

DYNEA PAKISTAN LIMITED

Office No.406, Parsa Tower, Plot No. 31/1/A, Block-6, P.E.C.H.S.
Shahrah-e-Faisal, Karachi-75400. Ph: (92-21) 34520132-134 Fax: (92-21) 34392182

NOTICE OF 39th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Ninth (39th) Annual General Meeting of the Members of the Company will be held on Thursday, October 21, 2021 at 01:00 pm electronically through video-link arrangement to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2021 together with the Chairman's Review Report and Reports of the Directors' and Auditors' thereon.
- To approve final cash dividend for the year ended June 30, 2021 at Rs. 5/- per share i.e. 100%. This is in addition to the interim cash dividend at Rs. 2.50/- per share i.e. 50% already paid during the year.
- To appoint Auditors for the year 2021-2022 and to fix their remuneration. The present auditors - Messrs. EY Ford Rhodes, Chartered Accountants, being eligible offer themselves for re-appointment.

SPECIAL BUSINESS:

4. Alteration in the Articles of Association of the Company

To consider and, if thought fit, to pass, with or without modification, a resolution as special resolution as proposed amendments in the Articles of Association of the Company to align with the Companies Act 2017.

BY WAY OF SPECIAL RESOLUTION RESOLVED THAT necessary changes be made in the existing articles of association of the Company primarily to align with the Companies Act 2017 be and is hereby approved.

FURTHER RESOLVED THAT the Chief Executive Officer of the Company and the Company Secretary of the Company, be and are hereby singly authorized to do all acts, deeds and take all necessary actions to complete all legal formalities and file all documents as may be necessary to implement the aforementioned resolution, as well as carry out any other act which may be ancillary and/or incidental to the above and necessary to achieve the objective of the aforesaid resolution."

5. Revision of Directors' Fee for attending Board and / or Committee Meetings

By way of ordinary resolution revision of the amount of fees to be paid to the Non-Executive Directors of the Company for attending the Board and / or Committees meetings and in that connection to pass the following resolutions, with or without modification, addition or deletion:

RESOLVED AS AND BY WAY OF AN ORDINARY RESOLUTION THAT the fees of the non-executive directors to be revised from Rs. 75,000/- to Rs. 100,000/- for attending the Board and / or Committee meeting w.e.f. November 01, 2021.

A Statement under Section 134(3) of the Companies Act 2017 read together with SRO 423(I)/2018 dated 3 April 2018 in connection with the Special Business above is being sent to the shareholders along with this notice.

By Order of the Board

Saqib Naim

Company Secretary

Karachi.
September 03, 2021

NOTES

i. Participation in the AGM Proceeding via the Video Conference Facility

Participation in the AGM Proceeding via the Video Conference Facility due to current COVID-19 situation. Shareholders interested to participate in the meeting are requested to share below information at agm2021@dynea.com.pk for their appointment and proxy's verification at least 48 hours before the time of the meeting.

S.No.	Name of Shareholder	CNIC No.	Folio No.	Cell No.	Email Address

Video conference link details and login credentials will be shared with those Shareholders whose emails containing all the particulars are received atleast 48 hours before the time of the meeting. Shareholders can also provide their comments and questions for the agenda items of the AGM on agm2021@dynea.com.pk atleast 48 hours before the time of the meeting.

ii. Closure of Share Transfer Books

The Share Transfer Books of the Company will be closed from October 14, 2021 to October 21, 2021 (both days inclusive) for the purpose of the Annual General Meeting and payment of the final dividend. Transfer requests received by Share Registrar of the Company M/s FAMCO Associates (Private) Ltd, 8-F, Nursery, Block 6 P.E.C.H.S., Shahra-e-Faisal, Karachi. Tel: 0092-21-34380101-5, 0092-21-34384621-3 (Ext-103) Fax: 0092-21-34380106 at the close of business on October 13, 2021 will be treated in time for the purpose of determining above entitlement to the transferees for payment of final dividend and to attend the Annual General Meeting.

iii. Proxy

A member entitled to attend and vote at this General Meeting is entitled to appoint a Proxy to attend, speak and vote in his place at the Meeting. Instrument appointing a proxy must be deposited at the Registered Office of the Company at least 48 hours before the time of the meeting. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be provided atleast 48 hours before the time of the meeting. The Form of Proxy in English and Urdu is attached in the Annual Report and should be witnessed by two persons whose names, addresses and CNIC numbers should be mentioned on the Forms. The Form of Proxy is also available on the Company's website (www.dynea.com.pk).

iv. Change of Address

The Shareholders are requested to promptly notify change in their address, if any, to the Company's Share Registrar.

v. Submission of Copies of Valid CNIC not Provided Earlier

Individual Shareholders are once again reminded to submit a copy of their valid CNIC, if not provided earlier to the Company's Share Registrar. In case of non-availability of a valid copy of the Shareholders' CNIC in the records of the Company, the Company shall withhold the Dividend under the provisions of Section 243 of the Companies Act 2017.

vi. Withholding Tax on Dividend

Currently, the deduction of withholding tax on the amount of dividend paid by the companies under Section 150 of the Income Tax Ordinance, 2001, are as under:

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| (a) | For Persons appearing in Active Tax Payer List (ATL): | 15% |
| (b) | For Persons not appearing in Active Tax Payer List (ATL): | 30% |

Shareholders who have filed their return are advised to make sure that their names are entered into latest Active Tax Payers List (ATL) provided on the website of FBR at the time of dividend payment, otherwise they shall be treated as persons not appearing in ATL and tax on their cash dividend will be deducted at the rate of 30% instead of 15%.

vii. Withholding tax on Dividend in Case of Joint Account Holders

In order to enable the Company to follow the directives of the regulators to determine shareholding ratio of the Joint Account Holder(s) (where shareholding has not been determined by the Principal shareholder) for deduction of withholding tax on dividend of the Company, shareholders are requested to please furnish the shareholding ratio details of themselves as Principal shareholder and their Joint Holders, to the Company's Share Registrar, enabling the Company to compute withholding tax of each shareholder accordingly. The required information must reach the Company's Share Registrar by October 13, 2021, otherwise each shareholder will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

viii. Payment of Cash Dividend Electronically (E-mandate)

In accordance with the provisions of section 242 of the Companies Act, 2017 and Companies (Distribution of Dividend) Regulations, 2017, it is mandatory that dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholder. Notice in this regard has already been published earlier in newspapers as per Regulations. All shareholders are once again requested to provide details of their bank mandate specifying: (i) title of account, (ii) IBAN number (iii) bank name and (iv) branch name, code & address; to Company's Share Registrar. Shareholders who hold shares with Participants / Central Depository Company of Pakistan (CDC) are advised to provide the mandate to the concerned Broker / CDC.

The "Electronic Dividend Mandate Form" in English and Urdu is available on the Company's website: (www.dynea.com.pk).

ix. Distribution of Annual Report through Email (Optional)

Pursuant to the provisions of Section 223(6) of the Companies Act, 2017, the companies are permitted to circulate their annual financial statements, along with Auditor's Report, Directors' Report etc. ("Annual Report") and the notice of annual general meeting ("Notice"), to its shareholders by email. Shareholders of the Company who wish to receive the Company's Annual Report and Notice of Annual General Meeting by email are requested to provide the completed Electronic Communication Consent Form (available on the Company's website), to the Company's Share Registrar.

The audited financial statements of the Company for the year ended June 30, 2021 have been made available on the Company's website (www.dynea.com.pk) in addition to annual and quarterly financial statements for prior years.

x. Transmission / Dispatch of Annual Report through CD / DVD

The Company has circulated Annual Financial Statements / Annual Report 2021 to its members through CD/DVD at their registered addresses. Printed copy of the same can be provided to the members upon request. The audited financial statements of the company for the year ended June 30, 2021 have been made available on the Company's Website (www.dynea.com.pk).

The Standard Request Form is available on the Company's website (www.dynea.com.pk). If a member prefers to receive hard copies for all the future Audited Financial Statements and notice of AGM, then such preference of the member shall be noted in the Standard Request Form.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 READ WITH SRO 423(I)/2018 DATED 3 APRIL 2018 IN CONNECTION WITH SPECIAL BUSINESS

This statement sets out the material facts concerning the special business to be transacted at the Annual General Meeting of the Company to be held on October 21, 2021 at 1:00 pm electronically through video-link arrangement.

1. Amendment in Articles of Association of the Company

The Board of Directors of the Company have in their meeting held on September 03, 2021 approved to recommend the shareholders of the Company to consider amending the Articles of Association of the Company primarily in order to align the existing one with the Companies Act 2017.

Availability of Relevant Documents

A copy of the existing Articles of Association identifying the changes proposed therein alongwith a comparative analysis of the existing clauses with the proposed amendments and reasons for each change are being sent to all shareholders (available on the Company's website i.e. www.dynea.com.pk) and also are available for inspection at the registered office of the Company from 9.00 a.m. to 5.00 p.m. on any working day, up to the last working day before the date of the Annual General Meeting. The same shall also be available for inspection by the members in the Annual General Meeting.

Statement by the Board of Directors

"We, the members of the Board of Directors hereby confirm that the alterations in the Articles of Association of the Company are in line with the applicable laws and regulatory framework."

Nature of Interest

The Directors of the Company do not hold any direct or indirect interest in the alteration of Articles of Association of the Company.

2. Revision of Directors' Fee for attending Board and / or Committee Meetings

The Board of Directors of the Company have in their meeting held on September 03, 2021 approved to be revised from Rs. 75,000/- to Rs. 100,000/- for attending the Board and / or Committee meetings.

The rationale of revision in the fee of directors of the Company is to bring them in line with the fees paid to directors of listed companies of similar size.

Nature of Interest

The Directors of the Company except Mr. Donald John Jenkin, Chairman and Mr. Shabbir Abbas, Chief Executive are interested in the revision of fees of the directors.