

LCK/CS/EOGM/2016-17/

December 8, 2016

The General Manager
Pakistan Stock Exchange
Limited
Karachi

The Deputy Chief
Securities & Exchange
Commission of Pakistan
Islamabad

The London Stock Exchange
10 Paternoster
Square,
London

Dear Sir(s)

NOTICE OF EXTRAORDINARY GENERAL MEETING

We enclose herewith a copy of the notice of Extraordinary General Meeting to be held on Friday, December 30, 2016 at 10:30 a.m., at the registered office of the Company situated at factory premises Pezu, District Lakki Marwat, Khyber Pakhtunkhwa.

Please note that the said notice will be published in the newspapers on Friday, December 9, 2016.

This is for your information and record.

Yours truly,
for **LUCKY CEMENT LIMITED**



IRFAN CHAWALA
Company Secretary

**NOTICE OF EXTRAORDINARY
GENERAL MEETING
DECEMBER 30TH, 2016**



LUCKY CEMENT LIMITED

6–A, Muhammad Ali Housing Society,
Abdul Aziz Hashim Tabba Street,
Karachi – 75350

Phone: 111 – 786 – 555

Fax: 34534302

Website: www.lucky-cement.com

E–Mail: info@lucky-cement.com



Lucky Cement Limited

6-A, Mohammad Ali Housing Society, A. Aziz Hashim Tabba Street, Karachi-75350.

U.A.N: 111-786-555 T: (92-21) 34537390, 34530175, 34522554 & 34530450 F: 34534302 E: info@lucky-cement.com

URL: www.lucky-cement.com

LUCKY CEMENT LIMITED
NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of **LUCKY CEMENT LIMITED** will be held on Friday, December 30th, 2016, at 10:30 a.m., at the registered office of the Company, situated at factory premises Pezu, District Lakki Marwat, Khyber Pakhtunkhwa to transact the following business:

1. To confirm the minutes of the 23rd Annual General Meeting held on October 29th, 2016.

SPECIAL BUSINESS:

2. To consider and if deemed appropriate, approve and authorize the investment by way of equity in an associated Project Company to be set up and established in Pakistan and for this purpose, pass the following Special Resolution in accordance with section 199 of the Companies Ordinance, 2016

"RESOLVED as and by way of Special Resolution **THAT** the Company be and is hereby authorized to make an investment in the form of equity of an amount up to PKR 12,000,000,000/- (Rupees twelve billion) divided into 1,200,000,000 ordinary shares of PKR 10/- each in the proposed associated Project Company to be set up and established in Pakistan and which proposed company shall inter alia undertake the manufacturing, assembling, marketing, distribution, sale, after-sales service, import and export of all types of Kia motor vehicles, parts and accessories under license from Kia Motors Corporation.

FURTHER RESOLVED that for the purpose of giving effect to the above resolution, the Chief Executive of the Company or such person or persons as may be authorised by the Chief Executive of the Company being authorised to do all such acts deed and things and to execute and deliver all such deeds, agreements, declarations, undertakings for and on behalf and in the name of the Company as may be necessary or required or as they or any of them may think fit for or in connection with the investment aforesaid, including without limiting the generality of the foregoing the negotiation and finalization of the terms and conditions relating to such investment.

3. To transact any other business with the permission of the Chair.

Statements under section 134(3) of the Companies Ordinance, 2016 is being sent to the shareholders with the notice of meeting.

Karachi: December 8th, 2016

By Order of the Board

IRFAN CHAWALA
Company Secretary

Lucky Cement Limited

6-A, Mohammad Ali Housing Society, A. Aziz Hashim Tabba Street, Karachi-75350.
U.A.N: 111-786-555 T: (92-21) 34537390, 34530175, 34522554 & 34530450 F: 34534302 E: info@lucky-cement.com
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Notes:

1. The Share Transfer Books of the Company will remain closed from Monday, December 19th, 2016 to Friday, December 30th, 2016 (both days inclusive). Transfers received at our Share Registrar/Transfer Agent M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi - 74400 at the close of business on Saturday, 17th December, 2016 will be treated in time to determine the right to attend the Extra Ordinary General Meeting.
2. A member entitled to attend and vote may appoint another member as his / her proxy to attend and vote instead of him / her.
3. An individual beneficial owner of shares from CDC must bring his / her original CNIC or Passport, Account and Participant's I.D. numbers to prove his / her identity. A representative of corporate member(s) from CDC, must bring the Board of Directors' Resolution and / or Power of Attorney and the specimen signature of the nominee.
4. Proxy, in order to be effective, must be received by / lodged with the Company at its Registered Office situated at factory premises Pezu, District Lakki Marwat, Khyber Pakhtunkhwa not less than 48 hours before the meeting.
5. Members holding ten per cent (10%) of the total paid up capital of the Company may request the company to provide to them the facility of video-link for attending the meeting provided that such request is received at least seven days prior to the date of the meeting.
6. The members are requested to notify change in their address, if any, at our Share Registrar/Transfer Agent M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi-74400.



LUCKY CEMENT LIMITED
**STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ORDINANCE, 2016 AND
INFORMATION REQUIRED UNDER the Companies (Investment in Associated
Companies or Associated Undertakings) Regulations 2012:**

Set out below are the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of Lucky Cement Limited to be held on Friday, 30 December 2016 and the required details of the investment proposed to be made by the Company, in the associated Company proposed to be incorporated in Pakistan:

Sr. No.	Description	Information Required
(i)	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established.	<p>Project company to be incorporated in Pakistan; which company shall inter alia undertake the manufacturing, assembling, marketing, distribution, sale, after-sales service, import and export of all types of Kia motor vehicles, parts and accessories under license from Kia Motors Corporation.</p> <p>The proposed common directorship and shareholding is as follows:</p> <p>Proposed Common Directorship:</p> <ol style="list-style-type: none"> 1) MR. MUHAMMAD ALI TABBA 2) MR. MUHAMMAD SOHAIL TABBA 3) MR. JAWED YUNUS TABBA 4) MRS. MARIAM TABBA KHAN <p>Proposed Common Shareholding:</p> <ol style="list-style-type: none"> 1) Yunus Textiles Mills Limited 2) Y.B. Pakistan Limited
(ii)	Purpose, benefits and period of investment.	<p>Purpose: to make equity investment for the manufacturing, assembling, marketing, distribution, sale, after-sales service, import and export of all types of Kia motor vehicles, parts and accessories under license from Kia Motors Corporation.</p> <p>Period of Investment: Investment will be made from time to time within a span of 2 years.</p> <p>Benefits: To earn dividend income and in turn increase shareholders' value</p>

(iii)	Maximum amount of investment.	Equity investment of up to PKR 12,000,000,000/- (Rupees twelve billion)
(iv)	Maximum price at which securities will be acquired.	At face value of Rs.10/- per share
(v)	Maximum number of securities to be acquired.	Approximately 1,200,000,000 ordinary shares of Rs. 10/- each of proposed Project Company to be incorporated.
(vi)	Number of securities and percentage thereof held before and after the proposed investment.	At present, the company does not hold any shares in the proposed associated Project Company. However, it is intended that the Company shall hold 60% of the total issued share capital of the proposed Project Company at completion of the proposed investment.
(vii)	In case of investments in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired.	Not Applicable.
(viii)	In case of investments in unlisted securities, fair market value of such securities determined in terms of regulation 6(1).	Not Applicable.
(ix)	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements.	Not Applicable.
(x)	Earnings per share of the associated company or associated undertaking for the last three years.	Not Applicable.
(xi)	Sources of funds from which securities will be acquired.	Surplus funds available with the company.



(xii)	<p>Where the securities are intended to be acquired using borrowed funds:</p> <p>(I) Justification for investment through borrowing; and</p> <p>(II) Detail of guarantees and assets pledged for obtaining such funds</p>	<p>Not Applicable</p> <p>Not Applicable</p>
(xiii)	<p>Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment</p>	<p>Not Applicable</p>
(xiv)	<p>Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration.</p>	<p>Mr. Muhammad Ali Tabba, Mr. Muhammad Sohail Tabba, Mr. Jawed Yunus Tabba and Mrs. Mariam Tabba Khan, Directors of the Company are also proposed to be the nominee Directors of proposed Project Company.</p>
(xv)	<p>Any others important details necessary for the members to understand the transaction.</p>	<p>Investment is viewed as an important step in line with Company's long-term strategy for diversification and increasing shareholders' value.</p>
(xvi)	<p>In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely:</p> <p>(I) Description of the project and its history since conceptualizations.</p> <p>(II) Starting and expected dated of completion of work.</p>	<p>(I) Manufacturing, assembling, marketing, distribution, sale, after-sales service, import and export of all types of Kia Motor vehicles, parts and accessories under license from Kia Motors Corporation.</p> <p>(II) Commencement of construction is expected by the second quarter of calendar year 2017 and to be completed within a span of 2 years.</p>

<p>(III) Time by which such project shall become commercially operational; and</p> <p>(IV) Expected time by which the project shall start paying return on investment.</p>	<p>(III) Within 2 years from the commencement of construction activity.</p> <p>(IV) The cash-flows from the sale of vehicles are expected to materialize from calendar year 2019.</p>
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As mentioned above and as per the disclosure requirement of Regulation 4(1) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2012, it is informed that the following nominee directors of the company are also intended to be the directors of the proposed Project Company:

- 1) MUHAMMAD ALI TABBA
- 2) MUHAMMAD SOHAIL TABBA
- 3) JAWED YUNUS TABBA
- 4) MRS. MARIAM TABBA KHAN

STATUS OF INVESTMENT IN ASSOCIATED COMPANIES

As required under Regulation 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2012, **the status of the previous investments in associated companies against approvals held by the Company are as under:**

----- NOT APPLICABLE -----



