**KUWAIT CEMENT COMPANY** K.S.C.P

شركة أسمنت الكويت ش.م.ك.ع

REF. 727/2020 الإشارة

Kuwait 01 JUN 2020 الكويت

Messrs. Kuwait Boursa Company *Esq.*

*Greetings,*

**Subject: Invitation to Hold the 52st Ordinary General Assembly and Extraordinary General Assembly Meetings of Kuwait Cement Company for the <u>Fiscal Year Ended on 31/12/2019</u>**

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 and Extraordinary General Assembly Meetings of *Kuwait Cement Company* on Tuesday 23/06/2020 at exactly Ten Thirty o'clock morning-time at the building of Kuwait Chamber of Commerce & Industry (Bahra Hall – First Floor – Kuwait City) to examine the work-agendas of the Ordinary General Assembly and Extraordinary General Assembly, All health controls and requirements will be adhered for all attendees.

*Please accept utmost respect,,,*

*(The Original Signed in Arabic Version)*

***Abdulmotaleb Ismail Behbahani***

Chief Executive Officer

**<u>Enclosures:</u>**

- Form of disclosure of Material Information.
- Work-Agenda of the Ordinary General Assembly and Extraordinary General Assembly.
- Notification to the Ministry of Commerce & Industry about the new timing of the Assembly's meeting and replying them with a notified.

تلفون: ٢٢٤٠١٧٠٠ (٩٦٥) – فاكس: ٢٢٤٤٠٨٩٦ – ٢٢٤٣٢٩٥٦ (٩٦٥) – ص . ب: ٢٠٥٨١ الصفاة ١٣٠٦٦ الكويت – برقيا: سميتكو – سجل تجاري ١٥٣٢

Tel.: (965) 22401700 - Fax : (965) 22432956 - 22440896 - P.O.Box : 20581 Safat, 13066 Kuwait - Cable: SMEETCO - C.R.: 1532

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**Appendix No. (11 )**

## Form of Disclosure of Material Information

| | |
|---|---|
| Date | **01/06/2020** |
| Name of listed company | **Kuwait Cement Company (K.S.C.P)** |
| The Material Information | **The 52st Ordinary General Assembly and Extraordinary General Assembly of *Kuwait Cement Company* will convene on Tuesday 23/06/2020 at exactly 10:30 o'clock morning-time at the building of Kuwait Chamber of Commerce & Industry (Bahra Hall – First Floor – Kuwait City), for the purpose of examining the subjects listed on the work-agendas, which is enclosed herewith.** |
| Impact of the material information on the *Company's* financial position | **The results of the Ordinary General Assembly and Extraordinary General Assembly meetings will be disclosed later after the meetings takes place.** |

REF. .................................... الإشارة          Kuwait.................................... الكويت

## The Fifty-Second regular session of the General Assembly
## work-agendas

1- To discuss and approve the Board of Director's report about the activity, financial position and business result of the Company for the year ended 31/12/2019.

2- To read and approve both the report of the Governance and the report of the Audit Committee for the financial year ended 31/12/2019.

3- To discuss and approve the external auditor's reports of the Company's financial statement results for the fiscal year ended 31/12/2019.

4- Discuss and approve the Consolidated Financial Statements for the financial year ended 31/12/2019 and approve them.

5- Presenting any violations monitored by the supervising authorities, and any penalties that were issued as a result of those violations, which resulted in implementing of financial and non-financial penalties for the Company during the fiscal ended year 31/12/2019( if any).

6- Discuss the recommendation of the Board of Directors to distribute cash dividend for the fiscal year ended 31/12/2019 of 5% of the nominal value per share (5 Fils per share) after deduction of Treasury Shares.

7- Discussing the recommendation of the Board of Directors to distribute bonus shares for the financial year ending on 31/12/2019 to the shareholders registered in the company's records at the maturity date at a percentage of 5% of the total capital of the Company by 5 shares per each hundred shares, equivalent to 36,665,193 shares (thirty six million six hundred and sixty five thousand one hundred and ninety three shares (with a nominal value of 100 Kuwaiti Fils per Share, with a total amount of 3,666,519 / 300 Kuwaiti dinars (three million six hundred sixty six thousand five hundred and nineteen Kuwaiti dinars and three hundred Fils).

8- Approval of the timetable that includes the due date and date of distribution of cash dividends and bonus shares for the fiscal year ending 31/12/2019, in order to  that the due date of cash dividends and bonus shares will be within (15) working days after the date of the General Assembly, according to that the distribution begins within (5) working days from the date of maturity, authorizing the Board of Directors to implement the decision to distribute bonus shares and dispose of stock fractions if any, and authorizing it to amend the timetable if it is impossible to announce confirmation of the schedule at least (8) working days from the due date , In case of delay in procedures of the month.

9- Discuss the recommendation of the Board of Directors not to pay Board of Director's remunerations for their membership in the Board of Directors for the fiscal year ending on 31/12/2019.

10- Presenting dealings with related parties that took place during the fiscal year ended 31/12/2019, as well as will take place.

11- Approval of the Board of Directors to issue bonds in Kuwaiti dinars, or in any other currency that it deems appropriate, as well does not exceed the legally authorized maximum, or equivalent in foreign currencies, with the authorization of the Board of Directors to determine the type, duration, nominal value of the bonds, the return on them, the date of meeting them and all other Its terms and conditions, after the approval of the competent regulatory authorities.

12- To approve the Board of Directors to buy or sell the Company's shares, provided not to exceed 10% of its total shares, this is in accordance with the article of law No. (7) Of year 2010 and its executive bylaw as well as the amendments to both.

13- Approval of the deduction of 10% statutory reserve equivalent to KD 413,886 / - from the net profit for the financial year ended 31/12/2019 in accordance with Article 222 of the Companies Law No. 1 of 2016.

14- Approve the suspension of the voluntary reserve for the fiscal year ending 31/12/2019 in accordance with Article 225 of the Companies Law No. 1 of 2016.

15- Discussion of the release of the members of the Board of Directors, and release them for all related to their legal, financial and administrative actions for the financial year ended 31/12/2019.

16- Appointment or reappointment of auditors from the list approved by the Capital Market Authority, taking into account the period of mandatory change for the auditors of the company for the fiscal year ending 31/12/2020 and the Board of Directors to determine their fees.

***(The Original Signed in Arabic Version)***

***Rashed Abdulaziz Al-Rashed***

Chairman

تلفون: ٢٢٤٠١٧٠٠ (٩٦٥) – فاكس: ٢٢٤٤٠٨٩٦ – ٢٢٤٣٢٩٥٦ (٩٦٥) – ص . ب: ٢٠٥٨١ الصفاة ١٣٠٦٦ الكويت – برقيا: سميتكو – سجل تجاري ١٥٣٢

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# The extra ordinary general assembly

## work-agendas

First: Discuss the Board of Director recommendation of capital increase from KD 73,330,387 /- (seventy three million three hundred and thirty thousand three hundred and eighty thousands Kuwaiti Dinar) to KD 76,996,906 /300 (seventy six million nine hundred and ninety six thousand nine hundred and six Kuwaiti Dinar and three hundred Fils) by increasing amounted by KD /3,666,519 300 ( three million six hundred and sixty six thousand five hundred and nineteen Kuwaiti Dinar and three hundred Fils) and that is through bonus shares amounted by 36,665,193 shares( thirty six million six hundred sixty five thousand one hundred and ninety three share).

That will be distributed to the registered shareholders on the due date by a nominal value amounted by (100) Kuwaiti Fils per share. As well as The Board of Directors is authorized to implement this decision and dispose of the shares fractions that exist.

Second: Amend the item No.(5) of second chapter of the Company's Article of Association as follow:

**Text before amendment.**

**Article (5)**

Company's capital had amounted to be KD 73,330,387/-(seventy three million three hundred and thirty thousand three hundred and eighty seven Kuwaiti Dinar) divided to 733,303,870 (seven hundred thirty three million three hundred and three thousand eight hundred seventy share) and the value of each share is one hundred Fils, as well all shares are cash.

**Text after amendment.**

**Article (5)**

Company's capital had amounted to be KD 76,996,906/300 (seventy six million nine hundred and ninety six thousand nine hundred and six Kuwaiti Dinar and tree hundred Fils) divided to 769,969,063 (seven hundred sixty nine million nine hundred and sixty nine thousand sixty three share) and the value of each share is one hundred Fils, as well all shares are cash.

(This is after the approval of the competent regulators)

*(The Original Signed in Arabic Version)*

***Rashed Abdulaziz Al-Rashed***

Chairman

تلفون: ٢٢٤٠١٧٠٠ (٩٦٥) – فاكس: ٢٢٤٤٠٨٩٦ – ٢٢٤٣٢٩٥٦ (٩٦٥) – ص . ب: ٢٠٥٨١ الصفاة ١٣٠٦٦ الكويت – برقيا: سميتكو – سجل تجاري ١٥٣٢

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**KUWAIT CEMENT COMPANY** K.S.C.P

شركة أسمنت الكويت ش.م.ك.ع

REF. 720/2020 الإشارة

Kuwait 10 May 2020 الكويت

Honorable Mr./ Undersecretary of Ministry of Commerce & Industry *Esq.*
Companies Department

*Greetings,*

**Subject: Notification about Postponement the Date to Hold the 52st Ordinary General Assembly and Extraordinary General Assembly Meetings of the Shareholders of Kuwait Cement Company for the <u>Fiscal Year Ended on 31/12/2019</u>**

Further to our book No. 671/2020, dated 26/04/2020, and your replied to it in a letter informing the date and place of the two assemblies (a copy is attached).

We would like to inform you that due to the circumstances of the Total Curfew, which started to apply from Sunday afternoon 10/05/2020 until Saturday 30/05/2020.

We inform you that it was decided to postpone the date of the meeting of these two assemblies to Tuesday 23/06/2020 in Bahrah Hall - the first floor at ten thirty o'clock morning-time.

And that instead of Monday 01/06/2020.

With our thanks and appreciation for your kind collaboration.

*Please accept utmost respect,,,*

*(The Original Signed in Arabic Version)*

***Abdulmotaleb Ismail Behbahani***

Chief Executive Officer

تلفون: ٢٢٤٠١٧٠٠ (٩٦٥) – فاكس: ٢٢٤٤٠٨٩٦ – ٢٢٤٣٢٩٥٦ (٩٦٥) – ص . ب: ٢٠٥٨١ الصفاة ١٣٠٦٦ الكويت – برقيا: سميتكو – سجل تجاري ١٥٣٢

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Messrs. Kuwait Cement Company (KSC)

Greetings,,,

With reference to the notice of the ordinary and extraordinary general assembly submitted, we inform you that a Postponed appointment has been notified.

Please accept my sincere greetings ,,,

Iqbal Al-Dhubaibi