



WAPCO Nigeria

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 52nd Annual General Meeting of LAFARGE CEMENT WAPCO NIGERIA PLC will be held at MUSON Centre, Onikan, Lagos on Friday, 20th May 2011 at 11 a.m. to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statement for the year ended 31st December 2010, the reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To elect/re-elect Directors. In accordance with Section 256 of the Companies and Allied Matters Act (Cap C20, Laws of the Federation of Nigeria, 2004), special notice is hereby given that Asiwaju Ademola Awosanya who is due for re-election is over 70 years of age.
4. To authorise the Directors to fix the remuneration of the External Auditors for the year.
5. To elect members of the Audit Committee.

SPECIAL BUSINESS

6. To consider and if thought fit, to pass the following proposed Special Resolutions:

“That the Memorandum of Association of the Company be and is hereby amended by inserting the following sub-clauses in the Objects Clause:

- a. To engage in the business of exportation of products manufactured by the Company including but not limited to cement and other substances or products manufactured by the Company;
 - b. To engage in the business of electric power generation, distribution, trading, energy or power rentals, sales, establish, run, carry on business as proprietors and managers of electric power works and to this end, to own and operate power generation stations, to acquire, construct, lay down, maintain, enlarge, alter, work and use all such lands, buildings, docks, easement and other works, machinery, plants, dynamos, turbines, barges, motors, pylons, pipes, fittings, meters, apparatus, materials and to supply all such materials and products and things as may be necessary, incidental or convenient in connection with the generation, accumulation, use, regulation measurement, supply, distribution of electricity and other ancillary services”.
7. “THAT the Memorandum and Articles of Association of the Company be amended and registered at the Corporate Affairs Commission to reflect the above resolutions”.
 8. “THAT the Company Secretary be and is hereby authorised to take all actions and make amendments that are necessary to give effect to Resolutions passed at the Meeting.”

NOTES:

PROXY

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.

A proxy form is attached in this Annual Report. For the instrument of proxy to be valid for the purpose of the meeting it must be completed, duly stamped by the Commissioner of Stamp Duties in accordance with the Stamp Duties Act (cap S8 Laws of the Federation of Nigeria 2004) and deposited at the Office of the Registrar of the Company, City Securities Limited, Primrose Tower, 17A Tinubu Street, Lagos, not later than 48 hours before the time for holding the meeting.

DIVIDEND WARRANT

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, the dividend warrants will be posted on the 20th day of May 2011, to members whose names appear in the Register of members at the close of business on the 6th day of May 2011.

CLOSURE OF REGISTER

The Register of Members and Transfer Books of the Company will be closed from the 9th to the 13th of May 2011, both dates inclusive for the purpose of payment of dividend.

AUDIT COMMITTEE

In accordance with section 359(5) of the Companies and Allied Matters Act, (Cap C20, Laws of the Federation of Nigeria, 2004), any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting.

BY ORDER OF THE BOARD

EDITH ONWUCHEKWA (MRS.)
Company Secretary/Legal Adviser

Dated this 29th March 2011

REGISTERED OFFICE

Elephant Cement House
Assibifi Road, Alausa, Ikeja
Lagos State.