

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 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Company will be held on Friday, June 28, 2019 at 10:00 am at the Auditorium of Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi to transact the following as an ordinary business:

To elect 7 (seven) Directors of the Company as fixed by the Board of Directors in accordance with the provision of Section 159(1) of the Companies Act, 2017 for a term of three years commencing from June 29, 2019. The retiring Directors are:

- | | |
|--------------------------------|-------------------------|
| 1. Dr. Donald John Jenkin | 2. Mr. Tayyeb Afzal |
| 3. Mr. Sajid Hassan | 4. Mr. Shabbir Abbas |
| 5. Mr. Ameen Mohammad Bandukda | 6. Ms. Anam Fatima Khan |
| 7. Mr. Aqeel Loon | |

The retiring Directors are eligible to offer themselves for re-election.

By Order of the Board

Karachi:
May 30, 2019

Saqib Naim
Company Secretary

Notes:

- Any member who is desirous to contest the election of Directors shall file the following with the Company at its Registered Office (Office No. 406, Parsa Tower, Plot No.31/1/A, Block-6, P.E.C.H.S, Shahrah-e-Faisal, Karachi.) not later than 14 (Fourteen) days before the day of the Extraordinary General Meeting:
 - A notice of his/her intention to offer himself/herself for election in terms of Section 159(3) of the Companies Act, 2017. He/She should also confirm that:
 - He/she is eligible to become a director of the listed companies under any applicable laws and regulations (including Pakistan Stock Exchange Regulations).
 - Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.
 - He/she is not serving as a director in more than five (5) listed companies simultaneously. Provided that this limit shall not include directorships in the listed subsidiaries of the listed holding company.
 - In case of independent directors, a declaration of Independence in terms of Section 166(2) of the Companies Act, 2017 as required under Listed Companies (Code of Corporate Governance) Regulations, 2017.
 - Consent to act as Director in Form 28 under Section 167 of the Companies Act, 2017.
 - A detailed profile along with office address for placement on the Company's website.

A copy of the relevant documents may be obtained from the office of the Company Secretary of the Company or may be downloaded from the website of Securities and Exchange Commission of Pakistan (SECP).

- A director must be a member of the Company at the time of filing his/her consent for contesting election of directors except a person representing a member, which is not a natural person;
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.
- Pursuant to Companies (Postal Ballot) Regulations, 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017 members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.
- A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote. Votes may be given either personally or by proxy or by attorney, and in case of a corporation by representative duly authorized. The instrument of proxy as per format attached duly executed should be deposited at the Registrar's Office of the Company at least 48 hours before the time of the meeting.

CDC Account Holders will further have to follow the guidelines as laid down in Circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

6. For Attending the Meeting

- In case of individuals, the account holder or sub-account holder and/or the person, whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of Meeting.

7. For Appointing Proxies

- In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration detail is uploaded as per the CDC regulations, shall submit the proxy form as per the above requirement.
- The proxy form shall be witnessed by the person whose name, address and CNIC number shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her original CNIC or original passport at the time of Meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

- The Notice of Extraordinary General Meeting has been placed on the Company's website www.dynea.com.pk in addition to its dispatch to the shareholders.

9. Book Closure

The share transfer book of the Company will remain closed from June 22, 2019 to June 28, 2019 (both days inclusive) for determining voting rights. Transfers received at June 21, 2019 M/s. FAMCO Associates (Pvt) Limited, 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi. Tel: (021) 34380101-5, 34384621-3 (Ext-103) Fax: (021) 34380106, the Share Registrar of the Company by the close of business on June 21, 2019 will be treated in time to attend the meeting.

10. Consent for Video Conference Facility

Pursuant to SECP Circular No. 10 of 2014 dated May 21, 2014, if company receives consent from members holding aggregate 10% or more shareholding residing in geographical location to participate in the meeting through video conference at least 10 days prior to the date of Extraordinary General Meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility please provide following information and submit to the Share Registrar Office:

I/ We, _____ of _____ being a member of Dynea Pakistan Limited holder of _____ Ordinary Share(s) as per Register Folio No. _____ hereby opt for video conference facility at _____.

Signature of member

The Company will intimate members regarding venue of video conferencing facility at least 5 days before the date of Extraordinary General Meeting along with complete information necessary to enable them to access such facility.

Statement of Material Facts under Section 166(3) of the Companies Act, 2017 in respect of Election of Directors

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under Section 166(2) of the Companies Act, 2017.

The present directors are interested to the extent that they are eligible for re-election as directors of the Company.