



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting ("EOGM") of Dynea Pakistan Limited ("Company") will be held on Friday, June 27, 2025 at 10:30 am at the Auditorium of Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi to transact the following business:

ORDINARY BUSINESS

To elect seven (07) Directors of the Company, as fixed by the Board of Directors of the Company, in accordance with the provision of Section 159 of the Companies Act, 2017 ("the Act") for a term of three years commencing from June 29, 2025. All the retiring Directors are eligible to offer themselves for re-election.

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| 1. Mr. Donald Jenkin | 2. Mr. Mustafa Jafar |
| 3. Mr. Lee Kin Seng | 4. Mr. Adnan Afridi |
| 5. Ms. Anam Fatima Khan | 6. Mr. Mazhar Valjee |
| 7. Ms. Naila Kassim | |

OTHER BUSINESS

To transact any other business with the permission of the Chair.

By Order of the Board

Place: Karachi,
Date: June 03, 2025

Mujtaba Hassan Ghanchi
Company Secretary

NOTES:

1. Book Closure

The share transfer books of the Company will be closed from June 21, 2025 to June 27, 2025 (both days inclusive) for the purpose of the Extraordinary General Meeting and determining voting rights. Transfer requests received in order by M/s. FAMCO Share Registration Services (Private) Limited, 8-F Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S., Shahrah-e-Faisal, Karachi. Tel:0092-21-34380101-5, 34384621-3 (Ext-103) Fax: 0092-21-34380106, the Share Registrar of the Company by the close of business (5:00pm) on Friday June 20, 2025 will be treated in time.

Only those persons whose names appear in the register of members as of Friday June 20, 2025, will be entitled to attend and participate at the Extraordinary General Meeting.

2. Election of Directors

- a) The term of the office of the present Board of the Company will expire on June 29, 2025. In terms of Section 159(1) of the Act, the Board has fixed the number of Directors at seven (07) through a resolution passed in the meeting of Board held on April 28, 2025, to be elected in EOGM of the Company for a term of three (03) years with effect from June 29, 2025.

Any member who is desirous to contest the election to the office of director, whether he/she is a retiring director or otherwise, shall file with the Company the following documentation/information at its registered office not later than fourteen (14) days before the date of the scheduled EOGM:

- Notice of his/her intention to offer himself/herself for election of directors under section 159(3) of the Act;
- Consent to act as a director on Appendix to Form-9 of the Companies Regulations 2024, as required under section 167 of the Act;
- Copy of CNIC/Passport and NTN;
- A detailed profile along with office address, for placement on the Company's website, in terms of SRO 1196(I)/2019 dated October 3, 2019 issued by Securities and Exchange Commission of Pakistan ("SECP");

- Declaration to be provided, confirming being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 ("the Code") and the eligibility criteria, for a director under section 153 of the Act, any other provision of the Act and applicable laws and regulations.
- b) 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.
- c) The selection of Independent Directors will be complied with the requirements of section 166 of the Act and clause 6 of the Code and submit the necessary declaration and documentation.
- d) The final list of contesting Directors will be circulated not later than Seven (07) days before the date of the EOGM, in terms of section 159(4) of the Act. Further, the website of the Company will also be updated with required information.

3. A) Attending the Meeting

- i) In case of individuals, the account holder or sub-account holder and/ or the person whose securities and registration details as uploaded as per the Regulations, shall authenticate his/her identity by showing original Computerized National Identity Card ("CNIC") or original passport at the time of attending the meeting.
- ii) In case of a corporate entity, the Board of the Director's resolution/ power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

B) Appointment of Proxy

A member entitled to attend and vote at this EOGM is entitled to appoint a Proxy to attend, speak and vote in place of the member at the Meeting. Instrument appointing a proxy must be deposited at the Registered Office of the Company or at the above-mentioned address of Company's Share Registrar at least forty-eight (48) hours before the time of the meeting, alongwith attested copy of CNIC of the shareholder appointed as Proxy. For the convenience of shareholders, proxy forms (both in English and Urdu) are enclosed with this notice and also available on the company's website www.dynea.com.pk.

In the case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee along with his / her CNIC shall be provided at least forty-eight (48) hours before the time of the meeting. The individual members or representatives of corporate members of the Company in CDC must bring original CNIC or Passport and CDC Account and Participant ID Numbers to prove identity and verification at 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 and any updates thereon.

C) Appointment of Scrutinizer

In accordance with the regulation 11 of the Companies (Postal Ballot) Regulation, 2018 (the Regulation), the Board of the Company has appointed M/s BDO Ebrahim & Co., Chartered Accountants, a QCR rated audit firm, to act as scrutinizer of the Company for election of Directors in the meeting and to undertake other responsibilities as defined in regulation 11A of the Regulation.

D) Voting Through E-voting and Postal Ballot Paper

Pursuant to the Companies (Postal Ballot) Regulations, 2018 and notified amendments, members will be allowed to exercise the right to vote through electronic voting facility and postal ballot for the purpose of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 of the Act, voting shall be conducted in the manner and as per the procedures contained in the Regulations.

E) Virtual Participation in the EOGM Proceedings

Shareholders interested in attending the EOGM virtually through video conference facility, are hereby advised to get themselves registered with the company by providing the following information through email at dpl.corporate@dynea.com.pk along with a valid copy of their CNIC.

| Name of Shareholder | CNIC / NTN No. | Folio No/CDC Account No | No of Shares | Contact No | Email Address |
|---------------------|----------------|-------------------------|--------------|------------|---------------|
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* Where applicable, please also give the above particulars of the proxy-holder of the shareholder.

Online meeting link and login credentials will be shared with only those members/proxies whose emails, containing all the required particulars, are received at the given email address by 05:00 pm on Thursday, June 26, 2025. The login facility shall remain open from 10:15 am till the end of the meeting. Shareholders can also provide their comments and questions for the agenda items of the EOGM on dpl.corporate@dynea.com.pk by June 19, 2025.

F) Consent for Video Conference Facility

Pursuant to Section 132(2) of the Companies Act, 2017, members may avail video conference facility for this EOGM, provided the Company receives a request from the members residing in a city holding aggregate 10% or more shareholding at least 7 days prior to the date of the meeting.

A signed request as per the following format may be sent at the registered office of the Company within prescribed timeline.

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

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

G) Unclaimed Dividends and Share Certificates

The Company has, on various occasions, discharged responsibility under Section 244 of the Companies Act, 2017, by approaching shareholders to claim their unclaimed dividends and undelivered share certificates in accordance with the law.

Any Shareholders whose dividends and share certificates are still unclaimed/undelivered, are hereby once again requested to approach the Company with all necessary details immediately, to claim their outstanding dividend amounts and/or undelivered share certificates. In case no claim is received, the Company shall proceed in accordance with the applicable law.

H) Submission of copies of CNIC not provided earlier

Individual Shareholders are once again reminded to submit a copy of their valid CNIC immediately, if not provided earlier to the Company's Share Registrar. In case of non-availability of a valid copy of 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.

I) Change of Address

The Shareholders are requested to immediately notify the change in their mailing address, if any, to the Company's Share Registrar. In case of corporate entity, the shareholders are requested to promptly notify change in their particulars of their authorized representative, if applicable.

J) Website

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

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

Independent Director(s) will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 (the Act). They shall meet the criteria laid down under Section 166(2) of the Act and the regulations issued thereunder, and their names shall be listed on the data bank of Independent Directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Further their selection shall be made due to their respective core competencies, diversity, skill, knowledge and experience.

Final list of the contesting directors will be published no later than seven days before the date of the meeting in terms of Section 159(4) of the Act and the website of the company will also be updated with the required information of each director.

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