



Invitation for Ordinary Annual General Meeting

The Board of Directors of Al Kamil Power Company SAOG is pleased to invite shareholders to attend the Annual General Meeting of the Company to be held on Monday, 18th March 2013 at 5 pm at the Muscat Securities Market conference hall, to discuss the following agenda:

1. To consider and approve the Annual Report of the Board of Directors for the financial year ending 31st December 2012.
2. To consider and approve the Audited Corporate Governance Report of the Company for the year ended 31st December 2012.
3. To consider and approve the Auditors' Report, Balance Sheet and Profit & Loss Accounts of the Company for the year ended 31st December 2012.
4. To consider the proposal of the Board of Directors to the following dividend payments:
 - a. Cash dividend of 9% (i.e. RO 0.090 per share) to the shareholders of the company who are on the shareholders' list registered with Muscat Clearing and Depository Company SAOC as at 29 July 2013.
 - b. Authorise the Board of Directors to distribute cash dividend not more than 15% (i.e. not to exceed RO 0.150 per share) to the shareholders of the company who are on the shareholders' list registered with Muscat Clearing and Depository Company SAOC as at 15th December 2013.
5. To approve the sitting fees paid to the members of the Board of Directors and Audit Committee for the year 2012 as set out in the Annexure (1) and to approve the sitting fees to be paid to the Board of Directors and Audit Committee during the financial year 2013 as set out in Annexure (2).
6. To notify the General Assembly of the related party transactions during the year as set out in the Annexure (3).
7. To get the approval of the General Assembly of the donation of given by the Company during 2012 Annexure (4).
8. To appoint Auditors for the financial year 2013 and determine their remuneration.
9. Election of New Board of Directors from amongst the shareholders or non-shareholders. Any person who wishes to nominate himself/herself to the Board of Directors should complete a nomination form available with the Company. The nomination form will be sent to any shareholder on request. The completed forms should be delivered to the Company at least two working days minimum prior to the AGM date and no later than the close of business on Wednesday, 13 March 2013. Nomination forms received after the 13 March 2013 shall not be accepted. In case the candidate is a shareholder, the Articles of Association of the Company requires that such shareholder must own a minimum of 500 shares in the Company at the date of the meeting.

According to the Articles of Association of the Company, any shareholder has the right to authorise in writing any other person to attend the meeting and vote on his behalf. Please attend the venue of the meeting at least half an hour prior to the time fixed for the meeting.

Please contact Mr. Ahmed Fahim Al Maimani on telephone number 24607466 for any further information.

Important Notice: Joint stock companies must deposit the dividend amount due to investors that remains uncollected after the expiry of six months from the due date, into the Investors' Trust Fund. Please note that each shareholder must contact Muscat Depository & Securities Registration Company SAOC at Muscat Security Market for any inquiry in respect of any such amounts due to him.

The shareholders are requested to be present at least 30 minutes before the start of the Annual General Meeting.

Chairman

Auditors

Legal Advisor

For use by Capital Market Authority

Signature:

Seal:

Date:

Al Kamil Power Co SAOG

Annexure to the AGM Notice to the shareholders of Al Kamil Power Co SAOG

Annexure 1

The total attendance fees paid to the Directors and Audit Committee members for 2012 was RO 3,900 as detailed below:

Name of Director	Number of meetings attended	Total Sitting fees paid in Rials Omani
Mr. Matti Castren	4	600
Mr. Karel Breda	6	900
Mr. Joe Helou	3	450
Mr. Ajeet Walavalkar	8	1,200
Mr. Khalil Ahmed Abdulla Al Harthy	5	750
Total	26	3,900

Annexure 2

Sitting fees proposed to be paid to the members of the Board of Directors and Audit Committee for the year 2013.

During the year 2013, the Company proposes to pay the members of the Board of Directors a sitting fee of RO 150 for each of the Audit Committee and Board of Directors meeting attended by them.

Annexure 3

The related party transactions during the year

The Company has a related party relationship with entities over which certain shareholders and Directors are able to exercise significant influence. The Company also has a related party relationship with its Directors. In the ordinary course of business, such related parties provide goods and render services to the Company. The Company has entered into an Operation and Maintenance Agreement with Al Kamil Construction & Services LLC, a related party, for operations and maintenance of the plant for a period of 15 years from the scheduled commercial operations date or the termination date of the PPA, whichever is earlier.

Prices and terms for these transactions, which are entered into in the normal course of business, are on terms and conditions, which the Directors consider, are comparable with those that could be obtained from unrelated third parties. The volume of related party transactions during the year ended 31 December 2012 was as follows:

Name of the Party	Nature of Relation	Type of Transaction	Amount	
			2012 RO'000	2012 US \$'000
Al Kamil Construction & Services Co. LLC	Operation and Maintenance of the plant is contracted to AKCS. 65% of the AKCS is owned by the International Power plc	Operation and Maintenance of Plant	3,029	7,875
Al Kamil Construction & Services Co. LLC	-as above-	Normal business expense	2	5
Suez Tractebel SA Dubai	Suez Tractebel is part of the GDF Suez SA, GDF Suez SA, ultimate owner of 65% shares of Al Kamil Power SAOG	Service Support Agreement	25	65
GDF Suez University	GDF Suez University is owned by GDF Suez SA.	Staff training	1	4
Suez Tractebel Operation and Maintenance Oman LLC	Suez Tractebel Operation and Maintenance Oman LLC is a subsidiary of GDF Suez SA	Procurement of emergency spares	2	5

Annexure 4

Donations made by the Company during the year 2012:

During the year the Company made a donation of RO 13,445 towards children's play facilities at the public park at Al Kamil, Wilayat of Al Kamil Al Wafi, Sharqiya.