



DAWOOD LAWRENCEPUR LIMITED

Dawood Centre, M.T. Khan Road, Karachi-75530

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (EGM) of the shareholders of Dawood Lawrencepur Limited (the "Company") will be held on Monday, September 11, 2023 at 3:00 PM at the Dawood Foundation Business Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi and via video link facility to transact the following business:

SPECIAL BUSINESS:

To consider and approve issuance of a continuing Stand-by Letter of Credit (SBLC) of up to USD 10 million in favor of the Lenders of Tenaga Generasi Limited (a subsidiary company) and to pass the following resolution as special resolution as required under Section 199 of the Companies Act, 2017 with or without modification:

"RESOLVED that approval of the Members of Dawood Lawrencepur Limited (the Company) be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 to obtain a continuing Stand by Letter of Credit (SBLC) of up to USD 10 million (United States Dollars Ten Million Only) from any bank in favor of Lenders of Tenaga Generasi Limited (a subsidiary company) through their Intercreditor Agent, Citibank International Limited, in terms of the Sponsors Support Agreement signed on March 11, 2015 between Dawood Lawrencepur Limited as the Sponsor, Dawood Corporation (Pvt) Limited as the Parent, Tenaga Generasi Limited as the Company, Citibank International Limited as the Intercreditor Agent, Citibank N.A., Karachi Branch as the Onshore Security Trustee and Citibank N.A., London Branch as the Offshore Security Trustee.

FURTHER RESOLVED that this Special Resolution shall be valid for a period of Three (3) years starting from the date of approval by Members of the Company and the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby authorized jointly to take all necessary actions and do all acts, deeds and things in the matter".

Statement of material facts pursuant to Section 134 (3) of the Companies Act, 2017 are annexed to the notice of meeting sent to the Members.

By Order of the Board

Imran Chagani
Company Secretary

Karachi
Dated: August 11, 2023



Notes:

1. Video Conference Facility for EGM of shareholders:

As per the directive issued by Securities and Exchange Commission of Pakistan ("SECP"), the Company has made arrangements of video conference facility to ensure that shareholders can also participate in the EGM proceeding via video link.

The members and their proxies who intends to attend the EGM through video link must register their particulars by sending an email at company.secretary@dawoodhercules.com. The members registering to connect through video link facility are required to mention their name, folio number and number of shares held in their name in the email with subject '**Registration for DLL EGM**' along with valid copy of their CNIC/Passport. Video link and login credentials will be shared with the members whose emails, containing all the required particulars, are received at the given email address at least 24 (twenty four) hours before the time of the EGM.

2. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from September 5, 2023 to September 11, 2023 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, by close of business on September 4, 2023, will be considered in time to attend and vote at the EGM.

3. Participation in the EGM:

All members entitled to attend and vote at the EGM, are entitled to appoint another person in writing as their proxy to attend and vote on their behalf. A proxy need not be a member of the Company. A corporate entity, being a member, may appoint its representative to attend the meeting through resolution of its board of directors. Proxy Forms in English and Urdu languages are attached with the notice circulated to the shareholders.

In case of appointment of proxy by a corporate entity, a resolution of the board of directors / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted to the Company along with a completed proxy form.

The proxy holders are required to produce their original valid CNICs or original passports at the time of the meeting.

In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at least 48 (forty-eight) hours before the time of the meeting.

CDC account holders will further have to follow the undermentioned guidelines as laid down by the SECP.

A. For Attending the EGM

- a. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall authenticate his/her original valid CNIC or the original passport at the above-mentioned email address at least 48 (forty-eight) hours before the EGM.



- b. In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee shall be shared on the above-mentioned email address at least 48 (forty eight) hours before the EGM (unless it has been provided earlier).
- B. For Appointing Proxies
- a. In the case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per above requirements.
 - b. Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - c. The proxy shall produce original valid CNIC or original passport at the above mentioned email address at least 48 (forty eight) hours before the EGM.
 - d. In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted on the email address mentioned above at least 48 (forty eight) hours before the EGM (unless it has been provided earlier) along with proxy form to the Company.
 - e. Proxy form will be witnessed by 2 (two) persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

**PROCEDURE FOR ELECTRONIC VOTING FACILITY AND
VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS**

4. Polling on Special Business:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification S.R.O 2192/ (I)/2022 dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Dawood Lawrencepur Limited (the "Company") will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming EGM to be held on Monday, September 11, 2023 at 3:00 PM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

5. Procedure for E-Voting:

- a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on September 4, 2023.
- b) The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).



- c) Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d) E-Voting lines will start from September 6, 2023, 09:00 AM and shall close on September 10, 2023, at 5:00 PM. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

6. Procedure for Voting Through Postal Ballot

The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, 3rd Floor, Dawood Centre M. T. Khan Road Karachi, or email at company.secretary@dawoodhercules.com one day before the Extraordinary General Meeting on September 10, 2023. The signature on the ballot paper shall match with the signature on CNIC.

For the convenience of the members, ballot paper is annexed to this notice and the same is also available on the Company's website at www.dawoodlawrencepur.com for download.

INFORMATION ABOUT SCRUTINIZER

With reference to the Regulations 4(4) and 11 of the Companies (Postal Ballot) Regulations, 2018, below is the information regarding the Scrutinizer for the purpose of upcoming Extraordinary General Meeting (EGM) of Dawood Lawrencepur Limited (the Company) to be held on September 11, 2023

Name of Scrutinizer	Messrs. UHY Hassan Naeem & Co, Chartered Accountants
Qualification and Experience	<p>The firm has grown over the last decade as a leading multi-disciplinary organization offering auditing taxation, business advisory, information technology, human resources and corporate services to public and private sector organizations in the country.</p> <p>UHY Hassan Naeem & Co. is a member of UHY International, one of the world's leading accounting and business advisory network, with offices in over 330 business centers in 90 countries across the globe.</p> <p>The firm holds a satisfactory Quality Control Review (QCR) status from the Institute of Chartered Accountants of Pakistan (ICAP) which demonstrates the quality standards maintained by the firm. It is registered on the Panel of State Bank of Pakistan (SBP) and is on the panel of USAID.</p>
Purpose of appointment	<p>The Company is required to appoint a scrutinizer for the purpose of voting in the EGM to transact business that pertains to investment in associated companies as mentioned in Section 199 of the Companies Act, 2017.</p> <p>Therefore, scrutinizer has been appointed to observe that satisfactory procedures of the voting process including adequate precautionary measures are ensured and reported as mentioned under regulation 11A.</p>



Statements of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the Special Business referred to the Notice above

These Statement sets out the material facts concerning the following Special Business to be transacted at the Extraordinary General Meeting of shareholders of Dawood Lawrencepur Limited to be held on September 11, 2023.

Agenda:

To obtain a continuing Stand-by Letter of Credit (SBLC) of up to USD 10 million in favor of Lenders of Tenaga Generasi Limited, a subsidiary of the Company.

The Company is seeking approval from its Members by passing special resolution proposed herein for the issuance of a continuing SBLC of up to USD 10 million provided to Messrs. Tenaga Generasi Limited (TGL), a subsidiary of the Company. The SBLC issued from Habib Bank Limited (approved by the shareholders at the Annual General Meeting held on May 30, 2023) will expire on September 12, 2023.

The directors have certified that they have carried out necessary due diligence for the proposed investments before making recommendation for approval of the Members, that the investment is being made as financial health of the associated company specially the significant receivables from Government of Pakistan are such that it has the ability to repay the financing as per agreement. A duly signed recommendation of the due diligence report shall be made available for inspection of Members in the general meeting along with latest audit annual financial statements of associated company.

Sr. No.	Nature of information required to be disclosed pursuant to the Companies (investments in associated companies or undertakings) Regulations, 2017	Relevant Information			
(a)	Disclosure for all types of investments				
	(A) Regarding associated company or associated undertaking: -				
	(i) Name of associated company or associated undertaking	Tenaga Generasi Limited (TGL).			
	(ii) Basis of relationship	Subsidiary Company			
	(iii) Earnings per share for the last three years (PKR)	2020	2021	2022	
		3.73	4.42	5.19	
	(iv) Break-up value per share, based on the latest audited financial statements	PKR 29.06			
	(v) Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements; and	Financial Position as of and for the year ended December 31, 2022.			
		Main items of Balance Sheet:			
			(Rs. in million)		
		Non-current Assets	12,931		
		Current Assets	5,473		
		Total Equity	8,796		
		Non-current Liabilities	6,467		
	Current Liabilities	3,141			



		Main items of Profit and Loss Account:	
			(Rs. in million)
		Sales-net	3,432
		Profit from operations	2,066
		Profit before taxation	1,590
		Profit for the year	1,572
	(vi) In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely:	Not applicable	
	(I) description of the project and its history since conceptualization;		
	(II) starting date and expected date of completion of work;		
	(III) time by which such project shall become commercially operational;		
	(IV) expected time by which the project shall start paying return on investment; and		
	(V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.		
	(B) General Disclosure: -		
	(I) maximum amount of investment to be made;	Standby Letter of Credit (SBLC) up to USD 10 Million.	
	(II) purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To guarantee TGL's loan repayments and its related mark-up payable to the lenders, in case of any default by TGL. The continuing operations of TGL will likely result in steady dividend stream on DLL's investment	
	(III) sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:		
	(I) justification for investment through borrowings;	SBLC will be issued against payment of fees which will be fully recovered from TGL.	



	<p>(II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(III) cost-benefit analysis;</p> <p>(IV) salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;</p> <p>(V) 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>As per the Sponsor Support Agreement between TGL, DLL, and other parties, either DSRA balance has to be maintained or an equivalent SBLC has to be issued.</p> <p>a) Charge over land and building by ways of Memorandum of Constructive Deposit to Title Deed of the company.</p> <p>b) Pledge of shares of Dawood Hercules Corporation acceptable to the issuing bank.</p> <p>SBLC facility fee at mutually agreed rates.</p> <p>TGL is a subsidiary of DLL. As a condition of the project financing, the Company has entered into Sponsors Support Agreement on March 11, 2015 made between DLL (as the Sponsor), Dawood Corporation (Private) Limited (as the Parent), Tenaga Generasi Limited (as the Company), Citibank International Limited (as the Intercreditor Agent), Citibank N.A., Karachi Branch (as the Onshore Security Trustee) and Citibank N.A., London Branch (as the Offshore Security trustee), which requires issuance of a continuing SBLC in favour of the lenders of TGL through their Intercreditor Agent, Citibank International Limited, to secure the repayments of loan obtained by TGL from the lenders of the Wind Power Project. DLL will be required to make payment only in case TGL fails to make repayments of loan and mark-up on due date as per the Agreement. The Company, therefore, is seeking shareholders' approval for SBLC as detailed above.</p> <p>None of the directors, sponsors, majority shareholders and their relatives have any interest in the associated company or proposed transaction, except to the extent of their shareholding in the associated company or associated undertaking or the transaction under consideration.</p> <p>Further, TGL is a subsidiary of the Company and 3 out of 5 directors of TGL are shareholders of the Company as follows:</p>
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	<p>(VI) in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and</p> <p>(VII) any other important details necessary for the members to understand the transaction;</p>	<p>Mr. Shahid Hamid Pracha: 1,000 shares Mr. Mujtaba Haider Khan: 1,150 shares Mr. Mohammad Shamooun Chaudry: 1,150 shares.</p> <p>TGL does not hold any share in the Company.</p> <p>DLL currently holds 75% of its shareholding in TGL and during FY 2022, profit attributable to DLL amounted to PKR 1,179 million. The Company has also provided another subordinated facilities of up to PKR 1.3 billion to Tenaga Generasi Limited. No impairment on investment in TGL has been recognized by the Company.</p> <p>None</p>
(b)	In case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made: -	
	<p>(I) category-wise amount of investment;</p> <p>(II) average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for <i>Shariah</i> compliant products and</p> <p>(III) rate of return for unfunded facilities, as the case may be, for the relevant period;</p> <p>(IV) rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;</p> <p>(V) particulars of collateral or security to be obtained in relation to the proposed investment;</p> <p>(VI) if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and</p>	<p>Standby Letter of Credit (SBLC) up to USD 10 Million</p> <p>The current borrowings of the Company are at the rates up to 3 Month KIBOR + 1%.</p> <p>Not applicable</p> <p>Mutually agreed rate with bank will be charged to TGL</p> <p>The facility is unsecured.</p> <p>No conversion features.</p>



	(VII)repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Not applicable
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Except to the extent as mentioned in B(V) above, the Directors of the Company have no direct or indirect interest in the above said special business except to the extent of their shareholding in the Company.

UPDATE UNDER CLAUSE 4(2) OF THE COMPANIES (INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017, WITH RESPECT TO THE SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING HELD ON MAY 30, 2023 AND EXTRAORDINARY GENERAL MEETING HELD ON JULY 13, 2023

1. Loan to associated company, Dawood Hercules Corporation Limited, an intercompany loan in the aggregate amount of up to PKR 1,500,000,000/-.

Total investment approved	PKR 1.5 billion.
Amount of investment made to date	Nil
Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time; and	There is no deviation as the investment can be made in one year time from May 30, 2023.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment.	No material change as the investment was approved on May 30, 2023.

2. A second unsecured Subordinated Loan Facility of up to PKR 1 billion for Tenaga Generasi Limited.

Total investment approved	PKR 1 billion.
Amount of investment made to date	PKR 137 million
Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time; and	There is no deviation as the investment can be made in one year time from July 13, 2023.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment.	No material change as the investment was approved on July 13, 2023.



DAWOOD LAWRENCEPUR LIMITED

BALLOT PAPER

for voting through post for the Special Business at the Extraordinary General Meeting to be held on Monday, September 11, 2023, at 3:00 PM at The Dawood Foundation Business Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi
Tel (92-21) 35632200-09 Fax: (92-21) 35633970 UAN: 111-736-611 Website: www.dawoodlawrencepur.com

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution For Agenda Item No. 1
To consider and approve issuance of a continuing Stand-by Letter of Credit (SBLC) of up to USD 10 million in favor of the Lenders of Tenaga Generasi Limited (a subsidiary company) and to pass the following resolutions as special resolutions as required under Section 199 of the Companies Act, 2017 with or without modification:

"RESOLVED that approval of the Members of Dawood Lawrencepur Limited (the Company) be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 to obtain a continuing Stand by Letter of Credit (SBLC) of up to USD 10 million (United States Dollars Ten Million Only) from any bank in favor of Lenders of Tenaga Generasi Limited (a subsidiary company) through their Intercreditor Agent, Citibank International Limited, in terms of the Sponsors Support Agreement signed on March 11, 2015 between Dawood Lawrencepur Limited as the Sponsor, Dawood Corporation (Pvt) Limited as the Parent, Tenaga Generasi Limited as the Company, Citibank International Limited as the Intercreditor Agent, Citibank N.A., Karachi Branch as the Onshore Security Trustee and Citibank N.A., London Branch as the Offshore Security Trustee.

FURTHER RESOLVED that this Special Resolution shall be valid for a period of Three (3) years starting from the date of approval by Members of the Company and the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby authorized jointly to take all necessary actions and do all acts deeds and things in the matter".

Instructions For Poll

1. Please indicate your vote by ticking (✓) the relevant box.

2. In case if both the boxes are marked as (✓), your poll shall be treated as "**Rejected**".

I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below:

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution No. 1		

NOTES:

- Dully filled ballot paper should be sent to the Chairman of Dawood Lawrencepur Limited at 3rd Floor, Dawood Centre M. T. Khan Road Karachi e-mail at company.secretary@dawoodhercules.com
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within business hours by or before September 10, 2023, Any postal Ballot received after this date, will not be considered for voting.
- Signature on ballot paper should match with signature on CNIC/ Passport. (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
- Ballot Paper form has also been placed on the website of the Company at www.dawoodlawrencepur.com. Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.

Date _____

Shareholder / Proxy holder Signature/Authorized Signatory

(In case of corporate entity, please affix company stamp)



نمائندگی کا فارم

میں رہم _____ ساکن _____
 بحیثیت ممبر داؤد لائسنس پولیٹیکل کے رکن و حامل _____ عام حصص برطانیق شیئرز رجسٹرڈ فوئیو نمبر _____ اور ری ای سی
 کے سٹراکٹی آئی ڈی نمبر _____ اور ذیلی کھانڈ نمبر _____ محترم محترمہ _____
 ساکن _____

مورخہ ۱۱ ستمبر ۲۰۲۳ بوقت ۳:۰۰ بجے شام بمقام داؤد فاؤنڈیشن بزنس جب، گراؤنڈ فلور، داؤد سینٹر، ایم ٹی خان روڈ، کراچی میں منعقد یا ملتوی ہونے والے کمپنی کے غیر معمولی اجلاس عام میں رائے دہندگی کے لئے اپنا نام اندہ مقرر کرنا کرتی ہوں۔

دستخط _____ بروز _____ ۲۰۲۳

مطلوبہ (پانچ روپے کا)
 ریویو بیٹیکٹ چسپاں کریں اور دستخط کریں

گواہ (۱)

دستخط گواہ:

نام:

پتہ:

دستخط کمپنی کے پاس پہلے سے محفوظ دستخطی نمونہ کے مطابق ہونے ضروری ہیں

قومی شناختی کارڈ نمبر یا: _____

پاسپورٹ نمبر: _____

گواہ (۲)

دستخط گواہ:

نام:

پتہ:

قومی شناختی کارڈ نمبر یا: _____

پاسپورٹ نمبر: _____

نوٹ:

- تمام نامزدگیاں اسی صورت میں موثر ہوں گی جب پر کسی فارم بنام کمپنی کے رجسٹرڈ آفس میں اجلاس کے مقررہ وقت سے ۲۸ گھنٹے قبل موصول ہوں۔
- سی ڈی سی شمیر ہولڈرز اور ان کے نمائندوں سے فرادفرد درخواست ہے کہ وہ اپنے کمپیوٹرائزڈ قومی شناختی کارڈ کی تصدیق شدہ نقل یا پاسپورٹ نمائندگی فارم داخل کرنے سے قبل اس کے ساتھ منسلک کریں۔ تمام پر کسی ہولڈرز اپنی شناخت کے لئے اجلاس کے وقت اپنا اصل شناختی کارڈ یا پاسپورٹ ضرور پیش کریں۔



**DAWOOD LAWRENCEPUR LIMITED
PROXY FORM**

I/We _____, of _____, being member of Dawood Lawrencepur Limited and holder of _____ Ordinary Shares, as per: Share Register Folio No. _____ and/or CDC Participant ID No. _____ Sub A/c No. _____ hereby appoint _____ of _____ as my/our proxy to attend, speak, and vote for me/us and on my/our behalf, at the Extraordinary General Meeting (EGM) of the Company to be held on Monday, September 11, 2023 at 3:00 PM at the Dawood Foundation Business Hub, Ground Floor, Dawood Centre M.T. Khan Road, Karachi and via video link facility, and at any adjournment thereof.

Signed this _____ day of _____ 2023

WITNESSES:

- 1. Signature: _____
- Name: _____
- Address: _____
- _____
- _____
- CNIC No. or _____
- Passport No. _____

Signature on
Revenue Stamps
of Rupees Five

- 2. Signature: _____
- Name: _____
- Address: _____
- _____
- _____
- CNIC No. or _____
- Passport No. _____

Signature should agree with the specimen signature with the Company.

IMPORTANT:

- 1. This Proxy Form, duly completed, must be deposited at the Company's Registered Office, not less than forty-eight (48) hours before EGM.
- 2. CDC shareholders and their proxies are each requested to attach and attested photocopy of their valid Computerized National Identity Card (CNIC) or Passport with this proxy form before submission to the Company.
- 3. All proxies attending the EGM are requested to bring their original CNIC/Passport for identification.