



شركة أسمنت الخليج
Gulf Cement Company P.S.C
شركة مساهمة عامة
Public Shareholding Company
سجل تجاري رقم 2202 Commercial Reg. No.



Date: 11 November 2020

Ref: IR/1129/2020

التاريخ : 11 نوفمبر 2020

الإشارة : IR/1129/2020

Mr. Hamad Abdullah Al Ali
Head of Listed Companies Department
Abu Dhabi Securities Exchange

السيد / حمد عبدالله العلي
رئيس إدارة شؤون الشركات المدرجة
سوق أبوظبي للأوراق المالية

**SUBJECT: Approval for Holding the AGM
of the Company**

الموضوع : الموافقة على عقد اجتماع الجمعية
العمومية لشركة أسمنت الخليج

Greetings,

تحية طيبة وبعد ...

with reference to above mentioned subject & in accordance with the provisions of Federal Law No. (2) for the year 2015 on commercial companies, we would like to inform you that the Securities and Commodities Authority (SCA) has approved the Annual General Meeting date and agenda, which will be held on Saturday 28th November 2020 at 1:00 PM at Hilton Garden Inn -Ras Al Khaimah In personal attendance with the option to attend remotely via the audio-visual communication feature, and be informed that the announcement will be published in Al Khaleej & Gulf Today Newspaper on Thursday 12th November 2020.

بالإشارة إلى الموضوع أعلاه، ووفقاً لأحكام القانون الاتحادي رقم (2) لسنة 2015 بشأن الشركات التجارية، يسرنا احاطتكم علماً بموافقة السادة / هيئة الأوراق المالية والسلع على موعد وأجندة اجتماع الجمعية العمومية "44"، والذي سيعقد يوم السبت الموافق 28 نوفمبر 2020 في تمام الساعة 1:00 ظهراً بفندق هيلتون جاردن إن رأس الخيمة بالحضور الشخصي مع خيار الحضور عن بعد بواسطة الاتصال المرئي والمسموع، مع العلم بأنه سيتم نشر الإعلان في جريدتي الخليج و الخليج اليوم وذلك يوم الخميس الموافق 12 نوفمبر 2020.

Best Regards,

وتفضلوا بقبول وافر الإحترام ...



احمد عبد الله علي الأعماش
العضو المنتدب
Ahmed Abdullah Ali Al Amash
Managing Director

نسخة إلى السادة / هيئة الأوراق المالية والسلع المحترمين

P.O. Box : 5295, Ras Al Khaimah
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الإمارات العربية المتحدة

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Fax : +971 7 2668288 / 2668038
E-mail : info@gulfcement.ae
Website : www.gulfcement.ae

ISO 9001 : 2015 & ISO 14001 : 2015 CERTIFIED
رأس المال المصرح به والمدفوع : 821,096,820 درهم الإمارات
Authorised and paid up capital : AED 821,096,820

هاتف : +971 7 2668222
فاكس : +971 7 2668288 / 2668038
البريد الإلكتروني : info@gulfcement.ae
الموقع على الإنترنت : www.gulfcement.ae



Invitation to Attend the General Assembly Meeting "44"

The Board of Directors of Gulf Cement Company (P.S.C) is pleased to invite the shareholders to attend the General Assembly Meeting that will be held on Saturday 28th November 2020, at 1.00 pm at Hilton Garden Inn -Ras Al Khaimah in personal attendance with the option to attend remotely via the audio-visual communication feature, according to the procedures described in the notes, to consider the following agenda items:

1. Review and approve the Board of Directors' Report on the company's activities and its financial position for the period ended 30th September 2020.
2. Review and approve the company's External Auditor Report for the period ended 30th September 2020.
3. Discuss and approve the Company's financial statement and profit and loss statement for the period ended 30th September 2020.

Special Resolutions:

1. Approval the company's capital reduction from AED 821,096,820 (eight hundred twenty-one million and ninety-six thousand eight hundred twenty dirham) to AED 410,548,410 (four hundred ten million and five hundred forty-eight thousand and four hundred ten dirham), through cancelling 410,548,410 shares (four hundred ten million and five hundred forty-eight thousand and four hundred ten shares) equivalent to the amount of losses amounting to AED 410,548,410 (four hundred ten million and five hundred forty-eight thousand and four hundred ten dirham) for the purpose of extinguishing the accumulated losses as of September 30, 2020.
2. Approval of the amendment of Article (6) of the Articles of Association of the company.

Article (6) before the amendment: The issued capital of the company was fixed at (821,096,820) eight hundred twenty-one million and ninety-six thousand eight hundred and twenty dirham divided into (821,096,820) eight hundred and twenty-one million and ninety-six thousand eight hundred and twenty shares, with a nominal value of (1) dirham per share fully paid and all are cash shares

Article (6) after the amendment: The issued capital of the company was fixed at (410,548,410) four hundred and ten million five hundred and forty-eight thousand four hundred and ten dirham divided into (410,548,410) four hundred and ten million five hundred and forty-eight thousand four hundred and ten shares, with a nominal value of (1) dirham per share fully paid and all are cash shares

3. Authorizing the company's board of directors to undertake all necessary procedures and steps to implement capital reduction in accordance with the provisions of the Commercial Companies Law and the executive decisions of the Securities and Commodities Authority, in addition to make the required amendments to the company's Articles of Association.

Notes:

- * Each shareholder that has the right to attend the General Assembly Meeting may delegate any person elected by such shareholder other than members of the Company's Board under a special written proxy. And the proxy of a number of shareholders shall not hold in this capacity over 5% of the capital of the company share. And shareholders who are minors or interdicted shall be represented by their legal representatives.

- * Legal person may delegate one of its representative or those in charge of its management, under a decision passed by its Board of Directors or in like to represent him at the General Assembly of the Company, and the delegate person shall have the authorities granted to him in the proxy.
- * The shareholder must sign the proxy form to attend the general assembly meeting and vote on its resolutions and approve it by a notary public, chamber of commerce or an economic department in the state, or a bank or a licensed company, provided that the principal has an account with either of them, the shareholder can view the disclosure published on the company's and ADX website regarding procedures for approving the power of attorney.

Registration and voting procedures

1. A shareholder or his representative can attend the meeting with option of remote attendance and the shareholders which registered at Abu Dhabi Securities Exchange and certificates holders: Registration and voting will take through the Abu Dhabi Securities Exchange by using the digital platform "Sahemi".
 2. The shareholders which registered at Kuwait: Registration and voting through the Rodl Middle East office - Kuwait.
 3. The link to participate in the General Assembly meeting will be sent after the attendance registration.
 4. For more information about the registration and voting procedures, please visit the market's website www.adx.ae, or contact the Company's Investor Relations Department on the phone number: 0097172027377 or e-mail: dalya@gulfcement.ae, as well as the Rodl Middle East office - State of Kuwait.
- * Shareholders entitled to vote in the General Assembly Meeting are shareholders recorded in the shareholders register on Thursday 26 November 2020.
 - * The Annual General Assembly Meeting will only be valid if attend by shareholders or their proxies who represent at least 50% of the company's share. If this quorum is not achieved at the first meeting, the second meeting will be held on Saturday 5 December 2020 at the same place and time as the above mentioned. (the second meeting will be considered valid if attend by one or more shareholders).
 - * Shareholders can view the company's financial statements through the company's website: <http://www.gulfcement.ae/investor-relations-ar/> , and the Abu Dhabi Securities Exchange (ADX) Website: www.adx.ae
 - * Shareholders can download and browse the Investor Rights Guide issued by the Securities and Commodities Authority (SCA) through the following website: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>
 - * For more information, please contact the following:
 - **UAE:** Gulf Cement Company- Ras Al Khaimah, Tel.: +971 7 2668222 – (377)
 - **Kuwait:** Rodl Middle East - Tel.: +965 22464577 / +965 22464573
 - * **Special Resolution:** The decision issued by a majority vote of the shareholders who own at least three quarters of the shares represented at the company's general assembly meeting.

Board of Directors

Clarifying disclosure regarding the approval of agencies

According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders with the following:

each shareholder who has the right to attend the general assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the Company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.

2. The shareholder signature on the power of attorney referred in clause No. (1) shall be the signature approved by any of the following entities:

- A. Notary Public.
- B. Commercial chamber of economic department in the state.
- C. Bank or company licensed in the state, provided that the agent shall have account with any of them.
- D. Any other entity licensed to perform attestation works.