



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

الإمارات
THE EMIRATES

Date : 20 March 2024

Ref : IR/231/2024

التاريخ : 20 مارس 2024

الإشارة : IR/231/2024

MS/ Disclosure & Compliance Section
Market Operations Surveillance Dept.
Abu Dhabi Securities Exchange

المحترمين

السادة / قسم الإفصاح والإمتثال
إدارة العمليات والرقابة
سوق أبوظبي للأوراق المالية

SUBJECT : Amending the AGM Invitation letter

الموضوع : تعديل دعوة حضور اجتماع الجمعية العمومية السنوية

Greetings,

تحية طيبة وبعد ...

With reference to above mentioned subject, please be informed that the competent authorities have been approved to amend the AGM Invitation letter that will be held on Thursday 18 April 2024 at 1:00 pm, by adding an item to the meeting's agenda to amend the Article (7-Ownership Percentage) of the Company's Articles of Association as attached, by personal attendance or using remote attendance technology via the audio-visual communication.

بالإشارة إلى الموضوع أعلاه، يرجى التكرم بالعلم بأننا حصلنا على موافقة الجهات المختصة بتعديل دعوة حضور اجتماع الجمعية العمومية المزمع عقده يوم الخميس الموافق 18 أبريل 2024 الساعة الواحدة ظهراً، من خلال إضافة بند على جدول الأعمال بتعديل المادة (7-نسبة الملكية) من النظام الأساسي للشركة حسب المرفق، وذلك عن طريق الحضور الشخصي واستخدام تقنية الحضور عن بعد بواسطة خاصية الاتصال المرئي والمسموع

Best Regards,

وتفضلوا بقبول وافر الإحترام ...



محمد أحمد علي إبراهيم
الرئيس التنفيذي بالإنابة
Mohammed Ahmed Ali Ebrahim
Acting Chief Executive Officer

المحترمون

نسخة إلى السادة / هيئة الأوراق المالية والسلع

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ISO 9001 : 2015 & ISO 14001 : 2015 CERTIFIED
رأس المال المصرح به والمدفوع : 410,548,410 درهم الإمارات
Authorised and paid up capital : AED 410,548,410

ص.ب : 5295 - رأس الخيمة
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Invitation to Attend the General Assembly Meeting “49”

The Board of Directors of Gulf Cement Company (P.S.C) is pleased to invite the shareholders to attend the General Assembly Meeting “49” that will be held on Thursday 18 April 2024, at 1.00 pm at the company’s head quarter-Khor Khwair in Ras Al Khaimah, by personal attendance and by using remote attendance technology 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 31st December 2023.
2. Review and approve the company’s External Auditor Report for the period ended 31st December 2023.
3. Discuss and approve the Company’s financial statement and statement of profit and loss for the period ended 31st December 2023.
4. Consider the proposal of the Board of Director’s to not distribute dividends for the period ended 31st December 2023 .
5. Absolve the Board of Directors member from liability for the financial year ended 31st December 2023.
6. Absolve the External Auditor from liability for the financial year ended 31st December 2023.
7. Approval of the company’s Board of Directors expenses & fees policy, in accordance with the Chairman of the Securities and Commodities Authorities Board of Directors decision No.(3/R.M) of 2020 concerning approval of Joint Stock Companies Governance Guide Amended by SCA’S Board of Directors decision No. (2/R.M) of 2024 (SCA Corporate Governance Guide).
8. Approving a proposal to pay fees to the Board of Directors for the financial year December 31, 2023, in accordance with the governance in this regard.
9. Appointment or reappointment of the external auditor for the fiscal year 2024, and determining their fees.
10. Election of the Board of Directors members.

Special Resolution

- Approval to add a clause in the Article of Association “a member of the board of directors may receive fees consisting of a lump sum not exceeding (AED 200,000) two hundred thousand dirhams at the end of the financial year”, in the following cases:
 - A. If the company does not achieve profits.
 - B. If the company achieves profits in the event that the portion of the member of the board of directors of those profits is less than (AED 200,000) two hundred thousand dirhams as, in this case, it is impermissible to combine the remuneration and the fees.(Subject to approval by the Securities and Commodities Authority).
- Article (7) before amendment

All of the company’s shares are nominative, and the percentage of contributions of citizens of the United Arab Emirates and citizens of the Gulf Cooperation Council countries, whether natural individuals or legal persons wholly owned by citizens of the country and citizens of the Gulf Cooperation Council countries, at any time throughout the duration of the company’s existence, must not be less than (51%) of the capital. The contribution percentage of non-citizens of the country and citizens of the Gulf Cooperation Council countries may not exceed (49%).
- Article (7) after amendment

Delete Article (7)

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. The proxy has the right to attend the General Assembly meetings and vote on its decisions. In addition, 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 according to the requirements of Article 40 of the Governance and approve it by a notary public, chamber of commerce or an economic department in the state, or a bank or company licensed in the state, provided that the agent shall have account with any of them, or a financial markets licensed in the country, or any other entity licensed to perform attestation works and 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. Shareholders or their representatives can register their attendance and voting through <https://agm-sys.net/gcc/> and to discuss the agenda and electronic voting on each decision directly during the meeting. The power of attorney holders must send a copy from agencies to dalya@gulfcement.ae with name and mobile number to receive messages for registration and voting.
 2. The registration for the AGM Meeting will be start on Wednesday 17 April 2024 at 1:00 PM until Thursday 18 April 2024 at 1:00 PM.
 3. For more information about the registration and voting procedures, please contact the Company's Investor Relations Department on the phone number: 0097172027377/0097172027378 or e-mail: dalya@gulfcement.ae.
- * Shareholders entitled to vote in the General Assembly Meeting are shareholders recorded in the shareholders register on Wednesday 17 April 2024.
 - * 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 Thursday 25 April 2024 at the same time and place 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, Governance Report & Sustainability Report for the year 2023 (Integrated Report) through the company's website: <http://www.gulfcement.ae/investor-relations-ar/> , and the Abu Dhabi Securities Exchange (ADX) Website: www.adx.ae
 - * Special Decision: It is the decision issued by a majority vote of shareholders who own at least three-quarters of the shares represented at the general assembly meeting of the joint-stock Company. (This clause is added if there are any issues that require a special decision.)
 - * 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 – (377/378)

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:

- 1.** 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. Financial markets licensed in the country
 - E. Any other entity licensed to perform attestation works.
- 3.** The Proxy form shall include the name & contact number(s) of the shareholder and the brokerage firm who approved the proxy. This form / power of attorney / delegation / Proxy is a guiding form whereby the client has the power to issue the Proxy in accordance with the limits and powers he deems appropriate, all of this is with the obligation that the signature of the shareholder mentioned in the proxy be the signature approved by / with one of the above-mentioned authorities. For further inquiries or clarification please contact us at +971 7 2027377/2027378 or email us at dalya@gulfcement.ae