

Date: 18<sup>th</sup> March 2019

التاريخ: 18 مارس 2019

M/S . / Boursa Kuwait Company

المحترمين

السادة/ شركة بورصة الكويت

Greetings,

تحية طيبة وبعد،،

**Subject: Call for the postponed meeting of Ordinary General Assembly Meeting Of HumanSoft Holding Company K.S.C.P to be held on 7/04/2019**

**الموضوع: الدعوة إلى اجتماع الجمعية العامة العادية المؤجلة لشركة هيومن سوفت القابضة بتاريخ 2019/4/7**

Further to our earlier letter on 18/03/2019 regarding the lack of the quorum of the AGM on 18/03/2019, We would like to inform you that the date of the postponed meeting of the Ordinary General Assembly Meeting of Human Soft Holding Company K.S.C.P for the fiscal year that ended as of 31/12/2018, is scheduled to be held at 9:00 AM on Sunday 7/04/2019 at the headquarters of the Public Authority for Industry - Ministries Zone, South Surra - Main hall 3, to discuss the attached Agenda of the Ordinary General Assembly Meeting.

لاحقا إلى كتابنا السابق بشأن عدم إكمال نصاب الجمعية العامة للشركة بتاريخ 18/03/2019، نحيطكم علما بأن موعد انعقاد اجتماع الجمعية العمومية العادية المؤجلة لشركة هيومن سوفت القابضة (ش.م.ك.ع.) للسنة المالية المنتهية في 31/12/2018، سوف يكون في تمام الساعة التاسعة من صباح يوم الأحد الموافق 2019/04/7 وذلك في المقر الرئيسي للهيئة العامة للصناعة - منطقة الوزارات في ضاحية الشهداء، جنوب السرة - قاعة المسرح الرئيسية (3)، من أجل مناقشة جدول أعمال الجمعية العامة العادية المرفق، تجدون مرفق نموذج الإفصاح عن المعلومات الجوهرية، ملحق رقم 11 من الكتاب العاشر- الإفصاح والشفافية من اللائحة التنفيذية لقانون هيئة أسواق المال الذي نصح بموجبه عن ماسبق.

You will also find enclosed Appendix 11 of Module 10 - "Disclosure of Material Information" Form of the Capital Markets Authority Executive Bylaws, by which we disclose the above.

وتفضلوا بقبول فائق الاحترام،،

**Yours Sincerely,**

**Annex:**

1. Agenda of Ordinary General Assembly Meeting
2. Appendix 11 of Module 10 - Disclosure of Material Information Form

**المرفقات:**

- 1- جدول أعمال الجمعية العامة العادية.
- 2- نموذج الإفصاح عن المعلومات الجوهرية

طارق فهد العثمان

رئيس مجلس الإدارة

Tareq Fahad Al-Othman

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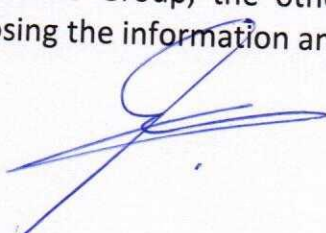
**Appendix 11**

**Disclosure of Material Information Form**

<b>Date</b>	18/3/2019
<b>Name of Listed Company</b>	Human Soft Holding K.S.C.P
<b>Material Information</b>	The postponed meeting of Ordinary General Assembly Meeting of Human Soft Holding Company K.S.C.P for the fiscal year that ended as of 31/12/2018, is scheduled to be held at 9:00 AM on Sunday 7/04/2019 at the headquarters of the Public Authority for Industry - Ministries Zone, South Surra - Main hall 3, to discuss the attached Agenda of the Ordinary General Assembly Meeting due to none-availability of the quorum for the scheduled meeting on 18/03/2019 of the General Assembly as disclosed earlier.
<b>Significant Effect of the material information on the financial position of the company</b>	<hr/>

Significant Effect on the financial position shall be mentioned if the material information can measure that effect, excluding the financial effect resulting from tenders or similar contracts.

If a Listed Company, which is a member of a Group, disclosed some material information related to it and has Significant Effect on other listed companies' which are members of the same Group, the other companies' disclosure obligations are limited to disclosing the information and the financial effect occurring to that company itself.





**Agenda of the Annual General Assembly meeting  
to discuss the overall audited financial statements of the company for the  
fiscal year that ended as of 31/12/2018**

1. Presenting and approving the Board of Director's report on the company's activities and its financial position for the fiscal year that ended as of 31/12/2018.
2. Presenting and approving the auditors' report on the final financial statements for the fiscal year that ended as of 31/12/2018.
3. Discussing and approving the financial statements of the company for the fiscal year that ended as of 31/12/2018.
4. Presenting and approving the report on violations and penalties issued by regulators.
5. Presenting and approving the Corporate Governance report for the fiscal year that ended as of 31/12/2018.
6. Presenting and approving the report of the Internal Audit Committee for the fiscal year that ended as of 31/12/2018.
7. Approving the deduction of KWD 1,000 only from the net profits realized for the fiscal year 2018 in favor of the statutory reserve so that the statutory reserve ratio exceeds 50% and to discontinue the deduction.
8. Approving the deduction of KWD 1,000 only from the net profits realized for the fiscal year 2018 in favor of the voluntary reserve so that its ratio exceeds 50% of the capital and to discontinue the deduction.
9. Discussing the Board of Directors' recommendation to distribute cash dividends for the fiscal year that ended as of 31/12/2018 at the rate of 185% of the nominal value of the share (i.e. 185 fils per share) which is equivalent to KWD 22,506,055.120 (Twenty Two Million Five Hundred Six Thousand Fifty Five Kuwaiti Dinars and one hundred and twenty Fils only), after deducting treasury shares from the capital. Cash dividends are due to shareholders who are registered in the company's records at the end of the Due Day which is set at 10 working days from the date of the General Assembly Meeting. Distribution of the cash dividends to shareholders will begin after 5 working days from the end of the Due Day. The Board of Directors is authorized to amend this schedule in case the schedule's confirmation was not announced at least eight working days before the due day.



القابضة

(ش.م.ك.ع.)

10. Discussing and approving the annual report of remunerations of the members of the Board of Directors and executive management of the company for the fiscal year that ended as of 31/12/2018.
11. Discussing the Board of Directors' proposal to distribute the board's remuneration at a value of KWD 40,000 (forty thousand Kuwaiti Dinars) for each member of the Board with a total value of KWD 200,000 (two hundred thousand Kuwaiti Dinars only).
12. Hearing the report of transactions with the related parties and authorizing the Board of Directors to carry out transactions with the related parties which will take place during the fiscal year ending on 31/12/2019 and approving the transactions executed during the fiscal year that ended as of 31/12/2018.
13. Authorizing the Board of Directors to buy and sell not more than 10% of the company's shares in accordance with law no. 7 of 2010 of the executive bylaws and their amendments.
14. Discussing the discharge of the members of the Board of Directors from any liability arising from or related to any of their financial, legal and administrative actions during the financial year that ended as of 31/12/2018.
15. Appointing or reappointing of auditors from the Capital Market Authority's approved list while taking into account the mandatory period to change the auditors of the company for the financial year ending 31/12/2019 and authorizing the Board of Directors to determine their fees.

**Tareq Fahad Al-Othman**  
**Chairman of the Board of Director**