



REF. 651/2019 الإشارة

Kuwait 07 APR 2019 الكويت

Messrs. Kuwait Boursa Company Esq.

Greetings,

Subject: Invitation to Hold the 51st Ordinary General Assembly Meeting of Kuwait Cement Company for the Fiscal Year Ended on 31/12/2018

With reference to the above subject, and in implementation of the provisions of the Fourth Chapter - Tenth Book "Disclosure and Transparency" of the Executive Bylaw of the Capital Markets Authority regarding disclosure of material information and the mechanism to perform such disclosure.

We enclose herewith the form of disclosing the material information related to the invitation to the 51st Ordinary General Assembly Meeting of *Kuwait Cement Company* on Tuesday 23/04/2019 at exactly Ten o'clock morning-time at the building of Kuwait Chamber of Commerce & Industry (Albourn Hall – 10th Floor) to examine the work-agenda of the Ordinary General Assembly.

Please accept utmost respect,,,

(The Original Signed in Arabic Version)

Abdulmotaleb Ismail Behbahani

Executive Officer

Enclosures:

- Form of disclosure of Material Information.
- Work-Agenda of the Ordinary General Assembly.
- Notification to the Ministry of Commerce & Industry/ Companies Department about the timing and venue of the Assembly's meeting.

Form of Disclosure of Material Information

Date	07/04/2019
Name of listed company	Kuwait Cement Company (K.S.C.P)
The Material Information	The 51 st Ordinary General Assembly of <i>Kuwait Cement Company</i> will convene on Tuesday 23/04/2019 at exactly 10:00 o'clock morning-time at the building of Kuwait Chamber of Commerce & Industry (Albourn Hall – 10 th Floor), for the purpose of examining the subjects listed on the work-agenda, which is enclosed herewith.
Impact of the material information on the <i>Company's</i> financial position	The results of the Ordinary General Assembly meeting will be disclosed later after the meeting takes place.



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Work-Agenda of the 51st Ordinary General Assembly

- 1- To listen to the report of the Board of Directors for the fiscal year ended on 31/12/2018, and endorse the same.
- 2- To listen to the report on Governance and the report of the Audit Committee for the fiscal year ended on 31/12/2018, and endorse both reports.
- 3- To listen to the report of the Auditors for the fiscal year ended on 31/12/2018, and endorse the same.
- 4- To discuss and endorse the Combined Financial Statements for the fiscal year ended on 31/12/2018, and endorse the same.
- 5- To listen to the report on the Penalties charged to the *Company* by the regulatory authorities during the fiscal year ended on 31/12/2018 (if any).
- 6- To discuss the recommendation of the Board of Directors to distribute cash dividends at the rate of 15% of the share nominal value i.e. (Fifteen Fils) per share after deducting the treasury shares for the fiscal year ended on 31/12/2018, and such dividends shall be eligible for the shareholders recorded in the *Company's* registers at the ending date of eligibility being (15) working days at least after the date of holding the Ordinary General Assembly, provided that the distribution of these dividends to commence after (5) working day from the eligibility ending date.
- 7- To discuss disbursement of the sum of Kuwaiti Dinars 208,000/- as remuneration for member of the Board of Directors, for the fiscal year ended on 31/12/2018, and endorse the same.
- 8- To listen to the report of dealing with related parties executed during the fiscal year ended on 31/12/2018, including those to be executed.



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- 9- To authorize the Board of Directors to issue bonds in Kuwaiti Dinar denominator or any other currency it deems appropriate, but not to exceed the maximum limit allowed by law, or the equivalent thereof in foreign currencies, together with authorizing the Board of Directors to determine the type of these bonds, its life term and nominal value, as well as the yield on such bonds, date of redeeming them, and all the terms and conditions thereto, this after obtaining the approvals of the regulatory competent authorities.
- 10- To authorize the Board of Directors to purchase or sell the *Company's* own shares, but not to exceed 10% of the number of its shares, in accordance with the Articles of Law No. 7 of year 2010 as well as its Executive Bylaw and the amendments thereon.
- 11- To deduct 10% of the legal reserve, an equivalent of Kuwaiti Dinars 845,982/- from the net profit of the fiscal year ended on 31/12/2018, in accordance with Article 222 of the Companies Law No. 1 of year 2016.
- 12- To discuss suspending deduction from the voluntary reserve for the fiscal year ended on 31/12/2018, in accordance with the text of Article 225 of the Companies Law No. 1 of year 2016,
- 13- To discuss acquitting members of the Board of Directors, and releasing them with respect to any of their legal, financial and administrative actions for the fiscal year ended on 31/12/2018.
- 14- To appoint or reappoint the auditors from among the list approved by the Capital Markets Authority, while observing the duration of mandatory substitution of the auditors of the Company for the fiscal year to end on 31/12/2019, and authorize the Board of Directors to determine the fees of the auditors.
- 15- To elect and appoint members of the Board of Directors for the next three years (2019 – 2021).

(The Original Signed in Arabic Version)**Rashed Abdullaziz Al-Rashed****Chairman of Board of Directors**