



WAH NOBEL CHEMICALS LTD.

MANUFACTURERS OF FORMALDEHYDE AND FORMALDEHYDE RESINS
ISO – 9001-2000, 14001, 17025 & OHSAS 18001 CERTIFIED

SECY/05/WNC/

BY T.C.S/PUCARS.

May 07, 2025

The General Manager,
Pakistan Stock Exchange Limited
Stock Exchange Building,
Stock Exchange Road,
KARACHI.

Dear Sir,

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Enclosed please find a copy of the Notice of Extra Ordinary General Meeting to be held on May 29, 2025, for publication in newspapers and for circulation amongst the TRE Certificate Holders of the Exchange.

With best regards.

Yours truly,
For WAH NOBEL CHEMICALS LTD.,

TANVEER ELAHI
COMPANY SECRETARY

Encl: As above.

G. T. Road, Wah Cantt. Pakistan

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WAH NOBEL CHEMICALS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the shareholders of Wah Nobel Chemicals Limited will be held on Thursday, May 29, 2025 at 11.00 a.m at Registered Office of the Company situated at G.T. Road, Wah Cantt and virtually through video-link facility to transact the following business:

1. To confirm the Minutes of the Annual General Meeting held on October 28, 2024.
2. To elect seven (7) Directors of the Company as fixed by the Board in accordance with the provision of Section 159(1) of the Companies Act, 2017, for a term of three years commencing from June 01, 2025 in place of the following retiring Directors who are eligible for re-election:
 1. Lt. Gen. Tahir Hameed Shah, HI(M)
 2. Mr. Mats-Olof Rydberg
 3. Maj Gen Mumtaz Hussain, HI(M), TBt
 4. Maj Gen Muhammad Kashif Azad, HI(M)
 5. Mr. Tariq M. Rangoonwala
 6. Mr. Shahid Iqbal Baloch
 7. Mr. Usman Ali Bhatti
3. To transact any other business with the permission of the Chair.

By order of the Board

**(TANVEER ELAHI)
COMPANY SECRETARY**

WAH CANTT.

Dated: May 08,2025

NOTES

1. The share transfer books of the Company will remain closed from May 23, 2025 to May 29, 2025 (both days inclusive) to determine the names of the members entitled to attend the meeting and vote. Transfers received in order by our Shares Registrar , M/s Ilyas Saeed Associates (Pvt) Ltd, Office No. 26, 2nd Floor, Rose Plaza, I-8 Markaz, Islamabad by the close of business on May 22, 2025 will be considered in time to attend and vote at the meeting.
2. A member of the Company entitled to attend and vote at the Extra Ordinary General Meeting (EOGM) may appoint another member as his/her proxy to attend the meeting and vote for him/her. Proxies in order to be effective, must be received at the Company's Registered Office not later than 48 hours before the time appointed for the meeting and must be duly stamped, signed and witnessed.
3. CDC Account Holders are advised to bring their original National Identity Cards to authenticate their identity along with CDC account numbers at the meeting. However, if any proxies are granted by such shareholders, the same shall also have to be accompanied with attested copies of the National Identity Card of the grantor, and the signature on the proxy form has to be the same as appearing on the National Identity Card.
4. For online participation in the EOGM, the shareholders are requested to get themselves registered with the Company, by providing their Name, Folio/CDC Account Number, CNIC Number, Cell Number, Email ID and Number of shares held in their name at eogmwahn@wahnobel.com.

Video link and login credentials will be shared with only those members whose emails, containing all the required particulars, are received at least 24 hours before the time of EOGM (i.e. before 11.00 a.m. on May 28, 2025).
5. Any person who seeks to contest the election to the office of director ("the candidate") , whether he /she is a retiring director or otherwise, shall file with the Company following documents at its registered office, GT Road Wah Cantt, not later than fourteen days before the date of the above said meeting:
 - (a) A Notice of his/her intention to offer himself/herself for election as a director in terms of Section 159(3) of the Companies Act, 2017 (Act).
 - (b) Consent to act as director on Appendix to the Form-9 (of the Companies Regulations, 2024) under Section 167 of the Act.
 - (c) A detailed profile of the candidate along with address for placement on the Company's website as per requirements of SECP's SRO 1196 (I)/2019 dated October 03, 2019.
 - (d) Details of other Directorship(s) and office(s) held.

- (e) Attested copy of valid CNIC / Passport and National Tax Number (NTN).
- (f) A declaration confirming that:
 - (i) He/she is aware of his/her duties and powers under the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 (Code), the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.
 - ii) He / she is not serving as a director in more than seven (7) listed companies simultaneously including as an alternate Director.
 - iii) He/she is not ineligible to become a director of a listed company under the provisions of the Act and any other applicable laws and regulations.
- 6. Independent Directors shall be elected through the process of election of directors in terms of Section 159 of the Act. Independent Director(s) shall meet the criteria laid down in section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations 2018. Accordingly, the following additional documents are required to be submitted by the candidates intending to contest the election as an independent director:
 - (i) Declaration of independence under Regulation 6(3) of the Code.
 - (ii) Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
- 7. Pursuant to the Companies (Postal Ballot) Regulations, 2018 (Ballot-Regulations), for election of directors, where the number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.
- 8. Under Regulation 11 of the Ballot-Regulations, the Board of the Company has appointed M/s Grant Thornton Anjum Rahman, Chartered Accountants, (a QCR-rated audit firm) to act as the Scrutinizer of the company for the business of election of directors to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Ballot-Regulations.
- 9. Shareholders, whose dividends still remain unclaimed and / or undelivered share

Certificates are hereby once again requested to contact the Company or our Shares Registrar M/s Ilyas Saeed Associates (Pvt) Limited to claim their outstanding dividend amounts and /or undelivered share certificates. In case no claim is received, the Company shall proceed to comply in accordance with the applicable law.

10. Shareholders are requested to notify any change of address immediately to the Shares Registrar.
11. Members who have not yet submitted photocopy of their valid computerized national identity cards to the Company are requested to send the same to our Shares Registrar at the earliest.
12. As per SRO 452 (I)/2025 no gifts will be distributed at the meeting.
13. The notice of EOGM has been placed on Company's website: www.wahnobel.com

Statement of Material Facts under Section 166(3) of the Companies Act, 2017

This Statement sets out the material facts concerning election of directors of the Company to be held in EOGM of the Company on May 29,2025. Section 166(3) of the Companies Act, 2017 (the Act) requires that a statement of material facts is required to be annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing independent directors.

The Company is required to have at least two (2) independent directors on the Board under the Listed Companies (Code of Corporate Governance) Regulations, 2019. The independent directors shall also be elected through the process of election of directors in terms of section 159 of the Act.

Accordingly, it will be ensured that the independent directors to be elected must meet the criteria of independence laid down under section 166 of the Act and the Companies (Manner and Selection of Independent Directors) Regulation, 2018 and his / her name is included in the data bank of independent directors maintained by the Pakistan Institute of Corporate Governance duly authorized by the Securities and Exchange Commission of Pakistan.

Further, their selection will be made due to their respective competencies, skill, knowledge and experience.

The present Directors of the Company have no interest in the above business except their eligibility for re-election as director of the Company.