

9/3/2023

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Invitation for Annual General Assembly Meeting

The Board of Directors of Sharjah Cement & Industrial Development Co. (P.J.S.C.) is pleased to invite all Shareholders to attend the Annual General Meeting (AGM) through personal attendance at the company's Headquarters located in the "Al Hisn Tower" building - Floor (14) - Banks Street - Rolla - Sharjah /or Remotely" (through the use of Remote Presence Technology - virtual meeting with visual communication and electronic voting to be held on Thursday 30/3/2023 at 11:00 AM. to discuss the following Agenda.

Agenda for Annual General Meeting:-

1. Review of the Board of Directors' Report in relation to the company's activities for the financial year ended 31/12/2022
2. Review and approval of External Auditors' Report for the year ended 31/12/2022
3. Review and approval of the Balance Sheet and Profit & Loss Account of the company for the year ended 31/12/2022
4. To consider the proposal of the Board of Directors not to distribute dividends to shareholders for the fiscal year ending in 31/12/2022.
5. Approval of a proposal to not remunerate the Board members for the year 2022
6. To discharge the liability of the Board Members for the financial year 2022.
7. To discharge the liability of the Auditors for the financial year 2022
8. Appointment of Auditors for the financial year 2023 and fix their fees.
9. Electing of Board members for the term 2023-2026

Remarks:

1. Shareholders registered in the Shareholders Register on Wednesday, 29/3/2023 who have the right to attend the AGM, may delegate any person, other than a member of the Board of Directors, employees of the company, or Brokerage Company or its employees to attend the meeting and vote on his behalf, under a specially written proxy. (in accordance with SCA's approved form). A proxy of a number of shareholders shall not hold in this capacity over (5%) of the company's share capital. Shareholders who are minors or legally incapacitated shall be represented by their legal representatives. Provided that the requirements set forth in Clauses (1) and (2) of Article No. (40) of the SCA's Board Chairman Decision No. (3 / RM) of 2020 concerning the approval of the Public Shareholding Company Governance Guide, are taken into consideration. You can read the disclosure published on the company's page and on the ADX's website regarding the procedures required for the approval of the power of attorney.
2. 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 to represent such corporate person in the AGM of the company. The delegated person shall have the powers as determined under the delegation resolution.
3. The shareholder's signature on the power of Attorney referred to in clause No,"1" above, shall be the signature approved by any of the following entities:
 - a) Notary Public.
 - b) Commercial Chamber or Economic Department in UAE.
 - c) A bank or company licensed in UAE provided that the agent shall have an account with any of them.
 - d) Any other entity licensed to perform attestation works.
4. Shareholders registered in the Shareholders Register on Wednesday,29/3/2023 shall be entitled to vote in the AGM and registered on the electronic system.
5. Shareholders registered in the Shareholders Register on Monday,10/4/2023 shall be entitled to receive the Dividends in the event of the First Meeting, or on Monday,17/4/2023 in the event of the Second Meeting.
6. The AGM shall only be valid after the electronic registration of shareholders who own or represent by proxy not less than 50% of the company's capital. If this quorum is not met at the first meeting, the Second Meeting will be held on Thursday,6/4/2023 at the same time and place and with the same electronic mechanism.
7. Electronic Registration will be opened on Wednesday, 29/3/2023 at 11:00 am and will be closed on Thursday, 30/3/2023 at 11:00 am.
8. For Electronic Registration, the shareholder has to visit the following link: www.smartagm.ae.
9. Any proxy holder must send e-mail to FAB "The Arranger" the proxies and any supporting documents to the e-mail: IS@bankfab.com and mention his personal mobile number so that the Arranger can do the verification and send by short message service (SMS) to complete the registration.
10. To enquire about registration and voting procedures please visit the website: www.smartagm.ae or contact the company's Investor Relation by phone no: 06-5695666 / e-mail: scidcho@eim.ae.
11. Shareholders can view Financial Statements for the fiscal year ended 31/12/2022 Corporate Governance Report, & Sustainability Report for 2022 and any documents related to the General Assembly Meeting on the following websites: www.sharjahcement.com / www.adx.ae and the Guide on Investor rights in Securities, on the SCA's official website on the following link.
12. For inquiries, please contact one of the following phones: 06/5695666- 5684681-5686102

Board of Directors

Note: For those who wish to attend in person, they must contact/register with the company's management

Clarifying Disclosure regarding the Approval of Agencies

According to clause (1) & (2) of Article (40) of the Corporate Governance Guide, 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 decisions. 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 cause No. (1) shall be the signature approved by any of the following entities, and company should take the necessary verification measures:
 - a. Notary Public.
 - b. Commercial Chamber or Economic Department in UAE.
 - c. Bank or company licensed in UAE, 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.

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Announcement on the Opening of Nomination for Membership of the Board of Directors

The Company's Board of Directors has the honor to inform the shareholders of the opening of nomination for the Board of Directors membership during the period from **Monday, 13/3/2023 to Wednesday 22/3/2023**. Any person/shareholder who meets the conditions of nomination for the Board membership may nominate himself for the membership **by an Electronic Request** to be submitted to the Management of the Company, **at the Head office located at, Al Hisn Tower- 14th Floor, Bank Street, Al Marija - Sharjah, or via the following e-mail.(scidcho@eim.ae**. The application shall enclose an introductory profile of the applicant and the capacity of membership for which he wishes to nominate himself (**Executive Director/ Non-Executive Director/ Independent Director**).

General Conditions:

1. The number of members to be elected and/or appointed to the Board of Directors is **(9)** members.
2. Nomination for membership of the Board of Directors shall be open for a period of **(10)** days from the date of announcement in accordance with the requirements of Article (9) of the Chairman of Authority's Board of Directors' Decision no(3/r.m) of 2020 concerning Joint Stock Companies Governance Guide and as amended from time to time.
3. Those who nominate themselves for the membership of the Board must satisfy the conditions stipulated in the Federal Decree -Law No. (32) of 2021 concerning Commercial Companies and the Chairman of Authority's Board of Directors' Decision no (3/r.m) of 2020 concerning Joint Stock Companies Governance Guide and as amended from time to time.
4. The nomination application shall enclose the documents referred to in Article (10) of the Chairman of Authority's Board of Directors' Decision no (3/r.m) of 2020 concerning Joint Stock Companies Governance Guide and as amended from time to time.
5. The candidate may not, after closing the nomination, relinquish his nomination to another person.
6. The Company will publish the list of names and nomination data of the candidates on the bulletin board at the Company's Head Office and on the Company's Website (**www.sharjahcement.com**) **(2) days** before Annual General Meeting.
7. The Securities and Commodities Authority shall be provided with a list of the candidates' names after closing the nomination.

Board of Directors



Terms and conditions for candidacy for membership of the Company's Board of Directors, Session (2023-2026)

The candidate for membership of the Board of Directors must fulfill the following conditions:

1. He must have an experience of no less than five years in the activity practiced by the company nominated for membership in its Board of Directors.
2. He should not have been previously convicted of a criminal penalty or a crime affecting honor and trust unless he has been rehabilitated.
3. No court ruling issuing his dismissal or stripping him of his position as a member of the board of directors of a joint-stock company listed on the financial market during the year preceding the candidacy.
4. The professional record issued by the Authority is free of administrative penalties.
5. There are no lawsuits, reports or investigations in the prosecution against him related to honesty and integrity.
6. Any other conditions required by the Companies Law or the Company's Articles of Association.

7. To submit to the company the following documents:

- a. Curriculum vitae indicating practical experiences and educational qualifications, specifying the capacity of the member for which he is running (Executive / non-Executive / Independent).
- b. An acknowledgment of his commitment to the provisions of the Commercial Companies Law and the decisions implementing it and the articles of association of the company, and that he will exercise the care of a person who is keen in performing his work.
- c. A statement of the names of the companies and institutions in which he works or is a member of their boards of directors, as well as any work he does, directly or indirectly, that constitutes competition for the company.
- d. An acknowledgment that the candidate has not violated **Article (149)** of the Commercial Companies Law
- e. In the case of representatives of the legal person, an official letter from the legal person must be attached specifying the names of its representatives nominated for membership of the Board of Directors.
- f. A statement of the commercial companies in which he contributes or participates in ownership, and the number of shares or stakes in them.

((Article: "22" of the Articles of Association + Article: "10" of the Governance Manual + Article: "147 + 148 + 149" of the Commercial Companies Law for the year 2021))



ص.ب: ٢٠٨٣، برج الحصن الطابق ١٤، شارع البنوك الرولة - الشارقة، الامارات العربية المتحدة
P.O. Box 2083, Al Hisn Tower - 14th Floor, Bank Street, Rolla - Sharjah, United Arab Emirates

هاتف: ٠٣-٠٢-٥٦٨١١٠٢/٥٦٨٤٦٨١/٥٦٩٥٦٦٦/٠٦-٥٦٩٥٦٦٦/٥٦٨٣١٧١ فاكس: 5683171 5686102-03, 06-5695666/5684681/5686102-03, Fax: 5683171 ٥٦٨٣١٧١

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