



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given to all shareholders of Shezan International Limited that an Extraordinary General Meeting (EOGM) of the Company will be held at its Registered Office, 56-Bund Road, Lahore and virtually (via-video link "Zoom") on Thursday, 22 June 2023 at 10:30 a.m. to transact the following business:

A. ORDINARY BUSINESS

- To confirm the minutes of the last Annual General Meeting of the Company held on 24 October 2022.
- To elect nine (09) Directors of the Company, as fixed by the Board of Directors, for the next term of three years starting from 28 June 2023, in accordance with the provisions of Section 159(1) of the Companies Act, 2017 ("The Act").
The names of the retiring Directors are as follows:

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|----------------------------|--------------------------------|
| 1. Mr. Muneer Nawaz | 5. Ms. Manahil Shah Nawaz |
| 2. Mr. M. Naeem | 6. Mr. Shahid Hussain Jatoi |
| 3. Mr. Abid Nawaz | 7. Mr. Abdul Hamid Ahmed Dagia |
| 4. Mr. Rashed Amjad Khalid | 8. Mr. Nauman Khalid |

B. SPECIAL BUSINESS

- To consider, and if thought fit, approve remuneration payable to the full time working Director(s) and Chief Executive of the Company.
- To consider, and if thought fit, approve transmission of annual audited financial statements through QR Enabled Code and weblink.

C. ANY OTHER BUSINESS

- To consider any other business with the permission of the Chair.

STATEMENT OF MATERIAL FACTS

Under section 166(3) and section 134(3) of the Companies Act, 2017

A statement required under section 166(3) concerning the manner of selection of Independent Directors and statement of material facts required under section 134(3) of the Companies Act, 2017 relating to agenda items No.3 to No.4 are appended to the Notice of Meeting being sent to the shareholders of the Company.

Lahore:
01 June 2023.

By Order of the Board
Khurram Babar
Company Secretary

Notes:

1. BOOK CLOSURE:

The register of shareholders of the Company will remain closed from 15 June 2023 to 22 June 2023 (both days inclusive). Transfers received in order by the Company's Share Registrar, M/s. Corplink (Private) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore by the close of business on 14 June 2023 will be considered in time for determining the transferees to attend, speak and vote at the meeting.

2. ELECTION OF DIRECTORS:

Any person who seeks to contest the election to the office of directors, whether he/she is a retiring Director or otherwise, shall file with the Company at its Registered Office, 56-Bund Road, Lahore not later than fourteen (14) days before the date of the meeting, the following documents:

- Notice of his/her intention to offer himself/herself for the election of directors in terms of section 159 of the Companies Act, 2017;
- Consent to act as director in Form 28, duly completed, as required under section 167(1) of the Companies Act, 2017;
- Detailed profile along with his/her office address and contact information for placement on Company's website as required under SECP's SRO 1196(I)/2019 dated 03 October 2019;
- Attested copy of valid CNIC/Passport and National Tax Number (NTN);
- His/her Folio Number/CDC Investor Account Number/CDC Participant ID Number/Sub Account Number. A person must have qualifying shares of the Company at the time of filing of his/her consent to act as Director. The aforesaid qualification shall not be applicable to persons mentioned in proviso to Section 153(i) of the Act;
- Detail of other directorship(s) and office(s) held;
- The candidates are requested to read the relevant provisions / requirements relating to the election of directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit;
- A signed declaration confirming that:
 - He/she is aware of duties and powers of directors under the Companies Act, 2017, the Memorandum and Articles of Association of the Company, Rule Book of The Pakistan Stock Exchange Limited, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws and regulations;
 - He/she is not serving as a Director in more than seven (07) Listed Companies simultaneously including as an alternate Director; and
 - He/she is not ineligible to become a Director of a Listed Company under section 153 of the Companies Act, 2017 and any other applicable laws and regulations.
- A signed declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation, 2019 and a signed undertaking on non-judicial stamp paper that he/she meets the requirements of sub regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

3. PARTICIPATION IN THE GENERAL MEETING:

A shareholder entitled to attend and vote at the General Meeting is entitled to appoint another shareholder as a proxy to attend and vote on his/her behalf. In case of a corporate entity, being a shareholder, may appoint as its proxy any of its officials or any other person, through Board Resolution / Power of Attorney.

The instrument appointing proxy must be received at the Registered Office of the Company or at the office of our Share Registrar or through email at meetings@shezan.com not less than forty eight (48) hours before the time of the meeting.

4. GUIDELINES TO THE GENERAL MEETING FOR CDC ACCOUNT HOLDERS:

CDC Account Holders will have to follow the guidelines below as laid down in Circular 1 dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan:

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 CDC regulations, shall authenticate his/her identity by showing his/her original 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.

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 details are uploaded as per the regulations, shall submit the proxy form as per the above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses, and CNIC numbers 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 the meeting.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with the specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

5. CHANGE OF ADDRESS:

Shareholders are requested to immediately inform the Company's Share Registrar of any change in their mailing address.

6. POSTAL BALLOT/E-VOTING:

Pursuant to Companies (Postal Ballot) Regulations, 2018 for the purpose of approval of any agenda item at the General Meeting(s) shareholders will be allowed to exercise their right to vote through postal ballot that is voting by post, or e-voting, in the manner and subject to conditions contained in the Companies (Postal Ballot) Regulations, 2018.

7. PARTICIPATION THROUGH VIDEO CONFERENCING FACILITY:

Shareholders interested in attending the EOGM virtually are requested to ensure their registration by sending their particulars at the designated email address meetings@shezan.com mentioning their name, CNIC number, cell number, folio number and email address not less than forty eight (48) hours before the time of the meeting. The log-in credentials and Zoom link to participate in the EOGM would be provided to the registered shareholders via response email.

Shareholders who registered, after necessary verification as per the above requirement, will be provided a password protected video link by the Company via response email. The said link will remain open from 10:15 a.m. on the date of EOGM till the end of the meeting.

8. AVAILABILITY ON WEBSITE:

The Company has placed the Notice of Extraordinary General Meeting along with form of proxy on its website: www.shezan.com.