



LCK/CS/2023-24

November 24, 2023

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Dear Sir,

**CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED IN THE EXTRAORDINARY
GENERAL MEETING OF LUCKY CEMENT LIMITED U/C 5.6.9.(b) OF PSX REGULATIONS**

In accordance with Clause 5.6.9(b) of the PSX Rule Book, we are pleased to enclose a certified true copy of all the resolutions passed in the Extraordinary General Meeting of Lucky Cement Limited held on November 23, 2023. These resolutions have been passed/adopted & have become effective.

Yours Sincerely,
For: **LUCKY CEMENT LIMITED**


FAISAL MAHMOOD
GM Finance & Company Secretary

Lucky Cement Limited

6-A, Mohammad Ali Housing Society, A. Aziz Hashim Tabba Street, Karachi-75350.
U.A.N: 111-786-555 F: 34534302 E: info@lucky-cement.com
URL: www.lucky-cement.com



EXTRACT FROM THE MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF LUCKY CEMENT LIMITED, HELD ON THURSDAY, NOVEMBER 23, 2023 AT 12:00 NOON AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT FACTORY PREMISES IN PEZU, DISTRICT LAKKI MARWAT, KHYBER PAKHTUNKHWA.

Special business:

1. To consider and, if thought fit, pass, with or without modification, the following resolutions as special resolutions, in terms of Sections 199 and 208 (to the extent applicable) of the Companies Act, 2017, and other applicable laws, for the purposes of authorizing investments in the Company's associated Company i.e. National Resources (Private) Limited ("**NRL**"), including (i) by way of acquisition from Y. B. Pakistan Limited (an associated company / related party of the Company) its equity stake in NRL, comprising up to 34,833,084 (Thirty Four Million Eight Hundred Thirty Three Thousand Eighty Four) ordinary shares of PKR 10/- each, constituting approximately 33.33% of the issued and paid up capital of NRL, at a price of up to PKR 253,000,000/- (Pak Rupees Two hundred and Fifty Three Million); and (ii) making further investments in NRL from time to time, by way of providing loans / advances to NRL and / or subscribing to shares of NRL (i.e. making equity investments in NRL), of an aggregate amount of up to PKR 747,000,000/- (Pak Rupees Seven Hundred and Forty Seven Million):
 - (A) "**RESOLVED THAT** the Company be and is hereby authorized, in accordance with Sections 199 and 208 of the Companies Act, 2017, and other applicable laws, to make investments in its associated company i.e. National Resources (Private) Limited ("**NRL**") by acquiring from Y. B. Pakistan Limited, also an associated company / related party of the Company, its equity stake in NRL, comprising up to 34,833,084 (Thirty Four Million Eight Hundred Thirty Three Thousand Eighty Four) ordinary shares of PKR 10/- each, constituting approximately 33.33% of the issued and paid up capital of NRL, at an aggregate price of up to PKR 253,000,000/- (Pak Rupees Two Hundred and Fifty Three Million).
 - (B) **FURTHER RESOLVED THAT** the Company be and is hereby authorized, in accordance with Section 199 of the Companies Act, 2017, to make further investments in NRL from time to time, over a period of 3 (three) years, by way of providing loans / advances to NRL and / or subscribing to shares of NRL (i.e. making equity investments in NRL), as determined by the authorized representatives of the Company, in the aggregate amount of up to PKR 747,000,000/- (Pak Rupees Seven Hundred and Forty Seven Million), broadly as per the terms stipulated in the statement accompanying this Notice and as determined by the authorized representatives of the Company, for funding the operations / business of NRL, including activities pertaining to the direct or indirect exploration of natural resources in the areas allotted in the Province of Balochistan to NRL or a project company in which NRL is a shareholder.

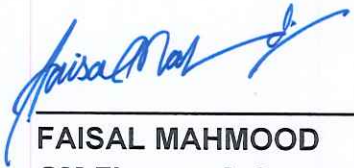
- (C) **FURTHER RESOLVED THAT** such investment(s), whether by way of equity injection (including the acquisition or subscription of shares) and / or loans, may be made and / or retained by the Company as the Board of Directors deem appropriate and / or modify the same from time to time in accordance with the instructions of the Board, including based on the feasibility of the arrangement, as a consequence of which the Board is also hereby empowered and authorized to dispose of such investment(s) or any portion thereof as deemed fit by the Board.
- (D) **FURTHER RESOLVED THAT** the Chief Executive Officer of the Company, or such person as may be authorized by the Chief Executive Officer of the Company, be and is hereby authorized and empowered to take all necessary steps to effectuate the aforementioned resolutions, make the requisite investments from time to time, do all such acts, deeds and things, and to negotiate, execute and deliver all such deeds, agreements, declarations, undertakings, and instruments, including any ancillary document(s) thereto, or provide any such documentation for and on behalf and in the name of the Company, fulfilling regulatory requirements, in each case, as may be necessary or required or deemed fit, for or in connection with or incidental to the proposed investments in NRL including, without limiting the generality of the foregoing, the negotiation and finalization of the terms and conditions relating to such investments and entering into arrangements with other shareholders."

2. To consider and, if thought fit, pass, with or without modification, the following resolutions as special resolutions, in terms of Section 199 of the Companies Act, 2017, and other applicable laws, for the purposes of authorizing equity investments in the Company's associated company i.e. Lucky Core Ventures (Private) Limited , in the aggregate amount of up to PKR 3,000,000,000/- (Pak Rupees Three Billion), which has been established to undertake the acquisition of a 75.01% stake in Lotte Chemical Pakistan Limited from Lotte Chemical Corporation (South Korea), along with shares from the public, through a public offer:

- (A) **"RESOLVED THAT** the Company be and is hereby authorized, in accordance with Section 199 of the Companies Act, 2017, to make investments in the form of equity in its associated company i.e. Lucky Core Ventures (Private) Limited ("LCV"), from time to time, over a period of 12 (twelve) months, of an aggregate amount of up to PKR 3,000,000,000/- (Pak Rupees Three Billion), broadly as per the terms stipulated in the statement accompanying this Notice and as determined by the authorized representatives of the Company.
- (B) **FURTHER RESOLVED THAT** such investment(s) may be made and / or retained by the Company as the Board of Directors deem appropriate and / or modify the same from time to time in accordance with the instructions of the Board, as a consequence of which the Board is also hereby empowered and authorized to dispose of such investment(s) or any portion thereof as deemed fit by the Board.

- (C) **RESOLVED FURTHER THAT** the Chief Executive Officer of the Company, or such person as may be authorized by the Chief Executive Officer of the Company, be and is hereby authorized and empowered to take all necessary steps to effectuate the aforementioned resolutions, make the requisite investments from time to time, do all such acts, deeds and things, and to negotiate, execute and deliver all such deeds, agreements, declarations, undertakings, and instruments, including any ancillary document(s) thereto, or provide any such documentation for and on behalf and in the name of the Company, fulfilling regulatory requirements, in each case, as may be necessary or required or deemed fit, for or in connection with or incidental to the proposed investment in LCV including, without limiting the generality of the foregoing, the negotiation and finalization of the terms and conditions relating to such investments and entering into arrangements with other shareholders".

**CERTIFIED THAT THE ABOVE IS A
TRUE COPY OF RESOLUTIONS PASSED
ON NOVEMBER 23, 2023**



FAISAL MAHMOOD
GM Finance & Company Secretary