

## HEAD OFFICE

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Web Site: www.fujairahcement.com : موقع على الإنترنت

## المكتب الرئيسي المكتب الرئيسي

ص.ب: ٦٠٠ - الفجيرة  
الإمارات العربية المتحدة  
تليفون: ٠٩-٢٢٢٣١١١  
فاكس: ٠٩-٢٢٢٧٧١٨

البريد الإلكتروني: hofci79@fciho.ae  
البريد الإلكتروني: hofci79@fujairahcement.com

## Invitation to Attend the Annual General Assembly Meeting

## Of Fujairah Cement Industries Company (P.J.S.C)

The Board of Directors of Fujairah Cement Industries Company (PJSC) has the honor to invite the shareholders of the company to the Annual General Assembly Meeting which will be held in-person (with an option of electronically) on Wednesday, 24/04/2024 at 11.00 A.M, at Head Office in Fujairah(Umm Al Quwain Bank Bldg, M-2 Floor, Office No-203, Hamad Bin Abdulla Road, Fujairah ) to consider the following agenda:-

1. Listen to and approve the Board of Directors' Report on the Company's activity and its financial position for the fiscal year ended 31/12/2023.
2. Listen to and approve the Auditor's Report for the fiscal year ended 31/12/2023.
3. Discuss and approve the Company's balance sheet and profit and loss account for the fiscal year ended 31/12/2023.
4. Discussing the non-distribution of dividends for the year 2023.
5. Discharge the members of the Board of Directors for the fiscal year ended 31/12/2023.
6. Discharge the auditors for the fiscal year ended 31/12/2023.
7. Appoint / Reappoint the auditors for the year 2024 and AGM determine their fees.

**8.Special Decision:-**

**To consider and approve amending Article (7) of the ownership percentage of Articles of Association to become 30% for citizens of the country and GCC countries instead of 51%, and 70% for other nationalities instead of 49%. after the approval of the competent authorities.**

**Notes:-**

1. As per the guidance of Securities & Commodities Authority, shareholders can vote on decisions through an electronic link ([www.smartagm.ae](http://www.smartagm.ae)) with the Registrar. Registration opens at 5:00PM on Tuesday 23/04/2024. until 10:30AM on Wednesday 24/04/2024.
2. For inquiries about the registration and voting procedures, please contact the company's investor relations throughout the day on the phone 0567105533 or 092223111 or e-mail hofci79@fciho.ae.
3. Any shareholder who has the right to attend the General Assembly may delegate any person other than a member of the Board of Directors or employees of the company or Brokerage company, or their employees under a special written proxy. In such capacity, no proxy may represent more than 5% of the shares in the capital of the Company. Shareholders who lack capacity or competency shall be represented by their legal representatives. (The requirements of sections 1 and 2 of Article 40 of the Chairman's Decision (3/R.M.) 2020 concerning Corporate Governance Guide. Shareholders can view our disclosure regarding approval of proxies rules on our website [www.fujairahcement.com](http://www.fujairahcement.com) and on ADX web.
4. The shareholder signature on the power of attorney referred in clause No. (4) shall be the signature approved by any of the following entities: (A) Notary Public(B) Commercial chamber of the 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. The company should take the necessary procedures to verify this.
5. A corporate person may delegate one of its representatives or those in charge of its management under a decision of its Board of Directors or its authorized deputy to represent such corporate person in the General Assembly of the company. The delegated person shall have the powers as determined under the delegation decisions.
6. Shareholders registered in the shareholder register on Tuesday 23/04/2024 shall be entitled to vote electronically.
7. The shareholders registered in the shareholders' register on Monday 06/05/2024 shall be entitled to receive dividends.
8. Shareholders can view the financial statements of the company, the integrated report and any documents related to the General Assembly through the website of the Abu Dhabi Securities Exchange ([www.adx.ae](http://www.adx.ae)) and the company's website ([www.fujairahcement.com](http://www.fujairahcement.com))
9. The meeting of the General Assembly shall not be valid unless it is registered electronically by shareholders who hold or represent by proxy at least (50%) of the Company's share capital. If this quorum for the meeting is not available in the first meeting, the second meeting shall be convened on Tuesday 30/04/2024 in the same place and time, the shareholder register on Monday 29/04/2024 shall be entitled to vote electronically, the shareholders' register on Friday 10/05/2024 shall be entitled to receive dividends (The second meeting shall be held after a period of not less than five (5) days and not more than fifteen days (15) from the date of the first meeting). The postponed meeting shall be deemed valid irrespective of the number of the shareholders registered electronically.
10. Special Resolution: is a resolution passed by majority vote of the shareholders who hold at least 3/4 of the shares represented in the General Assembly meeting of a joint-stock company.
11. You can view the guide on investor rights in securities, which is available on the main pages of the SCA official website & FCI official website through the following link:<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>  
<http://www.fujairahcement.com/>

**Board of Directors.**

**FACTORY :** P. O. Box :11477, Dibba, Fujairah  
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Tel. : 09-2444011  
Fax : 09-2444016, 2444061  
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المصنع : ص.ب: ١١٤٧٧ - دبا الفجيرة

الإمارات العربية المتحدة

هاتف : ٠٩-٢٤٤٤٠١١

فاكس : ٠٩-٢٤٤٤٠١٦ و ٠٩-٢٤٤٤٠٦١

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## **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. Any other entity licensed to perform attestation works.

The power of attorney form must also include the shareholder's contact numbers and the name and contact numbers of a representative of the brokerage firm or the entity that approved the power of attorney.







# إفصاح توضيحي بشأن اعتماد التوكيلات



بناءً على متطلبات البندين ١ و ٢ من المادة رقم ٤٠ من دليل حوكمة الشركات المساهمة العامة الصادر من هيئة الأوراق المالية والسلع، نود أن نلفت السادة المساهمين إلى ما يلي:

## الوكلاء المفوضين عن المساهمين:

١. يجوز لمن له حق حضور الجمعية العمومية أن ينوب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها ويجب ألا يكون الوكيل - لعدد من المساهمين - حائزاً بهذه الصفة على أكثر من (٥%) من رأس مال الشركة المصدر. ويمثل ناقص الأهلية وفاقدتها النائبون عنهم قانوناً.
٢. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (١) هو التوقيع المعتمد من/لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك:
  - أ. الكاتب العدل
  - ب. غرفة تجارة أو دائرة اقتصادية بالدولة
  - ج. بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما
  - د. أي جهة أخرى مخصص لها القيام بأعمال التوثيق
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
  - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر للمساهم.
  - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل.
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

## الوكلاء المفوضين عن الشخص الاعتباري

١. يجوز للشخص الاعتباري تفويض أحد ممثليه أو المسؤولين عن إدارته بموجب قرار صادر عن مجلس إدارته أو أي كيان مماثل.
٢. يجب أن يتم توقيع خطاب التفويض أو النموذج من قبل المفوض بالتوقيع عن الشخص الاعتباري وتقديم المستند الداعم مثل التوكيل الرسمي والرخصة التجارية وما إلى ذلك.
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
  - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل.
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

## CLARIFYING DISCLOSURE REGARDING THE APPROVAL OF AGENCIES

According to Clauses (1) & (2) of Article (40) of the Governance Guide for Public Shareholding Companies issued by the Securities and Commodities Authority, we would like to inform the shareholders of the following:

### Individual Proxyholder:

1. Any 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 or economic department in the state
  - c - Bank or company licensed in the state, provided that the agent shall have an account with any of them.
  - d - Any other entity licensed to perform attestation works.
3. In addition to the above please, provide the following:
  - Valid Emirates ID copy (Front and Back) or Passport Copy of the shareholder
  - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.

### Corporate Proxyholder

1. A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its Board of Directors or any similar entity.
2. The delegation letter or form should be signed by an authorized signatory and provide the supporting document such as POA, Trade License etc.
3. In addition to the above please, provide the following:
  - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.