



January 2, 2026

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

**PUBLICATION OF NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF  
DH PARTNERS LIMITED**

Dear Sir,

Reference is made to the Notice of Extra Ordinary General Meeting ("EOGM") of DH Partners Limited (the "Company") posted to the Pakistan Stock Exchange ("PSX" or the "Exchange") on January 1, 2026.

Please find the enclosed copies of Notice of EOGM, along with Statement of Material Facts, Proxy Form and Postal Ballot, published today in Business Recorder and Nawa-i-Waqt (English and Urdu – nationwide publication) for the information of the shareholders.

Kindly disseminate this information to the TRE Certificate Holders of the Exchange accordingly.

For and on behalf of  
DH Partners Limited

A handwritten signature in blue ink, appearing to read 'Osama'.

Khwaja Osama Musharraf  
Company Secretary

**Copied:**

- i. Director / HOD  
Listed Companies Department, Supervision Division  
Securities and Exchange Commission of Pakistan  
NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad
- ii. Director / HoD  
Mergers and Restructuring  
Securities and Exchange Commission of Pakistan  
NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad



# DH Partners Limited

Dawood Centre, M.T. Khan Road, Karachi-75530

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that pursuant to the order of the Hon'ble Islamabad High Court, Islamabad dated December 17, 2025, an Extra Ordinary General Meeting ("EOGM") of the Members of DH Partners Limited ("DHPL" and/or the "Company") will be held on Tuesday, January 27, 2026, at 10:00 am at the Karachi School of Business and Leadership, situated at National Stadium Road, Opposite Liaquat National Hospital, Karachi, to transact the following business:

**Special Business:**

1. To consider, and, if thought fit, to pass, with or without modifications, the below mentioned resolutions for, inter alia, amalgamation of entire undertaking, including all assets, liabilities and obligations, of DHPL and Cyan Limited ("Cyan") with and into Dawood Lawrencepur Limited ("DLL") in terms of a Scheme of Amalgamation filed with the Hon'ble Islamabad High Court, Islamabad, prepared under the provisions of Sections 279-282 and 285(8) of the Companies Act, 2017 ("Scheme") and approved by the Board of Directors of DHPL on December 15, 2025, as follows:

1.1 an amalgamation of DHPL and Cyan (defined as the "Amalgamating Companies" in the Scheme) into DLL, the surviving entity, by transferring to and vesting in DLL the entire undertaking, including all assets, liabilities and obligations, of the Amalgamating Companies as a going concern, against the allotment and issue by DLL of fully paid-up ordinary shares of Rs. 10/- (Rupees Ten only) in the capital of DLL to members of DHPL who are appearing in the register of members of DHPL on the DHPL Record Date except DLL (as specified in the Scheme) and the members of Cyan who are appearing in the register of members of Cyan on the Cyan Record Date (as specified in the Scheme) under the Scheme, in each case, based on swap ratios as set forth in the Scheme; and

1.2 the dissolution of DHPL and Cyan (the Amalgamating Companies) without winding up;

in accordance with the terms of the scheme (the "Amalgamation").

The resolutions to be passed by the requisite majority of members of the DHPL under Sections 279 to 282 and 285(8) of the Companies Act, 2017 are as under:

**RESOLVED** that the Scheme of Amalgamation filed with the Hon'ble Islamabad High Court, Islamabad, prepared under the provisions of Sections 279-282 and 285(8) of the Companies Act, 2017 ("Scheme") as approved by the Board of Directors and circulated to the members of DHPL for, inter alia, amalgamation of entire undertakings, including all assets, liabilities and obligations, of DHPL and Cyan Limited (Cyan) with and into Dawood Lawrencepur Limited (DLL) as follows:

a) an amalgamation of DHPL and Cyan (defined as the "Amalgamating Companies" in the Scheme) into DLL, the surviving entity, by transferring to and vesting in DLL the entire undertaking, including all assets, liabilities and obligations, of the Amalgamating Companies as a going concern, against the allotment and issue by DLL of fully paid-up ordinary shares of Rs. 10/- (Rupees Ten only) in the capital of DLL to members of DHPL who are appearing in the register of members of DHPL on the DHPL Record Date except DLL (as specified in the Scheme) and the members of Cyan who are appearing in the register of members of Cyan on the Cyan Record Date (as specified in the Scheme) under the Scheme, in each case, based on swap ratios as set forth in the Scheme; and

b) the dissolution of DHPL and Cyan (the Amalgamating Companies) without winding up,

in accordance with the terms of the scheme along with ancillary matters thereto, placed before the meeting for consideration and approval, be and is 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 the Company, 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."

As per the order of the Hon'ble Islamabad High Court, Mr. Hussain Dawood is appointed Chairman for the EOGM. The statement under section 134(3) of the Companies Act, 2017, setting out the material facts and the statement under section 281 of the Companies Act, 2017, explaining the effect of the Scheme, are annexed to this notice.

**Other Business:**

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

By Order of the Board

Dated: January 1, 2026

Place: Karachi

Khwaja Osama Musharraf  
Company Secretary**STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017**

Company Original No. 19 of 2025 has been filed in the Hon'ble Islamabad High Court, Islamabad under sections 279 – 282 and 285(8) of the Companies Act, 2017 ("Companies Act") for sanction of and for passing other orders in respect of Scheme of Amalgamation among DH Partners Limited ("DHPL"), Cyan Limited ("Cyan") and Dawood Lawrencepur Limited ("DLL") ("Scheme"). In the proceedings, the Court has directed the convening of meeting of the members of DHPL for seeking agreement by the statutory majority of the members of DHPL for the Scheme.

Subject to the sanction of the Scheme by the Islamabad High Court, under the Scheme: (i) DHPL and Cyan (defined as the "Amalgamating Companies" in the Scheme) shall be amalgamated into DLL, the surviving entity, by transferring to and vesting in DLL the entire undertaking, including all assets, liabilities and obligations, of the Amalgamating Companies as a going concern, against the allotment and issue by DLL of fully paid-up ordinary shares of Rs. 10/- (Rupees Ten only) in the capital of DLL to members of DHPL who are appearing in the register of members of DHPL on the DHPL Record Date, except DLL (as specified in the Scheme) and the members of Cyan who are appearing in the register of members of Cyan on the Cyan Record Date (as specified in the Scheme) under the Scheme, in each case, based on swap ratios as set forth in the Scheme; and (ii) DHPL and Cyan (the Amalgamating Companies) shall dissolve without winding up, in accordance with the terms of the scheme (the "Amalgamation").

The Board of Directors of DHPL has approved and recommended the Scheme for approval of the members with the ultimate aim of optimizing the returns and value of shareholders of DHPL. As DHPL, Cyan and DLL are engaged in similar lines of business with overlapping business models, the Scheme aims to consolidate all three entities, with DLL as the surviving entity, under a coherent unified structure ensuring the alignment and uniform implementation of strategic objectives and business activities. The proposed amalgamation will lead to an increase in the asset base and equity size of the surviving entity (i.e. DLL) and will also improve its financial resilience, enabling greater risk absorption through a more diversified portfolio of assets. Furthermore, the enhanced net worth of DLL (as the surviving entity) will make it a more attractive investment proposition for both lenders and investors alike. The amalgamation will also provide an opportunity to streamline the business/operations of all three entities through a consolidated governance structure that integrates the best practices, systems, and controls of each company.

The Amalgamation, along with all ancillary and related matters thereto, shall be effective by way of the Scheme in accordance with the provisions of Sections 279 – 282 and 285(8) of the Companies Act, 2017.

No director of DLL, DHPL and Cyan has any interest, whether directly or indirectly, except to the extent of their shareholding and directorships held by them in the respective companies (including as nominee directors) and, for the executive directors, their employment within the respective companies. The directors are also interested to the extent of remuneration and benefits as per the policy of the respective company and applicable laws. The effect of this Scheme on the interests of these directors does not differ from the respective interests of the members of DHPL, Cyan and DLL, except to the extent stipulated herein.

A copy of the Scheme along with other relevant documents, are available for inspection to any person entitled to attend the Extra Ordinary General meeting, at the head office of DHPL, situated at 9<sup>th</sup> floor Dawood Centre, MT Khan Road, Karachi, free of cost during normal business hours. Furthermore, in accordance with Section 282(2) of the Companies Act, a copy of the Scheme, statement under Section 281 of the Companies Act, read with statement of material facts under Section 134(3) of the Companies Act, has been enclosed with the notice of meeting circulated to the members of DHPL.

In view of the above, the Board of Directors of DHPL has approved and recommended the Scheme, along with the arrangements stipulated thereunder, which have been described above.

**NOTES:**

1. Video Conference Facility for Extraordinary General Meeting (EOGM) of shareholders: As per the directive issued by Securities and Exchange Commission of Pakistan ("SECP"), the Company has made arrangements of video conference facility to ensure that shareholders can also participate in the EOGM proceeding via video link. The members and their proxies who intends to attend the EOGM through video-link must register their particulars by sending an email at company.secretary@dawoodhercules.com. The members registering to connect through video-link facility are required to mention their name, folio number, phone number and number of shares held in their name in the email with subject 'Registration for DH Partners Limited's EOGM' along with valid copy of their CNIC/Passport. Video link and login credentials will be shared with the members whose emails, containing all the required particulars, are received at the given email address at least 24 (twenty-four) hours before the time of the EOGM.
2. The Share Transfer Books of the Company will remain closed from January 13, 2026 to January 27, 2026 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 and email info@cdccsrsl.com by close of business on January 12, 2026, will be considered in time to attend and vote at the EOGM.
3. A member entitled to attend and vote at this meeting may appoint another member at his/her/its proxy to attend, vote and speak at the meeting. The instrument appointing a proxy and the power of the attorney or other authority / board resolution under which it is signed or notarized must be deposited at the registered office of the Company at least 48 (forty-eight) hours before the time of the EOGM (no account shall be taken of any part of the day that is not a working day). The forms of proxy are attached to this notice.
4. All members, entitled to attend and vote at the EOGM, are entitled to appoint another person in writing as their proxy to attend and vote on their behalf. A proxy need not be a member of the Company. A corporate entity, being member, may appoint its representative to attend the EOGM through resolution of its Board of Directors. Proxy Forms in English and Urdu languages are attached with the notice circulated to the shareholders. In case of appointment of proxy by corporate entities, a resolution of the board of directors / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted to the Company along with a completed proxy form. The proxy holders are required to produce their original valid CNICs or original passports at the time of the EOGM.
5. In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at least 48 (forty-eight) hours before the time of the EOGM (no account shall be taken of any part of the day that is not a working day).
6. CDC account holders will further have to follow the below guidelines as laid down by the SECP:

## (i) For Attending the EOGM

- (a) In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall authenticate his/her original valid CNIC or the original passport at the above-mentioned email address at least 48 (forty-eight) hours before the EOGM.
- (b) In case of a corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee shall be shared on the above-mentioned email address at least 48 (forty-eight) hours before the EOGM (unless it has been provided earlier).

## (ii) For Appointing Proxies

- (a) In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per the above requirements.
- (b) Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (c) The proxy shall produce an original valid CNIC or original passport at the above-mentioned email address at least 48 (forty-eight) hours before the EOGM.

(d) In case of a corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted to the email address mentioned above at least 48 (forty-eight) hours before the EOGM ( unless it has been provided earlier) along with the proxy form to the Company.

(e) Proxy form will be witnessed by 2 (two) persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

7. Shareholders are requested to observe the conduct referred in sub-regulation 2 of Regulation 55 of the Companies Regulations, 2024 while attending the EOGM.

8. As per SECP's directions, the company is prohibited from providing gifts or incentives, in lieu of gifts (tokens / coupons / lunches / takeaway packages) in any form or manner, to shareholders at or in connection with general meetings.

9. Pursuant to Companies (Postal Ballot) Regulations 2018, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through E-voting, in accordance with the requirements and procedure contained in the aforesaid Regulations.

10. The Company has placed the Notice of EOGM along with Proxy Form on its website: [www.dhpartners.com.pk](http://www.dhpartners.com.pk)

**Proxy Form**AFFIX  
REVENUE  
STAMP

I/We \_\_\_\_\_ of \_\_\_\_\_  
being a member of DH PARTNERS LIMITED and holder of \_\_\_\_\_  
Ordinary shares as per share (Number of Shares)

Share Register Folio No. \_\_\_\_\_ and/or  
CDC Participant ID No. \_\_\_\_\_ Sub A/c No. \_\_\_\_\_

hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him / her  
of \_\_\_\_\_ as my/our proxy to vote for me/us and on my/our behalf at the Extra Ordinary General  
Meeting of the Company to be held on the 27<sup>th</sup> day of January 2026, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Signature

Signature should agree with the specimen registered with the Company.

**WITNESSES:**

1) Signature:  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
CNIC No: \_\_\_\_\_  
Or Passport No: \_\_\_\_\_

2) Signature:  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
CNIC No: \_\_\_\_\_  
Passport No: \_\_\_\_\_

**Note:** Proxies, in order to be effective, must be received by the Company not less than 48 hours before the meeting. A Proxy holder may not need to be a member of the Company.

CDC Shareholders and their proxies are each requested to attach an attested photocopy of their Computerized National Identity Card or Passport with this proxy form before submission to the Company.

**DH Partners Limited**

DH Partners

Office Address: 9<sup>th</sup> Floor, Dawood Centre, MT Khan Road, KarachiContact: +92 21 35686001 - 16, Email address: [company.secretary@dawoodhercules.com](mailto:company.secretary@dawoodhercules.com)

Ballot paper for voting through post for poll to be held at the Extra Ordinary General Meeting of DH Partners Limited being held on Tuesday, January 27, 2026, at 10:00 am at the Karachi School of Business and Leadership, situated at National Stadium Road, Opposite Liaquat National Hospital, Karachi and through video conferencing.

**Contact Details of Chairman, where ballot paper may be sent:**

Business Address: The Chairman, DH Partners Limited, 9<sup>th</sup> Floor, Dawood Centre, MT Khan Road, Karachi

Attention: Company Secretary

Designated email address: [company.secretary@dawoodhercules.com](mailto:company.secretary@dawoodhercules.com)

Name of Shareholder / Joint Shareholders \_\_\_\_\_

Registered Address of Shareholder \_\_\_\_\_

Number of Shares Held \_\_\_\_\_

Folio Number / Participant or Investor Account Number \_\_\_\_\_

CNIC Number (copy to be attached) \_\_\_\_\_

Additional Information & Enclosures (In case of  
Representative of Body Corporate, Corporation  
& Federal Government)

I / we hereby exercise my / our vote in respect of the following agenda through postal ballot by conveying my / our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below:

S. No.	Nature & Description of Special Resolution(s)	No. of Ordinary Shares for which votes casted	I / We assent to the Special Resolution(s) (FOR)	I / We dissent to the Special Resolution(s) (AGAINST)
1.	" <b>RESOLVED</b> that the Scheme of Amalgamation 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 ("Scheme") as approved by the Board of Directors and circulated to the members of DHPL for, inter alia, amalgamation of entire undertakings, including all assets, liabilities and obligations, of DHPL and Cyan Limited (Cyan) with and into Dawood Lawrencepur Limited (DLL) as follows:			
a)	an amalgamation of DHPL and Cyan (defined as the "Amalgamating Companies" in the Scheme) into DLL, the surviving entity, by transferring to and vesting in DLL the entire undertaking, including all assets, liabilities and obligations, of the Amalgamating Companies as a going concern, against the allotment and issue by DLL of fully paid-up ordinary shares of Rs. 10/- (Rupees Ten only) in the capital of DLL to members of DHPL who are appearing in the register of members of DHPL on the DHPL Record Date, except DLL (as specified in the Scheme) and the members of Cyan who are appearing in the register of members of Cyan on the Cyan Record Date (as specified in the Scheme) under the Scheme, in each case, based on swap ratios as set forth in the Scheme; and			
b)	the dissolution of DHPL and Cyan (the Amalgamating Companies) without winding up,			
	in accordance with the terms of the scheme along with ancillary matters thereto, placed before the meeting for consideration and approval, be and is hereby approved and adopted, along with any modifications / amendments required or conditions imposed by the Hon'ble Islamabad High Court, Islamabad.			
	<b>FURTHER RESOLVED</b> 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 the Company, 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."			

Signature of shareholder(s) / Proxy Holder / Authorized Signatory

Place: \_\_\_\_\_

Date: \_\_\_\_\_

**NOTES:**

1. Duly filled postal ballot should be sent to Chairman at above-mentioned postal or email address.
2. A Copy of the CNIC/Passport (in case of a foreigner) should be enclosed with the postal ballot form.
3. In case of a representative of a body corporate, corporation



# DH Partners Limited

Dawood Centre, M.T. Khan Road, Karachi-75530

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that pursuant to the order of the Hon'ble Islamabad High Court, Islamabad dated December 17, 2025, an Extra Ordinary General Meeting ("EOGM") of the Members of DH Partners Limited ("DHPL" and/or the "Company") will be held on Tuesday, January 27, 2026, at 10:00 am at the Karachi School of Business and Leadership, situated at National Stadium Road, Opposite Liaquat National Hospital, Karachi, to transact the following business:

**Special Business:**

1. To consider, and, if thought fit, to pass, with or without modifications, the below mentioned resolutions for, inter alia, amalgamation of entire undertaking, including all assets, liabilities and obligations, of DHPL and Cyan Limited ("Cyan") with and into Dawood Lawrencepur Limited ("DLL") in terms of a Scheme of Amalgamation filed with the Hon'ble Islamabad High Court, Islamabad, prepared under the provisions of Sections 279-282 and 285(8) of the Companies Act, 2017 ("Scheme") and approved by the Board of Directors of DHPL on December 15, 2025, as follows:

1.1 an amalgamation of DHPL and Cyan (defined as the "Amalgamating Companies" in the Scheme) into DLL, the surviving entity, by transferring to and vesting in DLL the entire undertaking, including all assets, liabilities and obligations, of the Amalgamating Companies as a going concern, against the allotment and issue by DLL of fully paid-up ordinary shares of Rs. 10/- (Rupees Ten only) in the capital of DLL to members of DHPL who are appearing in the register of members of DHPL on the DHPL Record Date except DLL (as specified in the Scheme) and the members of Cyan who are appearing in the register of members of Cyan on the Cyan Record Date (as specified in the Scheme) under the Scheme, in each case, based on swap ratios as set forth in the Scheme; and

1.2 the dissolution of DHPL and Cyan (the Amalgamating Companies) without winding up;

in accordance with the terms of the scheme (the "Amalgamation").

The resolutions to be passed by the requisite majority of members of the DHPL under Sections 279 to 282 and 285(8) of the Companies Act, 2017 are as under:

**RESOLVED** that the Scheme of Amalgamation filed with the Hon'ble Islamabad High Court, Islamabad, prepared under the provisions of Sections 279-282 and 285(8) of the Companies Act, 2017 ("Scheme") as approved by the Board of Directors and circulated to the members of DHPL for, inter alia, amalgamation of entire undertakings, including all assets, liabilities and obligations, of DHPL and Cyan Limited (Cyan) with and into Dawood Lawrencepur Limited (DLL) as follows:

a) an amalgamation of DHPL and Cyan (defined as the "Amalgamating Companies" in the Scheme) into DLL, the surviving entity, by transferring to and vesting in DLL the entire undertaking, including all assets, liabilities and obligations, of the Amalgamating Companies as a going concern, against the allotment and issue by DLL of fully paid-up ordinary shares of Rs. 10/- (Rupees Ten only) in the capital of DLL to members of DHPL who are appearing in the register of members of DHPL on the DHPL Record Date except DLL (as specified in the Scheme) and the members of Cyan who are appearing in the register of members of Cyan on the Cyan Record Date (as specified in the Scheme) under the Scheme, in each case, based on swap ratios as set forth in the Scheme; and

b) the dissolution of DHPL and Cyan (the Amalgamating Companies) without winding up,

in accordance with the terms of the scheme along with ancillary matters thereto, placed before the meeting for consideration and approval, be and is 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 the Company, 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."

As per the order of the Hon'ble Islamabad High Court, Mr. Hussain Dawood is appointed Chairman for the EOGM. The statement under section 134(3) of the Companies Act, 2017, setting out the material facts and the statement under section 281 of the Companies Act, 2017, explaining the effect of the Scheme, are annexed to this notice.

**Other Business:**

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

By Order of the Board

Dated: January 1, 2026

Place: Karachi

Khwaja Osama Musharraf  
Company Secretary**STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017**

Company Original No. 19 of 2025 has been filed in the Hon'ble Islamabad High Court, Islamabad under sections 279 – 282 and 285(8) of the Companies Act, 2017 ("Companies Act") for sanction of and for passing other orders in respect of Scheme of Amalgamation among DH Partners Limited ("DHPL"), Cyan Limited ("Cyan") and Dawood Lawrencepur Limited ("DLL") ("Scheme"). In the proceedings, the Court has directed the convening of meeting of the members of DHPL for seeking agreement by the statutory majority of the members of DHPL for the Scheme.

Subject to the sanction of the Scheme by the Islamabad High Court, under the Scheme: (i) DHPL and Cyan (defined as the "Amalgamating Companies" in the Scheme) shall be amalgamated into DLL, the surviving entity, by transferring to and vesting in DLL the entire undertaking, including all assets, liabilities and obligations, of the Amalgamating Companies as a going concern, against the allotment and issue by DLL of fully paid-up ordinary shares of Rs. 10/- (Rupees Ten only) in the capital of DLL to members of DHPL who are appearing in the register of members of DHPL on the DHPL Record Date, except DLL (as specified in the Scheme) and the members of Cyan who are appearing in the register of members of Cyan on the Cyan Record Date (as specified in the Scheme) under the Scheme, in each case, based on swap ratios as set forth in the Scheme; and (ii) DHPL and Cyan (the Amalgamating Companies) shall dissolve without winding up, in accordance with the terms of the scheme (the "Amalgamation").

The Board of Directors of DHPL has approved and recommended the Scheme for approval of the members with the ultimate aim of optimizing the returns and value of shareholders of DHPL. As DHPL, Cyan and DLL are engaged in similar lines of business with overlapping business models, the Scheme aims to consolidate all three entities, with DLL as the surviving entity, under a coherent unified structure ensuring the alignment and uniform implementation of strategic objectives and business activities. The proposed amalgamation will lead to an increase in the asset base and equity size of the surviving entity (i.e. DLL) and will also improve its financial resilience, enabling greater risk absorption through a more diversified portfolio of assets. Furthermore, the enhanced net worth of DLL (as the surviving entity) will make it a more attractive investment proposition for both lenders and investors alike. The amalgamation will also provide an opportunity to streamline the business/operations of all three entities through a consolidated governance structure that integrates the best practices, systems, and controls of each company.

The Amalgamation, along with all ancillary and related matters thereto, shall be effective by way of the Scheme in accordance with the provisions of Sections 279 – 282 and 285(8) of the Companies Act, 2017.

No director of DLL, DHPL and Cyan has any interest, whether directly or indirectly, except to the extent of their shareholding and directorships held by them in the respective companies (including as nominee directors) and, for the executive directors, their employment within the respective companies. The directors are also interested to the extent of remuneration and benefits as per the policy of the respective company and applicable laws. The effect of this Scheme on the interests of these directors does not differ from the respective interests of the members of DHPL, Cyan and DLL, except to the extent stipulated herein.

A copy of the Scheme along with other relevant documents, are available for inspection to any person entitled to attend the Extra Ordinary General meeting, at the head office of DHPL, situated at 9<sup>th</sup> floor Dawood Centre, MT Khan Road, Karachi, free of cost during normal business hours. Furthermore, in accordance with Section 282(2) of the Companies Act, a copy of the Scheme, statement under Section 281 of the Companies Act, read with statement of material facts under Section 134(3) of the Companies Act, has been enclosed with the notice of meeting circulated to the members of DHPL.

In view of the above, the Board of Directors of DHPL has approved and recommended the Scheme, along with the arrangements stipulated thereunder, which have been described above.

**NOTES:**

1. Video Conference Facility for Extraordinary General Meeting (EOGM) of shareholders: As per the directive issued by Securities and Exchange Commission of Pakistan ("SECP"), the Company has made arrangements of video conference facility to ensure that shareholders can also participate in the EOGM proceeding via video link. The members and their proxies who intends to attend the EOGM through video-link must register their particulars by sending an email at company.secretary@dawoodhercules.com. The members registering to connect through video-link facility are required to mention their name, folio number, phone number and number of shares held in their name in the email with subject 'Registration for DH Partners Limited's EOGM' along with valid copy of their CNIC/Passport. Video link and login credentials will be shared with the members whose emails, containing all the required particulars, are received at the given email address at least 24 (twenty-four) hours before the time of the EOGM.
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3. A member entitled to attend and vote at this meeting may appoint another member at his/her/its proxy to attend, vote and speak at the meeting. The instrument appointing a proxy and the power of the attorney or other authority / board resolution under which it is signed or notarized must be deposited at the registered office of the Company at least 48 (forty-eight) hours before the time of the EOGM (no account shall be taken of any part of the day that is not a working day). The forms of proxy are attached to this notice.
4. All members, entitled to attend and vote at the EOGM, are entitled to appoint another person in writing as their proxy to attend and vote on their behalf. A proxy need not be a member of the Company. A corporate entity, being member, may appoint its representative to attend the EOGM through resolution of its Board of Directors. Proxy Forms in English and Urdu languages are attached with the notice circulated to the shareholders. In case of appointment of proxy by corporate entities, a resolution of the board of directors / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted to the Company along with a completed proxy form. The proxy holders are required to produce their original valid CNICs or original passports at the time of the EOGM.
5. In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at least 48 (forty-eight) hours before the time of the EOGM (no account shall be taken of any part of the day that is not a working day).
6. CDC account holders will further have to follow the below guidelines as laid down by the SECP:

## (i) For Attending the EOGM

- (a) In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall authenticate his/her original valid CNIC or the original passport at the above-mentioned email address at least 48 (forty-eight) hours before the EOGM.
- (b) In case of a corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee shall be shared on the above-mentioned email address at least 48 (forty-eight) hours before the EOGM (unless it has been provided earlier).

## (ii) For Appointing Proxies

- (a) In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per the above requirements.
- (b) Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (c) The proxy shall produce an original valid CNIC or original passport at the above-mentioned email address at least 48 (forty-eight) hours before the EOGM.

(d) In case of a corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted to the email address mentioned above at least 48 (forty-eight) hours before the EOGM ( unless it has been provided earlier) along with the proxy form to the Company.

(e) Proxy form will be witnessed by 2 (two) persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

7. Shareholders are requested to observe the conduct referred in sub-regulation 2 of Regulation 55 of the Companies Regulations, 2024 while attending the EOGM.

8. As per SECP's directions, the company is prohibited from providing gifts or incentives, in lieu of gifts (tokens / coupons / lunches / takeaway packages) in any form or manner, to shareholders at or in connection with general meetings.

9. Pursuant to Companies (Postal Ballot) Regulations 2018, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through E-voting, in accordance with the requirements and procedure contained in the aforesaid Regulations.

10. The Company has placed the Notice of EOGM along with Proxy Form on its website: [www.dhpartners.com.pk](http://www.dhpartners.com.pk)

**Proxy Form**AFFIX  
REVENUE  
STAMP

I/We \_\_\_\_\_ of \_\_\_\_\_  
being a member of DH PARTNERS LIMITED and holder of \_\_\_\_\_  
Ordinary shares as per share (Number of Shares)

Share Register Folio No. \_\_\_\_\_ and/or  
CDC Participant ID No. \_\_\_\_\_ Sub A/c No. \_\_\_\_\_

hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him / her  
of \_\_\_\_\_ as my/our proxy to vote for me/us and on my/our behalf at the Extra Ordinary General  
Meeting of the Company to be held on the 27<sup>th</sup> day of January 2026, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Signature

Signature should agree with the specimen registered with the Company.

**WITNESSES:**

1) Signature:  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
CNIC No: \_\_\_\_\_  
Or Passport No: \_\_\_\_\_

2) Signature:  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
CNIC No: \_\_\_\_\_  
Passport No: \_\_\_\_\_

**Note:** Proxies, in order to be effective, must be received by the Company not less than 48 hours before the meeting. A Proxy holder may not need to be a member of the Company.

CDC Shareholders and their proxies are each requested to attach an attested photocopy of their Computerized National Identity Card or Passport with this proxy form before submission to the Company.

**DH Partners Limited**

DH Partners

Office Address: 9<sup>th</sup> Floor, Dawood Centre, MT Khan Road, KarachiContact: +92 21 35686001 - 16, Email address: [company.secretary@dawoodhercules.com](mailto:company.secretary@dawoodhercules.com)

Ballot paper for voting through post for poll to be held at the Extra Ordinary General Meeting of DH Partners Limited being held on Tuesday, January 27, 2026, at 10:00 am at the Karachi School of Business and Leadership, situated at National Stadium Road, Opposite Liaquat National Hospital, Karachi and through video conferencing.

**Contact Details of Chairman, where ballot paper may be sent:**

Business Address: The Chairman, DH Partners Limited, 9<sup>th</sup> Floor, Dawood Centre, MT Khan Road, Karachi

Attention: Company Secretary

Designated email address: [company.secretary@dawoodhercules.com](mailto:company.secretary@dawoodhercules.com)

Name of Shareholder / Joint Shareholders \_\_\_\_\_

Registered Address of Shareholder \_\_\_\_\_

Number of Shares Held \_\_\_\_\_

Folio Number / Participant or Investor Account Number \_\_\_\_\_

CNIC Number (copy to be attached) \_\_\_\_\_

Additional Information & Enclosures (In case of  
Representative of Body Corporate, Corporation  
& Federal Government)

I / we hereby exercise my / our vote in respect of the following agenda through postal ballot by conveying my / our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below:

S. No.	Nature & Description of Special Resolution(s)	No. of Ordinary Shares for which votes casted	I / We assent to the Special Resolution(s) (FOR)	I / We dissent to the Special Resolution(s) (AGAINST)
1.	" <b>RESOLVED</b> that the Scheme of Amalgamation 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 ("Scheme") as approved by the Board of Directors and circulated to the members of DHPL for, inter alia, amalgamation of entire undertakings, including all assets, liabilities and obligations, of DHPL and Cyan Limited (Cyan) with and into Dawood Lawrencepur Limited (DLL) as follows:			
a)	an amalgamation of DHPL and Cyan (defined as the "Amalgamating Companies" in the Scheme) into DLL, the surviving entity, by transferring to and vesting in DLL the entire undertaking, including all assets, liabilities and obligations, of the Amalgamating Companies as a going concern, against the allotment and issue by DLL of fully paid-up ordinary shares of Rs. 10/- (Rupees Ten only) in the capital of DLL to members of DHPL who are appearing in the register of members of DHPL on the DHPL Record Date, except DLL (as specified in the Scheme) and the members of Cyan who are appearing in the register of members of Cyan on the Cyan Record Date (as specified in the Scheme) under the Scheme, in each case, based on swap ratios as set forth in the Scheme; and			
b)	the dissolution of DHPL and Cyan (the Amalgamating Companies) without winding up,			
	in accordance with the terms of the scheme along with ancillary matters thereto, placed before the meeting for consideration and approval, be and is hereby approved and adopted, along with any modifications / amendments required or conditions imposed by the Hon'ble Islamabad High Court, Islamabad.			
	<b>FURTHER RESOLVED</b> 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 the Company, 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."			

Signature of shareholder(s) / Proxy Holder / Authorized Signatory

Place: \_\_\_\_\_

Date: \_\_\_\_\_

**NOTES:**

1. Duly filled postal ballot should be sent to Chairman at above-mentioned postal or email address.
2. A Copy of the CNIC/Passport (in case of a foreigner) should be enclosed with the postal ballot form.
3. In case of a representative of a body corporate, corporation



# DH Partners Limited

Dawood Centre, M.T. Khan Road, Karachi-75530

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that pursuant to the order of the Hon'ble Islamabad High Court, Islamabad dated December 17, 2025, an Extra Ordinary General Meeting ("EOGM") of the Members of DH Partners Limited ("DHPL" and/or the "Company") will be held on Tuesday, January 27, 2026, at 10:00 am at the Karachi School of Business and Leadership, situated at National Stadium Road, Opposite Liaquat National Hospital, Karachi, to transact the following business:

**Special Business:**

1. To consider, and, if thought fit, to pass, with or without modifications, the below mentioned resolutions for, inter alia, amalgamation of entire undertaking, including all assets, liabilities and obligations, of DHPL and Cyan Limited ("Cyan") with and into Dawood Lawrencepur Limited ("DLL") in terms of a Scheme of Amalgamation filed with the Hon'ble Islamabad High Court, Islamabad, prepared under the provisions of Sections 279-282 and 285(8) of the Companies Act, 2017 ("Scheme") and approved by the Board of Directors of DHPL on December 15, 2025, as follows:

1.1 an amalgamation of DHPL and Cyan (defined as the "Amalgamating Companies" in the Scheme) into DLL, the surviving entity, by transferring to and vesting in DLL the entire undertaking, including all assets, liabilities and obligations, of the Amalgamating Companies as a going concern, against the allotment and issue by DLL of fully paid-up ordinary shares of Rs. 10/- (Rupees Ten only) in the capital of DLL to members of DHPL who are appearing in the register of members of DHPL on the DHPL Record Date except DLL (as specified in the Scheme) and the members of Cyan who are appearing in the register of members of Cyan on the Cyan Record Date (as specified in the Scheme) under the Scheme, in each case, based on swap ratios as set forth in the Scheme; and

1.2 the dissolution of DHPL and Cyan (the Amalgamating Companies) without winding up;

in accordance with the terms of the scheme (the "Amalgamation").

The resolutions to be passed by the requisite majority of members of the DHPL under Sections 279 to 282 and 285(8) of the Companies Act, 2017 are as under:

**RESOLVED** that the Scheme of Amalgamation filed with the Hon'ble Islamabad High Court, Islamabad, prepared under the provisions of Sections 279-282 and 285(8) of the Companies Act, 2017 ("Scheme") as approved by the Board of Directors and circulated to the members of DHPL for, inter alia, amalgamation of entire undertakings, including all assets, liabilities and obligations, of DHPL and Cyan Limited (Cyan) with and into Dawood Lawrencepur Limited (DLL) as follows:

a) an amalgamation of DHPL and Cyan (defined as the "Amalgamating Companies" in the Scheme) into DLL, the surviving entity, by transferring to and vesting in DLL the entire undertaking, including all assets, liabilities and obligations, of the Amalgamating Companies as a going concern, against the allotment and issue by DLL of fully paid-up ordinary shares of Rs. 10/- (Rupees Ten only) in the capital of DLL to members of DHPL who are appearing in the register of members of DHPL on the DHPL Record Date except DLL (as specified in the Scheme) and the members of Cyan who are appearing in the register of members of Cyan on the Cyan Record Date (as specified in the Scheme) under the Scheme, in each case, based on swap ratios as set forth in the Scheme; and

b) the dissolution of DHPL and Cyan (the Amalgamating Companies) without winding up,

in accordance with the terms of the scheme along with ancillary matters thereto, placed before the meeting for consideration and approval, be and is 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 the Company, 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."

As per the order of the Hon'ble Islamabad High Court, Mr. Hussain Dawood is appointed Chairman for the EOGM. The statement under section 134(3) of the Companies Act, 2017, setting out the material facts and the statement under section 281 of the Companies Act, 2017, explaining the effect of the Scheme, are annexed to this notice.

**Other Business:**

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

By Order of the Board

Dated: January 1, 2026

Place: Karachi

Khwaja Osama Musharraf

Company Secretary

**STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017**

Company Original No. 19 of 2025 has been filed in the Hon'ble Islamabad High Court, Islamabad under sections 279 – 282 and 285(8) of the Companies Act, 2017 ("Companies Act") for sanction of and for passing other orders in respect of Scheme of Amalgamation among DH Partners Limited ("DHPL"), Cyan Limited ("Cyan") and Dawood Lawrencepur Limited ("DLL") ("Scheme"). In the proceedings, the Court has directed the convening of meeting of the members of DHPL for seeking agreement by the statutory majority of the members of DHPL for the Scheme.

Subject to the sanction of the Scheme by the Islamabad High Court, under the Scheme: (i) DHPL and Cyan (defined as the "Amalgamating Companies" in the Scheme) shall be amalgamated into DLL, the surviving entity, by transferring to and vesting in DLL the entire undertaking, including all assets, liabilities and obligations, of the Amalgamating Companies as a going concern, against the allotment and issue by DLL of fully paid-up ordinary shares of Rs. 10/- (Rupees Ten only) in the capital of DLL to members of DHPL who are appearing in the register of members of DHPL on the DHPL Record Date, except DLL (as specified in the Scheme) and the members of Cyan who are appearing in the register of members of Cyan on the Cyan Record Date (as specified in the Scheme) under the Scheme, in each case, based on swap ratios as set forth in the Scheme; and (ii) DHPL and Cyan (the Amalgamating Companies) shall dissolve without winding up, in accordance with the terms of the scheme (the "Amalgamation").

The Board of Directors of DHPL has approved and recommended the Scheme for approval of the members with the ultimate aim of optimizing the returns and value of shareholders of DHPL. As DHPL, Cyan and DLL are engaged in similar lines of business with overlapping business models, the Scheme aims to consolidate all three entities, with DLL as the surviving entity, under a coherent unified structure ensuring the alignment and uniform implementation of strategic objectives and business activities. The proposed amalgamation will lead to an increase in the asset base and equity size of the surviving entity (i.e. DLL) and will also improve its financial resilience, enabling greater risk absorption through a more diversified portfolio of assets. Furthermore, the enhanced net worth of DLL (as the surviving entity) will make it a more attractive investment proposition for both lenders and investors alike. The amalgamation will also provide an opportunity to streamline the business/operations of all three entities through a consolidated governance structure that integrates the best practices, systems, and controls of each company.

The Amalgamation, along with all ancillary and related matters thereto, shall be effective by way of the Scheme in accordance with the provisions of Sections 279 – 282 and 285(8) of the Companies Act, 2017.

No director of DLL, DHPL and Cyan has any interest, whether directly or indirectly, except to the extent of their shareholding and directorships held by them in the respective companies (including as nominee directors) and, for the executive directors, their employment within the respective companies. The directors are also interested to the extent of remuneration and benefits as per the policy of the respective company and applicable laws. The effect of this Scheme on the interests of these directors does not differ from the respective interests of the members of DHPL, Cyan and DLL, except to the extent stipulated herein.

A copy of the Scheme along with other relevant documents, are available for inspection to any person entitled to attend the Extra Ordinary General meeting, at the head office of DHPL, situated at 9<sup>th</sup> floor Dawood Centre, MT Khan Road, Karachi, free of cost during normal business hours. Furthermore, in accordance with Section 282(2) of the Companies Act, a copy of the Scheme, statement under Section 281 of the Companies Act, read with statement of material facts under Section 134(3) of the Companies Act, has been enclosed with the notice of meeting circulated to the members of DHPL.

In view of the above, the Board of Directors of DHPL has approved and recommended the Scheme, along with the arrangements stipulated thereunder, which have been described above.

**NOTES:**

1. Video Conference Facility for Extraordinary General Meeting (EOGM) of shareholders: As per the directive issued by Securities and Exchange Commission of Pakistan ("SECP"), the Company has made arrangements of video conference facility to ensure that shareholders can also participate in the EOGM proceeding via video link. The members and their proxies who intends to attend the EOGM through video-link must register their particulars by sending an email at company.secretary@dawoodhercules.com. The members registering to connect through video-link facility are required to mention their name, folio number, phone number and number of shares held in their name in the email with subject 'Registration for DH Partners Limited's EOGM' along with valid copy of their CNIC/Passport. Video link and login credentials will be shared with the members whose emails, containing all the required particulars, are received at the given email address at least 24 (twenty-four) hours before the time of the EOGM.
2. The Share Transfer Books of the Company will remain closed from January 13, 2026 to January 27, 2026 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 and email info@cdccsrsl.com by close of business on January 12, 2026, will be considered in time to attend and vote at the EOGM.
3. A member entitled to attend and vote at this meeting may appoint another member at his/her/its proxy to attend, vote and speak at the meeting. The instrument appointing a proxy and the power of the attorney or other authority / board resolution under which it is signed or notarized must be deposited at the registered office of the Company at least 48 (forty-eight) hours before the time of the EOGM (no account shall be taken of any part of the day that is not a working day). The forms of proxy are attached to this notice.
4. All members, entitled to attend and vote at the EOGM, are entitled to appoint another person in writing as their proxy to attend and vote on their behalf. A proxy need not be a member of the Company. A corporate entity, being member, may appoint its representative to attend the EOGM through resolution of its Board of Directors. Proxy Forms in English and Urdu languages are attached with the notice circulated to the shareholders. In case of appointment of proxy by corporate entities, a resolution of the board of directors / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted to the Company along with a completed proxy form. The proxy holders are required to produce their original valid CNICs or original passports at the time of the EOGM.
5. In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at least 48 (forty-eight) hours before the time of the EOGM (no account shall be taken of any part of the day that is not a working day).
6. CDC account holders will further have to follow the below guidelines as laid down by the SECP:

## (i) For Attending the EOGM

- (a) In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall authenticate his/her original valid CNIC or the original passport at the above-mentioned email address at least 48 (forty-eight) hours before the EOGM.
- (b) In case of a corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee shall be shared on the above-mentioned email address at least 48 (forty-eight) hours before the EOGM (unless it has been provided earlier).

## (ii) For Appointing Proxies

- (a) In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per the above requirements.
- (b) Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (c) The proxy shall produce an original valid CNIC or original passport at the above-mentioned email address at least 48 (forty-eight) hours before the EOGM.

(d) In case of a corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted to the email address mentioned above at least 48 (forty-eight) hours before the EOGM (unless it has been provided earlier) along with the proxy form to the Company.

(e) Proxy form will be witnessed by 2 (two) persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

7. Shareholders are requested to observe the conduct referred in sub-regulation 2 of Regulation 55 of the Companies Regulations, 2024 while attending the EOGM.

8. As per SECP's directions, the company is prohibited from providing gifts or incentives, in lieu of gifts (tokens / coupons / lunches / takeaway packages) in any form or manner, to shareholders at or in connection with general meetings.

9. Pursuant to Companies (Postal Ballot) Regulations 2018, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through E-voting, in accordance with the requirements and procedure contained in the aforesaid Regulations.

10. The Company has placed the Notice of EOGM along with Proxy Form on its website: [www.dhpartners.com.pk](http://www.dhpartners.com.pk)

**Proxy Form**AFFIX  
REVENUE  
STAMP

I/We \_\_\_\_\_ of \_\_\_\_\_  
being a member of DH PARTNERS LIMITED and holder of \_\_\_\_\_  
Ordinary shares as per share (Number of Shares)

Share Register Folio No. \_\_\_\_\_ and/or  
CDC Participant ID No. \_\_\_\_\_ Sub A/c No. \_\_\_\_\_

hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him / her  
of \_\_\_\_\_ as my/our proxy to vote for me/us and on my/our behalf at the Extra Ordinary General  
Meeting of the Company to be held on the 27<sup>th</sup> day of January 2026, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Signature

Signature should agree with the specimen registered with the Company.

**WITNESSES:**

1) Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

CNIC No: \_\_\_\_\_

Or Passport No: \_\_\_\_\_

2) Signature: \_\_\_\_\_

Name: \_\_\_\_\_

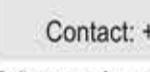
Address: \_\_\_\_\_

CNIC No: \_\_\_\_\_

Passport No: \_\_\_\_\_

Note: Proxies, in order to be effective, must be received by the Company not less than 48 hours before the meeting. A Proxy holder may not need to be a member of the Company.

CDC Shareholders and their proxies are each requested to attach an attested photocopy of their Computerized National Identity Card or Passport with this proxy form before submission to the Company.

**DH Partners Limited**Office Address: 9<sup>th</sup> Floor, Dawood Centre, MT Khan Road, KarachiContact: +92 21 35686001 - 16, Email address: [company.secretary@dawoodhercules.com](mailto:company.secretary@dawoodhercules.com)

Ballot paper for voting through post for poll to be held at the Extra Ordinary General Meeting of DH Partners Limited being held on Tuesday, January 27, 2026, at 10:00 am at the Karachi School of Business and Leadership, situated at National Stadium Road, Opposite Liaquat National Hospital, Karachi and through video conferencing.

**Contact Details of Chairman, where ballot paper may be sent:**Business Address: The Chairman, DH Partners Limited, 9<sup>th</sup> Floor, Dawood Centre, MT Khan Road, Karachi

Attention: Company Secretary

Designated email address: [company.secretary@dawoodhercules.com](mailto:company.secretary@dawoodhercules.com)

Name of Shareholder / Joint Shareholders \_\_\_\_\_

Registered Address of Shareholder \_\_\_\_\_

Number of Shares Held \_\_\_\_\_

Folio Number / Participant or Investor Account Number \_\_\_\_\_

CNIC Number (copy to be attached) \_\_\_\_\_

Additional Information &amp; Enclosures (In case of Representative of Body Corporate, Corporation &amp; Federal Government)

I / we hereby exercise my / our vote in respect of the following agenda through postal ballot by conveying my / our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below:

S. No.	Nature & Description of Special Resolution(s)	No. of Ordinary Shares for which votes casted	I / We assent to the Special Resolution(s) (FOR)	I / We dissent to the Special Resolution(s) (AGAINST)
1.	" <b>RESOLVED</b> that the Scheme of Amalgamation 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 ("Scheme") as approved by the Board of Directors and circulated to the members of DHPL for, inter alia, amalgamation of entire undertakings, including all assets, liabilities and obligations, of DHPL and Cyan Limited (Cyan) with and into Dawood Lawrencepur Limited (DLL) as follows:			
a)	an amalgamation of DHPL and Cyan (defined as the "Amalgamating Companies" in the Scheme) into DLL, the surviving entity, by transferring to and vesting in DLL the entire undertaking, including all assets, liabilities and obligations, of the Amalgamating Companies as a going concern, against the allotment and issue by DLL of fully paid-up ordinary shares of Rs. 10/- (Rupees Ten only) in the capital of DLL to members of DHPL who are appearing in the register of members of DHPL on the DHPL Record Date, except DLL (as specified in the Scheme) and the members of Cyan who are appearing in the register of members of Cyan on the Cyan Record Date (as specified in the Scheme) under the Scheme, in each case, based on swap ratios as set forth in the Scheme; and			
b)	the dissolution of DHPL and Cyan (the Amalgamating Companies) without winding up,			
	in accordance with the terms of the scheme along with ancillary matters thereto, placed before the meeting for consideration and approval, be and is hereby approved and adopted, along with any modifications / amendments required or conditions imposed by the Hon'ble Islamabad High Court, Islamabad.			
	<b>FURTHER RESOLVED</b> 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 the Company, 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."			

Signature of shareholder(s) / Proxy Holder / Authorized Signatory

Place: \_\_\_\_\_

Date: \_\_\_\_\_





