



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



Date : 18 April 2024

Ref : IR/ 301 /2024

التاريخ : 18 أبريل 2024

الإشارة : IR/ 301 /2024

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

المحترمون

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

Dear sir,

تحية طيبة وبعد ،،،

We are pleased to enclose the results of the Gulf Cement Company (PSC) Annual General Meeting, which held on Thursday, April 18, 2024 at 1:00 PM

يسرنا أن نرفق لكم نتائج اجتماع الجمعية العمومية السنوية لشركة إسمنت الخليج (ش.م.ع) المنعقد يوم الخميس الموافق 18 أبريل 2024 الساعة الواحدة ظهراً.

Best Regard,

وتفضلوا بقبول وافر الإحترام ،،،

محمد أحمد علي إبراهيم
الرئيس التنفيذي بالإناابة
Mohammed Ahmed Al Ebrahim
Acting. Chief Executive Officer



نسخة إلى السادة / هيئة الأوراق المالية والسلع المحترمين

P.O. Box : 5295, Ras Al Khaimah
United Arab Emirates

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E-mail : info@gulfcement.ae
Website : www.gulfcement.ae



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
الإمارات العربية المتحدة

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


Report Concerning General Assembly Meeting

- ❑ **Company Name:** Gulf Cement Company (P.S.C)
- ❑ **Date:** 18 April 2024
- ❑ **Time:** from 1:00 pm to 1:30 pm
- ❑ **Location:** Company's head office – Ras Al Khaimah

Designation	Names of Board of Directors
Chairman	Sheikh Kayed Omar Saqer Mohamed Alqassimi Represented by (Government of Ras Al Khaimah)
Vice Chairman	Mr. Husam Mohammed El-Sayed Hussein Represented by (Al-Khair National for Stocks & Real Estate Co.)
Member	Sheikh Omar Saqer Khaled Humaid Alqssimi
Member	Mr. Abdulla Mohammed Hassan Mohammed Al Housani
Member	Mr. Hamad Fahad Hamad Alwanis
Member	Mr. Yousef Ali Mohammed Ghuloom Alblooshi
Member	Ms. Dalya Mohammed Ali Al Shehhi



Agenda for General Assembly Meeting

Items	Approved	Not Approved
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.	<input checked="" type="checkbox"/>	
2. Review and approve the company's External Auditor Report for the period ended 31st December 2023.	<input checked="" type="checkbox"/>	
3. Discuss and approve the Company's financial statement and statement of profit and loss for the period ended 31st December 2023.	<input checked="" type="checkbox"/>	
4. Consider the proposal of the Board of Director's to not distribute dividends for the period ended 31st December 2023 .	<input checked="" type="checkbox"/>	
5. Absolve the Board of Directors member from liability for the financial year ended 31st December 2023:	<input checked="" type="checkbox"/>	
6. Absolve the External Auditor from liability for the financial year ended 31st December 2023.	<input checked="" type="checkbox"/>	
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).	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	
9. Appointment or reappointment of the external auditor for the fiscal year 2024, and determining their fees. *It was approved to reappoint Ernst & Young (E&Y) as the company's auditor for Financial Year 2024, and fix his fees.	<input checked="" type="checkbox"/>	

<p>10. Election of the Board of Directors Members.</p> <p>* The of the Board of Directors Members were elected by acclamation due to the equal number of candidates with the number of members of the company's and they are as follows:</p> <ol style="list-style-type: none"> 1. Sheikh Omar Saqer Khaled Humaid Alqssimi 2. Mr. Husam Mohammed El-Sayed Hussein - Represented by (Al-Khair National for Stocks & Real Estate Co.) 3. Mr. Abdulla Mohammed Hassan Mohammed Al Housani 4. Mr. Hamad Fahad Hamad Alwanis 5. Mr. Yousef Ali Mohammed Ghuloom Alblooshi 6. Mr. Esmael Hasan Esmael Mohammed Alblooshi 7. Ms. Aarefa Saleh Hareb Alfalahi 	<input checked="" type="checkbox"/>	
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OTHERS (Special Resolutions)	
<p>➤ 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:</p> <ol style="list-style-type: none"> 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). 	
<p>➤ Article (7) before amendment</p> <p>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%).</p> <p>➤ Article (7) after amendment</p> <p>Delete Article (7)</p> <p>* Approval to delete Article (7) from the company's Article of Association after obtaining the approval of the competent authorities.</p>	



Capital (Thousands in AED)			
Authorized		Subscribed	
410,548,410		410,548,410	
Before Increase	Type of increase	Amount of Increase	After Increase
-	Bonus shares	-	-
-	Right issue	-	-
Bonus shares (Nil)			
No. of outstanding Shares	Percentage %	No. of issued Shares	Total No. of Shares after increase
-	-	-	-
Last Entitlement Date (LED)	Ex-Dividends Date (EXD)		Registry Closing Date (RCD)
-	-		-
Right issue (Nil)			
No. of outstanding Shares	Percentage %	No. of issued Shares	Total No. of Shares after increase
-	-	-	-
Last Entitlement Date (LED)	Ex-Dividends Date (EXD)		Registry Closing Date (RCD)
-	-		-
Cash Dividends (Nil)			
Percentage		Value	
-		-	
Stock Split (Nil)			
Par value		No. of outstanding Shares	
Before the split	After the split	Before the split	After the split
-	-	-	-

Name: Mohammed Ahmed Ali Ebrahim

Signature:

Date: 18 April 2024



Results of the General Assembly Meeting

Date:	18 April 2024
Name of the Listed Company:	Gulf Cement Company (P.S.C)
Date and day of the meeting:	Thursday 18 April 2024
The starting time of the meeting:	1:00 pm
The ending time of the meeting :	1:30 pm
Venue of the meeting:	Company's head office – Ras Al Khaimah Via personal attendance / Electronic Participation
Chair of the General Assembly Meeting	Sheikh Kayed Omar Saqer Mohamed Alqassimi Chairman
Quorum of the total attendance (percentage of capital) :	60.61%
Distributed as follows:	
1- Personal attendance rate (%):	-
▪ Authenticity: (%)	-
▪ Proxy: (%)	-
2- Attendance through electronic voting (%):	60.61%
▪ Authenticity: (%)	52.61%
▪ Proxy: (%)	8.00%

Resolutions of the General Assembly meeting

1. Review and approve the Board of Directors' Report on the company's activities and its financial position for the period ended 31st December 2022.
* The above agenda item has been approved by 100%.
2. Review and approve the company's External Auditor Report for the period ended 31st December 2023.
* The above agenda item has been approved by 100%.
3. Discuss and approve the Company's financial statement and statement of profit and loss for the period ended 31st December 2023.
* The above agenda item has been approved by 100%.
4. Consider the proposal of the Board of Director's to not distribute dividends for the period ended 31st December 2023.
* The above agenda item has been approved by 100%.
5. Absolve the Board of Directors member from liability for the financial year ended 31st December 2023.
* The above agenda item has been approved by 100%.
6. Absolve the External Auditor from liability for the financial year ended 31st December 2023.
* The above agenda item has been approved by 100%.
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).
* The above agenda item has been approved by 99.9%.



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.

- * The above agenda item has been approved by 100%.

9. Appointment or reappointment of the external auditor for the fiscal year 2024, and determining their fees.

- * It was approved to reappoint Ernst & Young (E&Y) as the company's auditor for Financial Year 2024, and fix his fees, by 100%.

10. Election of the Board of Directors Members.

- * The Board of Directors Members were elected by acclamation due to the equal number of candidates with the number of members of the company's and they are as follows:

1. Sheikh Omar Saqer Khaled Humaid Alqssimi
2. Mr. Husam Mohammed El-Sayed Hussein - Represented by (Al-Khair National for Stocks & Real Estate Co.)
3. Mr. Abdulla Mohammed Hassan Mohammed Al Housani
4. Mr. Hamad Fahad Hamad Alwanis
5. Mr. Yousef Ali Mohammed Ghuloom Alblooshi
6. Mr. Esmael Hasan Esmael Mohammed Alblooshi
7. Ms. Aarefa Saleh Hareb Alfalahi

- * The above agenda item has been approved by 99.9%.

Special Decisions and Resolutions of the General Assembly meeting

- 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).

- * The above agenda item has been approved by 100%.

➤ **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%).

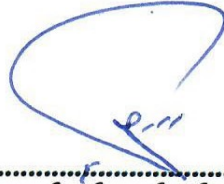
➤ **Article (7) after amendment**

Delete Article (7)

- * The above agenda item has been approved by 100%.



Cash Dividends (N/A)			
Percentage		Amount	
—		—	
Payment Date	Shareholders' registry closing date	Last Entitlement date	The date of the last day of purchase
—	—	—	—
Bonus Shares (N/A)			
Percentage		Amount	
—		—	
The total number of shares after the increase	The number of shares to be issued	The number of current shares	
—	—	—	
Shareholders' registry closing date		Last Entitlement date	
—		—	



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 Mohammed Ahmed Ali Ebrahim
 Acting. Chief Executive Officer

Date: 18/04/2024

