



June 26, 2024

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

Dear Sir / Madam,

Subject: RESOLUTIONS PASSED AT EXTRA-ORDINARY GENERAL MEETING OF ENGRO CORPORATION LIMITED

Please find enclosed herewith the resolutions passed by the Members / Shareholders at the Extra-Ordinary General Meeting of Engro Corporation Limited held earlier today.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

For and on behalf of
ENGRO CORPORATION LIMITED

MOHAMMAD YASIR KHAN
Company Secretary

Copied:
Director / HOD
Listed Companies Department, Supervision Division
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad

CERTIFIED COPY OF THE RESOLUTIONS PASSED BY THE MEMBERS / SHAREHOLDERS OF ENGRO CORPORATION LIMITED IN THE EXTRA ORDINARY GENERAL MEETING HELD ON JUNE 26, 2024.

Quote

“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 Companies Act, 2017 as approved by the Board of Directors and circulated to the members of Engro Corporation Limited (**“Engro Corporation”**) for, inter alia:

- a. DH Corporation Limited (**“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 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 Engro 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.”

Unquote