



Shezan International Limited
56 - Bund Road, Lahore

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of the shareholders of Shezan International Limited ("the Company") will be held at its Registered Office, 56-Bund Road, Lahore, on **Friday, 26 June 2020 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 26 October 2019.
- To elect eight (8) Directors of the Company, as fixed by the Board of Directors, for the next term of three years starting from 28 June 2020, in accordance with the provisions of section 159(1) of the Companies Act, 2017.

The names of the retiring Directors are as follows:

- | | |
|-----------------------------|-----------------------------|
| 1. Mr. Muneer Nawaz | 5. Ms. Manahil Shah Nawaz |
| 2. Mr. Humayun A. Shahnawaz | 6. Mr. Muhammad Khalid |
| 3. Mr. M. Naeem | 7. Mr. Shahid Hussain Jatoi |
| 4. Mr. Rashed Amjad Khalid | 8. Mr. Toqueer Nawaz |

B. SPECIAL BUSINESS

- To consider, and if thought fit, to approve remuneration payable to the full time working Director(s) and Chief Executive of the Company.

C. ANY OTHER BUSINESS

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

STATEMENT OF MATERIAL FACTS Under section 134(3) of the Companies Act, 2017

A Statement required under this section relating to Special Business of agenda items No. 3 is appended to the Notice of this Meeting being sent to the shareholders of the Company by post.

Lahore:
04 June 2020

By Order of the Board
Khurram Babar
Company Secretary

For attending the meeting through video link due to COVID-19 Pandemic:

In pursuance of SECP Circular Nos. 5 and 10 of 2020 dated 17 March 2020 and 01 April 2020 respectively regarding Regulatory Relief to dilute impact of Corona Virus (COVID-19) for Corporate Sector, the shareholders interested in attending the Extraordinary General Meeting (EOGM) through video link facility ("Zoom" which can be downloaded from Google Play or Apple App Store) are requested to get themselves registered with the Company Secretary office at least two working days before the holding of the time of EOGM at meetings@shezan.com by providing the following details:

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

- Upon receipt of the above information from interested shareholders, the Company will send the login details at their email addresses.
- On the EOGM day, the shareholders will be able to login and participate in the EOGM proceedings through their smart phone or computer devices from their any convenient location.
- The login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after identification process and verification process.

NOTES:

- Any person who seeks to contest the election of directors, shall file with the Company at its Registered Office not later than fourteen (14) days before the day of the above said meeting, his/her intention to offer himself/herself for the election of directors in terms of section 159 of the Companies Act, 2017 together with:
 - 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 for placement on Company's website;
 - 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 this Act;
 - Detail of other directorship and offices held;
 - A signed declaration to the effect 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;
 - Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019; and 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.
- The share transfer books of the Company will remain closed from 20 June 2020 to 26 June 2020 (both days inclusive).
- All shareholders are entitled to attend and vote at the Meeting.
- A shareholder of the Company entitled to attend and vote at the Extra Ordinary General Meeting may appoint another shareholder as a proxy to attend, speak and vote instead of him/her. Proxies must be deposited at the Company's registered office not less than forty-eight (48) hours before the time of holding the meeting. The proxy shall produce his/her original CNIC or passport to prove his/her identity.
- Shareholders are requested to immediately notify the Company of any change in their address to our share registrar, M/s. Corplink (Private) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore.
- Shareholders who have not yet submitted photocopy of their Computerized/Smart National Identity Card (CNIC/SNIC) to the Company are requested to send the same at the earliest.
- CDC account holders will further have to follow the under mentioned guidelines issued by the Securities and Exchange Commission of Pakistan.

A. 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 his/her identity by showing his/her original CNIC/SNIC 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.

B. 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/SNIC numbers shall be mentioned on the form.
- Attested copies of CNIC/SNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy form shall produce his original CNIC/SNIC 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.

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

- Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of directors' subject to the requirements of Section 143-145 of Companies Act, 2017, members will be allowed to exercise their right to vote through postal ballot, that is voting by post, in accordance with the requirements and procedure contained in the aforesaid Regulations.

- If the Company receives consent from the members holding at least 10% shareholding residing in the city, to participate in the meeting through video-link at least 07 days prior to date of the meeting, the company will arrange the facility of the video-link in that city subject to availability of such facility in that city.

The Company will intimate respective members regarding venue of the video-link facility before the date of Meeting along with complete information necessary to enable them to access the facility

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Any person who is eligible under section 153 and meets the criteria under section 166 of the Companies Act, 2017, may submit nomination to be elected as Independent Director. However, it is noteworthy to mention here that Independent Director shall be elected in the same manner as other directors are elected in terms of section 159 of the Companies Act, 2017. The Company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

The list of contesting directors will be published in newspapers not later than seven (07) days before the date of the said meeting in terms of section 159(4). Further, website of the Company will also be updated with the required information for each Director.

No Director has direct interest in the above said business, except they may contest for election of directors accordingly.