



www.dawoodhercules.com

June 26, 2024

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Dear Sir,

**Certified Copy of Resolutions Adopted at the Extraordinary General Meeting of
Dawood Hercules Corporation Limited held at 10:00 AM on Wednesday, June 26, 2024 at
Karachi School of Business and Leadership (KSBL) situated at National Stadium Road
Opp Liaquat National Hospital, Karachi - 74800, and via video link**

Dear Sir,

We are pleased to attach a certified copy of the resolutions adopted by the shareholders of Dawood Hercules Corporation Limited (the Company) at the Extraordinary General Meeting of the Company held at 10:00 AM on Wednesday, June 26, 2024 at Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, Opp Liaquat National Hospital, Karachi - 74800, and via video link.

The above is submitted for information as per the Regulation 5.6.9(b) of the Rule Book of Pakistan Stock Exchange Limited.

Thanking you,

Yours faithfully,

Imran Chagani
Company Secretary



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RESOLUTIONS ADOPTED BY THE SHAREHOLDERS OF DAWOOD HERCULES CORPORATION LIMITED AT THE EXTRAORDINARY GENERAL MEETING HELD AT 10:00 AM ON WEDNESDAY, JUNE 26, 2024 AT KARACHI SCHOOL OF BUSINESS AND LEADERSHIP (KSBL) SITUATED AT NATIONAL STADIUM ROAD, OPP LIAQUAT NATIONAL HOSPITAL, KARACHI - 74800, AND VIA VIDEO LINK

SPECIAL BUSINESS

To consider, and, if thought fit, to pass, with or without modifications, the following resolution for, inter alia, a corporate restructuring / reorganization of DH Corporation, involving the following:

- a. DH Corporation shall be demerged into two legal entities whereby all its assets, liabilities and obligations other than its investment in shares of Engro Corporation Limited (**Engro Corporation**) as specified in the Scheme (**Demerged Undertaking**) shall vest into DH Partners Limited (**DHPL**) against which DHPL shall issue shares in its share capital to the existing shareholders of DH Corporation (**DH Existing Shareholders**) in the same proportion in which they hold shares in DH Corporation;
- b. DH Corporation's investment in shares of Engro Corporation (**Retained Undertaking**) will be retained as part of DH Corporation; and
- c. The shares held by all shareholders of Engro Corporation (other than DH Corporation) in the issued share capital of Engro Corporation (**Transferred Shareholders**) shall vest with and into DH Corporation i.e., Engro Corporation shall become a wholly owned subsidiary of DH Corporation, in exchange whereof the Transferred Shareholders shall be issued shares by the DH Corporation in its share capital in a proportion such that the Transferred Shareholders shall hold their present proportionate shareholding in Engro Corporation indirectly through DH Corporation,

along with ancillary matters thereto, in accordance with the Scheme of Arrangement filed with the Hon'ble Islamabad High Court, Islamabad, as approved by the Board of Directors of DH Corporation on May 17, 2024.

The resolution to be passed by the requisite majority of the members of the DH Corporation under section 279 to 282 and 285(8) of the Companies Act, 2017 is as under:

RESOLUTIONS

"RESOLVED THAT the Scheme of Arrangement filed with the Hon'ble Islamabad High Court, Islamabad, prepared under the provisions of Section 279-282 and 285(8) of the



Dawood Hercules Corporation Limited

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Companies Act, 2017 as approved by the Board of Directors and circulated to the members of DH Corporation for, inter alia:

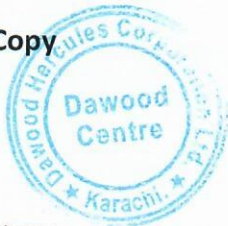
- a. DH Corporation shall be demerged into two legal entities whereby all its assets, liabilities and obligations other than its investment in shares of Engro Corporation Limited ("**Engro Corporation**") as specified in the Scheme ("**Demerged Undertaking**") shall vest into DH Partners Limited ("**DHPL**") against which DHPL shall issue shares in its share capital to the existing shareholders of DH Corporation ("**DH Existing Shareholders**") in the same proportion in which they hold shares in DH Corporation;
- b. DH Corporation's investment in shares of Engro Corporation ("**Retained Undertaking**") will be retained as part of DH Corporation; and
- c. The shares held by all shareholders of Engro Corporation (other than DH Corporation) in the issued share capital of Engro Corporation ("**Transferred Shareholders**") shall vest with and into DH Corporation i.e., Engro Corporation shall become a wholly owned subsidiary of DH Corporation, in exchange whereof the Transferred Shareholders shall be issued shares by DH Corporation in its share capital in a proportion such that the Transferred Shareholders shall hold their present proportionate shareholding in Engro Corporation indirectly through DH Corporation,

along with ancillary matters thereto, placed before the meeting for consideration and approval, be and hereby approved and adopted, along with any modifications / amendments required or conditions imposed by the Hon'ble Islamabad High Court, Islamabad.

FURTHER RESOLVED THAT the Chief Executive Officer, Chief Financial Officer and / or the Company Secretary be and are hereby singly authorized to complete any or all necessary corporate, legal and regulatory compliances and formalities to give effect to the above, including to sign, execute, deliver and issue, on behalf of DH Corporation, all such notices, documents, forms, instruments and other papers of any nature whatsoever that may be required in connection with the above resolution(s), and to complete regulatory requirements including filing of required documents with the Hon'ble Islamabad High Court."

Certified True Copy


Imran Chagani
Company Secretary



Dawood Hercules Corporation Limited

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