

Ref: Fin-0007/2025

March 18, 2025

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi -74000.

SUBJECT: NOTICE OF ANNUAL GENERAL MEETING

Dear Sir

In accordance with Clause 5.6.9 (b) of the PSX Rule Book, please find enclosed herewith a copy of captioned Notice to the shareholders for the Annual General Meeting of the Company to be held on Tuesday, April 08, 2025 at 09:30 A.M. at the Auditorium of The Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi and virtually, subsequent to its publication in newspapers.

The appended notice has been published in newspapers namely Business Recorder [English] and Nawa-i-Waqt [Urdu] today i.e. on Tuesday, March 18, 2025.

Yours sincerely



Syed Muhammad Taha Naqvi
Company Secretary

Encl: As above.

BUSINESS RECORDER

Founded by M.A. Zuberi

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NOTICE OF 57th ANNUAL GENERAL MEETING

Notice is hereby given that the 57th Annual General Meeting (AGM) of Hoechst Pakistan Limited (formerly Sanofi-Aventis Pakistan Limited) will be held on Tuesday, April 8th, 2025 at 09:30 A.M. at the Auditorium of The Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi and virtually through video conference facility to transact the following business:

ORDINARY BUSINESS

- To confirm the minutes of the 56th Annual General Meeting of the Company held on April 08, 2024.
- To receive, consider and adopt the Audited Financial Statements of the Company for the year ended December 31, 2024 together with the Chairman's Review, Directors' and Auditors' Reports thereon.

As required under section 223(8) of the Companies Act 2017 (the "Act") and approved by the shareholders of the Company in AGM held on April 08, 2024, the Annual Audited Financial Statements of the Company have been uploaded on the website of the Company which can be downloaded from the following link and/or QR enabled code:



<https://hoechst.com.pk/investors/financial-reports>

- To consider and approve the Final Cash Dividend at the rate of Rs. 110.00 (1.100%) per ordinary share of Rs. 10/- as recommended by the Board of Directors for the year ended December 31, 2024. This is in addition to interim cash dividend of Rs. 25.00 (250%) per share already paid during the year.
- To appoint External Auditors of the Company for the year 2025 and to fix their remuneration. The current Auditors, M/s. A.F. Ferguson & Co. (Chartered Accountants), being eligible to do so, have consented to be appointed as Auditors and the Board of Directors has recommended their appointment.

ANY OTHER BUSINESS

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

Karachi
March 18, 2025

By Order of the Board
Syed Muhammad Taha Naqvi
Company Secretary

Participation in the AGM Proceedings Via Video Conferencing Facility

The Securities and Exchange Commission of Pakistan ("SECP") has vide its circulars issued from time to time directed the listed companies to hold general meetings virtually in addition to the requirements of holding physical meeting. The following arrangements have been made by the Company to facilitate the participation of the shareholders in the AGM:

The shareholders interested in attending the AGM virtually are requested to get themselves registered by sending their particulars at the designated email address shares.desk@hoechst.com.pk mentioning their name, folio number, email address by the close of business hours on April 04, 2025. The log-in credentials and link to participate in the AGM would be provided to the registered shareholders via response email. The shareholders are also encouraged to send their comments/suggestions, related to the agenda items of the AGM on the abovementioned email address by the same date.

Notes:

Closure of Share Transfer Books and Appointment of Proxies

- The Share Transfer Books of the Company will be closed from Wednesday, April 02, 2025 to Tuesday, April 08, 2025 (both days inclusive). Transfers received at the office of the Company's Share Registrar, M/s FAMCO Share Registration Services (Pvt) Limited, B.F. Near Hotel Faran, Nursery, Block 6, P.E.C.H.S., Shahrah-e-Faisal, Karachi at the close of business on Tuesday, April 01, 2025 or credited on Central Depository System as per CDC regulations, will be treated in time for the purpose of entitlement to the transferees.
- A Member entitled to attend and vote at the Meeting may appoint another person as his/her Proxy to attend, speak and vote at the Meeting on his/her behalf. Instrument appointing Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time of the Meeting.
- Shareholders holding physical shares are also required to bring their original CNIC and/or copy of CNIC of shareholder(s) of whom his/she/they hold Proxy(ies). Such shareholder(s) shall not be allowed to attend and/or sign the Register of Shareholders/Members at the AGM without such CNIC(s).
- The CDC Account Holders and Sub-Account Holders, whose registration details are available in the Share Book Details Report, shall be required to produce their respective original Computerized National Identity Card (CNIC) or original passport at the time of attending the Annual General Meeting to facilitate identification. Such Account Holders and Sub-Account Holders should also bring/know their respective participation I.D. No. and the CDC Account No. and in case of Proxy, he/she must enclose an attested copy of his/her CNIC or Passport. Representative(s) of corporate member(s) should bring attested copy of Board Resolution/Power of Attorney and/or all such documents that are required for such purpose under Circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan ("SECP"). Proxy form is also available on the Company's website www.hoechst.com.pk.

Withholding Tax on Dividend Income

Please further note that under Section 150 of the Income Tax Ordinance, 2001 and pursuant to Finance Act 2020, withholding tax on dividend income will be deducted as per law for persons appearing and not appearing in Active Tax Payer List (ATL). According to clarification received from Federal Board of Revenue (FBR) withholding tax will be determined separately on 'Active/inactive' status of Principal Shareholder as well as Joint Holder(s) based on their shareholding proportions, in case of joint accounts.

In this regard, all shareholders who hold shares with joint shareholders are requested to provide shareholding proportions of Principal Shareholder and Joint Holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Company Name	Folio/CDS Account No.	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

- The required information must reach our Share Registrar by April 01, 2025, otherwise, it will be assumed that the shares are equally held by Principal Shareholder and Joint Holder(s) and tax will be deducted accordingly.
- Shareholders are therefore requested to please check and ensure the status from Active Taxpayers List (ATL) available at FBR website <http://www.fbr.gov.pk/> as well as ensure that their CNIC/Passport number has been recorded by the Participant/Investor Account Services or by Share Registrar (in case of physical shareholding). Corporate bodies (non-individual shareholders) should ensure that their names and National Tax Numbers (NTN) are available in ATL at FBR website and recorded by respective Participant/Investor Account Services or in case of physical shareholding by the Company's Share Registrar.
- Withholding tax exemption from dividend income shall only be allowed if a copy of valid tax exemption certificate is made available to the Company's Share Registrar by April 01, 2025.
- Non-resident shareholder(s) shall submit declaration of undertaking with copy of valid passport under definition contained in Section 82 of the Income Tax Ordinance, 2001 for determination of residential status for purposes of tax deduction on dividend to the Company's Share Registrar's FAMCO Share Registration Services (Pvt) Limited, or email at info.shares@famcoors.com at the latest by April 01, 2025. Member may send a declaration using a standard format as placed on Registrar and Company's websites as mentioned below:
www.famcoors.com
www.hoechst.com.pk

Statutory Code of Conduct at AGM

The Members are requested to observe the Statutory Code of Conduct at AGM in accordance with Section 215 of the Companies Act, 2017 and Regulation 55 of the Companies Regulations, 2024, whereby shareholders are not permitted to exert influence or approach the Management directly for decisions which may lead to creation of hurdles in the smooth functioning of the Management. As mentioned in these provisions, shareholders shall not bring material that may cause threat to participants or premises where the AGM is being held, confine themselves to the agenda items covered in the notice of the AGM and shall not conduct themselves in a manner to disclose any political affiliation. Additionally, the Company is not permitted to distribute gifts in any form to its shareholders in its meetings as per Section 185 of Companies Act, 2017.

Payment of Cash Dividend Through Electronic Mode (Mandatory)

In accordance with the Companies (Distribution of Dividend) Regulation 2017, shareholders are advised to provide their identification Number/Computerized National Identity Card (CNIC) Number and International Bank Account Number (IBAN) details, if they have not already done so, to our Share Registrar (if shares are held in physical form) at their above referred office address or to the respective Participants/Broker (if shares are held through CDS Account). In case of non-receipt of information, the Company will be constrained to withhold payments of dividend.

For the convenience of shareholders e-Dividend Mandate form is attached on Registrar and Company's websites as mentioned below:

www.famcoors.com
www.hoechst.com.pk

Submission of Copy of CNIC and/or NTN (Mandatory)

Further to SECP's directives, including SRO 83(1)/2012 and other relevant rules, for processing of electronic dividend the shareholder should provide CNIC number, except in the case of minor(s) and corporate shareholders.

As per Regulation No. 6 of the Companies (Distribution of Dividend) Regulations, 2017 and Section 243(3) of the Companies Act, 2017, the Company will be constrained to withhold payment of dividend to shareholders, in case of non-availability of identification number of the shareholder or authorized person (CNIC or NTN) and as the case may be.

Accordingly, the individual Members who have not yet submitted a copy of their valid CNIC to the Company's Share Registrar are once again requested to send their CNIC copy at the earliest directly to the Company's Share Registrar at FAMCO Share Registration Services (Pvt) Limited, B.F. Near Hotel Faran, Nursery, Block 6, P.E.C.H.S., Shahrah-e-Faisal, Karachi. Corporate entities are requested to provide their National Tax Number (NTN) and Folio Number along with the authorized representative's CNIC copy.

Zakat Deduction

To claim exemption from compulsory deduction of Zakat, shareholders are requested to submit a notarized copy of Zakat Declaration Form "CZ-50" on NJSP of Rs. 50/- to the Share Registrar. In case shares are held in scrippless form such Zakat Declaration Form (CZ-50) must be uploaded in the CDC account of the shareholder, through their participant/ Investor Account Services. Further, Non-Muslim shareholders are also requested to be Solemn Affirmation (in format available on the Company's website) with the Share Registrar of the Company in case shares are held in physical certificates or with CDC Participant/Investor Account Services in case shares are in scrippless form. No exemption from deduction of Zakat will be allowed unless the above documents complete in all respects have been made available as above.

Change of Address and/or Email Address

Shareholders having physical shares are requested to promptly notify change in their postal address(es) and/or email address if any, to Share Registrar, in writing whereas CDC account holders are requested to update their addresses with their CDC Participant/CDC Investor Account Services.

Unclaimed Dividend/Shares

Under Section 244 of the Companies Act, 2017 the Company is required to approach shareholders to claim their unclaimed dividends/shares. In this regard the Company has been reaching out to its shareholders by publishing notices in newspapers after sending individual letters. Those shareholders, who have not claimed their dividend amounts and/or shares as yet, are hereby requested to ensure that their claims for unclaimed dividend amounts and/or shares certificate are lodged promptly to the Company's Share Registrar.

Conversion of Physical Shares into CDC Account

As per Section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP. Shareholders having physical shareholdings are encouraged to open a CDC sub-account with any broker or Investor Account directly with CDC to place their physical shares into scrippless form. This is beneficial in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.

Availability of Annual Audited Financial Statements

In accordance with Section 223 of the Companies Act, 2017 and pursuant to SRO 389(1)/2023 dated March 21, 2023, the audited financial statements of the Company for the year ended December 31, 2024, along with the Directors', Auditors', and Chairman Report thereon, Notice of Annual General Meeting, and other related materials have been made available on the Company's website and published for sharing using a QR Code.

The Company has obtained shareholders' approval to do so in the Annual General Meeting held on April 08, 2024. Furthermore, members are hereby informed that pursuant to Section 223(a) and 473 of the Companies Act 2017, whereby circulation of Audited Financial Statements and Notice of the Meeting has been allowed in electronic format through email, the same has been circulated through email in cases where email address has been provided by the member to the Company and hence the consent of member to receive the copies through email is not required.

Members can request a hard copy of the same, which shall be provided free of cost, within one week, if a request has been made by the member on the standard request form available on the website of the Company.

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