
4. Director (MIS) SEC
5. Director (CFD), SEC
6. Chairman's Office, SEC