

Our Reference: SEC/PSX/01/26

January 08, 2026

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

Dear Sir,

NOTICE OF EXTRAORDINARY GENERAL MEETING

Further to our letter No. SEC/PSX/27/25 dated January 07, 2026, regarding the advance copy of the Notice of the Extraordinary General Meeting ("EOGM") scheduled to be held on Friday, January 30, 2026, we enclose herewith copies of the Notice of EOGM of Pakistan Oxygen Limited (the "Company") which appeared today i.e. January 08, 2026, in one English-language daily newspaper (*The Daily Business Recorder*) and one Urdu-language daily newspaper (*The Daily Dunya*).

Copies of the Notice of the EOGM, together with the statement of material facts, are being dispatched to the shareholders at their registered addresses through TCS courier.

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

Yours Sincerely,


Jamshed Azhar
Chief Financial Officer



Encl: As above

Copy to:

The Executive Director/HOD
Offsite-II Department
Securities & Exchange Commission of Pakistan
Corporate Supervision Department-Company Law Division
63, NIC Building, Jinnah Avenue
Islamabad



PAKISTAN OXYGEN LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting ("EOGM") of PAKISTAN OXYGEN LIMITED (the "Company") will be held on Friday, the 30th day of January 2026 at 03:30 p.m. virtually via Video Link Facility and in person at the Company's Registered Office, West Wharf, Dockyard Road, Karachi to transact the following business:

ORDINARY BUSINESS:

- To elect Ten (10) Directors of the Company as fixed by the Board of Directors in their meeting held on December 08, 2025, in accordance with Section 159 of the Companies Act, 2017 (the "Act") for a period of 3 years commencing from January 30, 2026. The retiring Directors are Mr. Waqar Ahmed Malik, Mr. Siraj Ahmed Dadabhoy, Syed Hassan Ali Bukhari, Mr. Shahid Mehmood Umerani, Mr. Mohammad Iqbal Puri, Mr. Kamran Gul E Anwer, Ms. Tushna D Kandawalla, Mr. Tayyeb Afzal, Mr. Nadir Salar Qureshi and Mr. Asad Said Jafar.

A statement of material facts as required under Section 166(3) of the Act is annexed to this Notice of Meeting and is being sent to the Members.

By Order of the Board

Karachi:
December 08, 2025

MAZHAR IQBAL
Company Secretary

NOTES:

1. Closure of Share Transfer Books:

Share Transfer Books of the Company will remain closed from January 23, 2026 to January 30, 2026 (both days inclusive). Transfers received at the Company's Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 at the close of business on January 22, 2026 will be treated in time for the purpose of the Extraordinary General Meeting.

Only those shareholders whose names appear in the Register of Members of the Company at the close of business on January 22, 2026 are entitled to attend and vote at the EOGM.

2. Attendance in the EOGM and Appointment of Proxy:

- A member entitled to attend, speak and vote at the EOGM may appoint another person as a proxy to attend and vote on his/her behalf. The proxy must be a member of the Company except that a Corporation, being a member of the Company, may appoint as its proxy one of the officers or some other person though not a member of the Company.
- An instrument of proxy in order to be effective must be deposited at the Company's Registered Office, West Wharf, Dockyard Road, Karachi-74000 or through email at company.secretary@pakoxxygen.com not less than 48 hours before the time of the meeting.

Further copies of the instrument of proxy may be downloaded from the Company's website: (<https://www.pakoxxygen.com>).

3. Change in Members Address:

Members are requested to immediately notify any change in their address or bank mandate as registered to the Company's Share Registrar, CDC Share Registrar Services Limited at their above-mentioned address.

4. Guidelines for CDC Account Holders:

Account Holders of Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under-mentioned guidelines as laid down in Circular 1, dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP):

A. For Attending the Meeting:

- In case of individuals, the account holder or sub-account holder and/or the person, whose securities are in a group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport as applicable at the time of attending the meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For Appointing Proxies:

- In case of individuals, the account holder or sub-account holder and/or the person, whose securities are in a group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her original CNIC or original passport, as applicable, at the time of the meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with the proxy form to the Company.

5. Participation in the EOGM through Video Link Facility:

The Company has made necessary arrangements to hold its EOGM proceedings also via video conference facility. Shareholders, interested to participate in the EOGM through video link, are requested to send their particulars, as set out in the table below, by email, WhatsApp, or any other electronic means or by post or courier with the subject "Registration for EOGM of Pakistan Oxygen Limited - 2026" along with valid copy of both sides of CNIC on the following:

Email: company.secretary@pakoxxygen.com

Cell Phone Number: +92 320 5794509

Registered Office Address: Pakistan Oxygen Limited, West Wharf, Dockyard Road, Karachi-74000:

Name of Shareholder	CNIC No.	Folio No.	Cell No.	Email Address

The video link and login credentials will be shared with only those members/appointed proxies, whose emails, containing the aforesaid particulars, are received by the Company at least 48 hours before the time of EOGM.

6. List of Shareholders:

As per Clause 2(g)(iii)(c) of SRO 1196(I)/2019 dated October 03, 2019 issued by the SECP, a password protected list of shareholders, and their addresses is available on the website of the Company. Candidates intending to contest the election can submit a request for the password to access the list of shareholders by emailing the Company at company.secretary@pakoxxygen.com with their full name, CNIC number and folio number.

7. Procedure For E-Voting & Postal Ballot:

The members are hereby notified that the SECP, vide Companies (Postal Ballot) Regulations, 2018 as amended through Notification No. SRO 2192(1)/2022 dated December 05, 2022, requires all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business and in case of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Act.

Accordingly, the members of the Company will be allowed to exercise their right to vote through e-voting facility or voting by post for the election of directors if the number of persons who offer themselves to be elected is more than the number of directors fixed in this forthcoming Extraordinary General Meeting. In accordance with the conditions mentioned in the aforesaid regulations, the Company shall provide its members with the following options for voting:

a. Procedure for E-voting:

- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of January 22, 2026.
- The web address and login details will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- Identity of the members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- E-Voting lines will start from January 27, 2026, 09:00 a.m. and shall close on January 29, 2026 at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

b. Procedure For Voting Through Postal Ballot:

- For members who wish to opt for voting through post, Ballot Paper will be published and the same will also be available on the Company's website <https://www.pakoxxygen.com> within the stipulated timeframe.
- The members shall ensure that duly filled and signed ballot paper, along with a copy of CNIC/NICOP or Passport (in case of foreign national), should reach the Chairman of the meeting through post on the Company's registered address West Wharf, Dockyard Road, Karachi or email at company.secretary@pakoxxygen.com one day before the Extraordinary General Meeting.

a. Scrutinizer:

In compliance with the requirements of the Companies (Postal Ballot) Regulations, 2018, the Board of Directors of the Company has appointed M/s. BDO Ebrahim & Co., Chartered Accountants (a QCR-rated audit firm being the Company's Statutory Auditors), to act as the Scrutinizer for the EOGM. The Scrutinizer will oversee the election of directors and perform all related functions and responsibilities prescribed under Regulation 11A of the Postal Ballot Regulations.

9. Requirement to incorporate email address and cell number:

Members are requested to have their updated email and cell number incorporated in their physical folio with the Share Registrar of the Company and with their Participant or Broker / CDC Investor Account Services for shares held in electronic form.

10. Submission of CNIC/NTN (Mandatory):

Shareholders, who have not yet submitted a photocopy of their valid CNIC to the Company/Share Registrar, are once again requested to send their CNIC (copy) at the earliest directly to the Company's Share Registrar. Corporate Entities are also requested to provide their National Tax Number (NTN).

As per Regulation No. 6 of the Companies (Distribution of Dividend) Regulations, 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).

11. Conversion of Physical Shares into the Book Entry Form:

In continuation of the Company's earlier notification on the subject through direct letter and notice in the press, shareholders, who still hold shares in physical form, are once again requested to convert their physical shares into book-entry form at the earliest for compliance with Section 72(2) of the Companies Act, 2017. Shareholders may contact a PSX Member, CDC Participant or CDC Investor Accounts Services Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form.

Maintaining shares in book-entry form has many advantages such as safe custody of shares, avoidance of formalities required for issuance of duplicate shares and readily available for sale and purchase in open market, at better rates.

12. Code of Conduct for shareholders at General Meetings:

Pursuant to Section 215 of the Act, shareholders shall not directly influence or approach the Management in a manner that could hinder its smooth functioning. Additionally, Regulation 55 of the Companies Regulations, 2024, "Conduct of Shareholders in the Meeting", provides that shareholders:

- i. shall not bring such material that may cause threat to participants or premises where meeting is being held;
- ii. shall confine themselves to the agenda items covered in the notice of the meeting;
- iii. shall keep comments and discussion restricted to the affairs of the company; and
- iv. shall not conduct in a manner to disclose any political affiliation or offend religious susceptibility of other members.

13. Prohibition on Distribution of Gifts to shareholders:

The SECP vide Circular No. 2 of 2018 dated February 9, 2018, and S.R.O. 452(I)/2025 dated March 17, 2025, has strictly prohibited companies from offering or distributing gifts, incentives, or any similar benefits (including but not limited to tokens, coupons, meals, or takeaway packages) to Members at or in connection with general meetings. In accordance with Section 185 of the Act, any non-compliance with these directives constitutes a punishable offence, and companies found in violation may be subject to enforcement actions and penalties. The Company will observe these requirements in strict compliance of the law.

**STATEMENT OF MATERIAL FACTS AS REQUIRED
UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017**

Agenda Item No. 1 – Election of Directors

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 term of office of the present Directors of the Company will expire on January 29, 2026. In terms of Section 159(1) of the Act, the Directors have fixed the number of Directors at Ten (10) to be elected in the EOGM for a period of three years.

All retiring directors are eligible to offer themselves for re-election. Any person who seeks to contest the election of directors must file a notice of his/her intention to offer himself/herself for election as a director, in terms of Section 159(3) of the Act, not later than fourteen (14) days before the date of the EOGM.

The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company.

Any person who seeks to contest election to the office of Director shall, whether he/she is a retiring director or otherwise, file with the Company at its registered office, West Wharf, Dockyard Road, Karachi-74000, not later than fourteen (14) days before the date of meeting, the following documents:

- (i) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Act, together with the consent to act as Director in Appendix to Form-9 prescribed under the Act.
- (ii) Detailed profile along with the office address to be placed on the Company's website seven days prior to the date of election in term of SECP's S.R.O. 1196(I)/2019 of October 03, 2019;
- (iii) A Director must be a member of the Company at the time of filing his/her consent for contesting the election of Directors except a person representing a member, which is not a natural person.
- (iv) A declaration confirming that:
 - a) He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company, and listing regulations of Pakistan Stock Exchange Limited;
 - b) He/she is not ineligible to become a director of a listed company under any provision of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and any other applicable laws, rules and regulations.

Independent Directors will be elected through the process of election of Directors in terms of Section 159 of the Act and they shall meet the criteria as laid down under Section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and his/her name is included in the data bank of Independent Directors maintained by Pakistan Institute of Corporate Governance (PICG) 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.

Additional documents are to be submitted by the candidates intending to contest election of directors as Independent Director:

- a) Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019; and
- b) 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.

The Business Recorder, Karachi
08 January, 2026.

PAKISTAN OXYGEN LIMITED
اطلاع برائے غیر معمولی اجلاس عام

درجہ اولیٰ ثانوی کے کماحقہ اسکول "EOGM" سے، 30 مئی، 2026ء کو 03:30 بجے درجہ اولیٰ ٹیکسٹ اور ایڈوانس ٹیکسٹ کی کتابوں پر امتحان لیا جائے گا۔

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عظیم احمد
سہیل سیکری

کراچی
08 ستمبر 2025
دوہ

- [illegible]

company.secretary@pakooxygen.com ای میل

•92 320 5794509 •

عمر (اوسط): پاکستان میں ایک سو بیس سال والا گیارواں سالگرہی - 74000

شماره پرونده	تاریخ دادنامه	موضوع پرونده	نام و نام خانوادگی

[illegible]

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PAKISTAN OXYGEN LIMITED

Office Address: West Wharf, Dockyard Road, Karachi-74000. www.pakooxygen.com.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting ("EOGM") of PAKISTAN OXYGEN LIMITED (the "Company") will be held on Friday, the 30th day of January 2026 at 03:30 p.m. virtually via Video Link Facility and in person at the Company's Registered Office, West Wharf, Dockyard Road, Karachi to transact the following business:

Ordinary Business:

1. To elect Ten (10) Directors of the Company as fixed by the Board of Directors in their meeting held on December 08, 2025, in accordance with Section 159 of the Companies Act, 2017 (the "Act") for a period of 3 years commencing from January 30, 2026. The retiring Directors are Mr. Waqar Ahmed Malik, Mr. Siraj Ahmed Dadabhoy, Syed Hassan Ali Bukhari, Mr. Shahid Mehmood Umerani, Mr. Mohammad Iqbal Puri, Mr. Kamran Gul E Anwer, Ms. Tushna D Kandawalla, Mr. Tayyeb Afzal, Mr. Nadir Salar Qureshi and Mr. Asad Said Jafar.

A statement of material facts as required under Section 166(3) of the Act is annexed to this Notice of Meeting and is being sent to the Members.

By Order of the Board

Karachi:
December 08, 2025

Mazhar Iqbal
Company Secretary

NOTES:

1. Closure of Share Transfer Books:

Share Transfer Books of the Company will remain closed from January 23, 2026 to January 30, 2026 (both days inclusive). Transfers received at the Company's Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 at the close of business on January 22, 2026 will be treated in time for the purpose of the Extraordinary General Meeting.

Only those shareholders whose names appear in the Register of Members of the Company at the close of business on January 22, 2026 are entitled to attend and vote at the EOGM.

2. Attendance in the EOGM and Appointment of Proxy:

- i) A member entitled to attend, speak and vote at the EOGM may appoint another person as proxy to attend and vote on his/her behalf. The proxy must be a member of the Company except that a Corporation, being a member of the Company, may appoint as its proxy one of the officers or some other person though not a member of the Company.
- ii) An instrument of proxy in order to be effective must be deposited at the Company's Registered Office, West Wharf, Dockyard Road, Karachi-74000 or through email at company.secretary@pakooxygen.com not less than 48 hours before the time of the meeting.

Further copies of the instrument of proxy may be downloaded from the Company's website:
(<https://www.pakooxygen.com>).

3. Change in Members Address:

Members are requested to immediately notify any change in their address or bank mandate as registered to the Company's Share Registrar, CDC Share Registrar Services Limited at their above-mentioned address.

4. Guidelines for CDC Account Holders:

Account Holders of Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under-mentioned guidelines as laid down in Circular 1, dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP):

A. For Attending the Meeting:

- i) In case of individuals, the account holder or sub-account holder and/or the person, whose securities are in group



PAKISTAN OXYGEN LIMITED

Office Address: West Wharf, Dockyard Road, Karachi-74000. www.pakooxygen.com.

account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport as applicable at the time of attending the meeting.

- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For Appointing Proxies:

- i) In case of individuals, the account holder or sub-account holder and/or the person, whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- ii) The proxy form shall be witnessed by two person whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original passport as applicable at the time of the meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

5. Participation in the EOGM through Video Link Facility:

The Company has made necessary arrangements to hold its EOGM proceedings also via video conference facility. Shareholders, interested to participate in the EOGM through video link, are requested to send their particulars, as set out in the table below, by email, WhatsApp, or any other electronic mean or by post or courier with the subject "Registration for EOGM of Pakistan Oxygen Limited – 2026" along with valid copy of both sides of CNIC on the following:

Email: company.secretary@pakooxygen.com

Cell Phone Number: +92 320 5794509

Registered Office Address: Pakistan Oxygen Limited, West Wharf, Dockyard Road, Karachi-74000:

Name of Shareholder	CNIC No.	Folio No.	Cell No.	Email Address

The video link and login credentials will be shared with only those members/appointed proxies, whose emails, containing the aforesaid particulars, are received by the Company at least 48 hours before the time of EOGM.

6. List of Shareholders:

As per Clause 2(g)(iii)(c) of SRO 1196(I)/2019 dated October 03, 2019 issued by SECP, a password protected list of shareholders, and their addresses is available on the website of the Company. Candidates intending to contest the election can submit a request for the password to access the list of shareholders by emailing the Company at company.secretary@pakooxygen.com with their full name, CNIC number and folio number.

7. Procedure For E-Voting & Postal Ballot:

The members are hereby notified that the SECP, vide Companies (Postal Ballot) Regulations, 2018 as amended through Notification No. SRO 2192(1)/2022 dated December 05, 2022, requires all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business and in case of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Act.



PAKISTAN OXYGEN LIMITED

Office Address: West Wharf, Dockyard Road, Karachi-74000. www.pakooxygen.com.

Accordingly, the members of the Company will be allowed to exercise their right to vote through e-voting facility or voting by post for the election of directors if the number of persons who offer themselves to be elected is more than the number of directors fixed in this forthcoming Extraordinary General Meeting. In accordance with the conditions mentioned in the aforesaid regulations, the Company shall provide its members with the following options for voting:

a. Procedure for E-voting:

- i) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of January 22, 2026.
- ii) The web address and login details will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- iii) Identity of the members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- iv) E-Voting lines will start from January 27, 2026, 09:00 a.m. and shall close on January 29, 2026 at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

b. Procedure For Voting Through Postal Ballot:

- i) For members who wish to opt for voting through post, Ballot Paper will be published and the same will also be available on the Company's website <https://www.pakooxygen.com> within the stipulated timeframe.
- ii) The members shall ensure that duly filled and signed ballot paper, along with copy of CNIC/NICOP or Passport (in case of foreign national), should reach the Chairman of the meeting through post on the Company's registered address West Wharf, Dockyard Road, Karachi or email at company.secretary@pakooxygen.com one day before the Extraordinary General Meeting, during working hours.

8. Scrutinizer:

In compliance with the requirements of the Companies (Postal Ballot) Regulations, 2018, the Board of Directors of the Company has appointed M/s. BDO Ebrahim & Co., Chartered Accountants (a QCR rated audit firm being the Company's Statutory Auditors), to act as the Scrutinizer for the EOGM. The Scrutinizer will oversee the election of directors and perform all related functions and responsibilities prescribed under Regulation 11A of the Postal Ballot Regulations.

9. Requirement to incorporate email address and cell number:

Members are requested to have their updated email and cell number incorporated in their physical folio with the Share Registrar of the Company and with their Participant or Broker / CDC Investor Account Services for shares held in electronic form.

10. Submission of CNIC/NTN (Mandatory):

Shareholders, who have not yet submitted a photocopy of their valid CNIC to the Company/Share Registrar, are once again requested to send their CNIC (copy) at the earliest directly to the Company's Share Registrar. Corporate Entities are also requested to provide their National Tax Number (NTN).

As per Regulation No. 6 of the Companies (Distribution of Dividend) Regulations, 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).

11. Conversion of Physical Shares into the Book Entry Form:

In continuation of the Company's earlier notification on the subject through direct letter and notice in the press, shareholders, who still hold shares in physical form, are once again requested to convert their physical shares into book-entry form at the earliest for compliance with Section 72(2) of the Companies Act, 2017. Shareholders may



PAKISTAN OXYGEN LIMITED

Office Address: West Wharf, Dockyard Road, Karachi-74000. www.pakooxygen.com.

contact a PSX Member, CDC Participant or CDC Investor Accounts Services Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form.

Maintaining shares in book-entry form has many advantages such as safe custody of shares, avoidance of formalities required for issuance of duplicate shares and readily available for sale and purchase in open market, at better rates.

12. Code of Conduct for shareholders at General Meetings:

Pursuant to Section 215 of the Act, shareholders shall not directly influence or approach the Management in a manner that could hinder its smooth functioning. Additionally, Regulation 55 of the Companies Regulations, 2024, "Conduct of Shareholders in the Meeting", provides that shareholders:

- i) shall not bring such material that may cause threat to participants or premises where meeting is being held;
- ii) shall confine themselves to the agenda items covered in the notice of meeting;
- iii) shall keep comments and discussion restricted to the affairs of the company; and
- iv) shall not conduct in a manner to disclose any political affiliation or offend religious susceptibility of other members.

13. Prohibition on Distribution of Gifts to shareholders:

The SECP, vide Circular No. 2 of 2018 dated February 9, 2018, and S.R.O. 452(I)/2025 dated March 17, 2025, has strictly prohibited companies from offering or distributing gifts, incentives, or any similar benefits (including but not limited to tokens, coupons, meals, or takeaway packages) to Members at or in connection with general meetings. In accordance with Section 185 of the Act, any non-compliance with these directives constitutes a punishable offence, and companies found in violation may be subject to enforcement actions and penalties. The Company will observe these requirements in strict compliance of the law.



PAKISTAN OXYGEN LIMITED

Office Address: West Wharf, Dockyard Road, Karachi-74000. www.pakooxygen.com.

STATEMENT OF MATERIAL FACTS AS REQUIRED UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Agenda Item No. 1 – Election of Directors

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 term of office of the present Directors of the Company will expire on January 29, 2026. In terms of Section 159(1) of the Act, the Directors have fixed the number of Directors at Ten (10) to be elected in the EOGM for a period of three years.

All retiring directors are eligible to offer themselves for re-election. Any person who seeks to contest the election of directors must file a notice of his/her intention to offer himself/herself for election as a director, in terms of Section 159(3) of the Act, not later than fourteen (14) days before the date of the EOGM.

The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company.

Any person who seeks to contest election to the office of Director shall, whether he/she is a retiring director or other wise, file with the Company at its registered office, West Wharf, Dockyard Road, Karachi-74000, not later than fourteen (14) days before the date of meeting, the following documents:

- i) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Act, together with the consent to act as Director in Appendix to Form-9 prescribed under the Act.
- ii) Detailed profile along with office address to be placed on the Company's website seven days prior to the date of election in term of SECP's S.R.O. 1196(I)/2019 of October 03, 2019;
- iii) A Director must be a member of the Company at the time of filing his/her consent for contesting the election of Directors except a person representing a member, which is not a natural person.
- iv) A declaration confirming that:
 - a) He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company, and listing regulations of Pakistan Stock Exchange Limited;
 - b) He/she is not ineligible to become a director of a listed company under any provision of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and any other applicable laws, rules and regulations.

Independent Directors will be elected through the process of election of Directors in terms of Section 159 of the Act and they shall meet the criteria as laid down under Section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and his/her name is included in the data bank of Independent Directors maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by Securities and Exchange Commission of Pakistan. Further, their selection will be made due to their respective competencies, skill, knowledge and experience.

Additional documents are to be submitted by the candidates intending to contest election of directors as Independent Director:

- a) Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019; and
- b) 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.

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FORM OF PROXY

EXTRAORDINARY GENERAL MEETING

I/We _____ of _____ in the district
of _____ being a member of Pakistan Oxygen Limited, hereby appoint
_____ of _____
as my/our proxy, and failing him/her _____

of _____ another Member of the Company to vote for me/us and on my/

our behalf at the Extraordinary General Meeting of the Company to be held via video link facility and in person on the 30th day of January 2026
and at adjournment thereof.

Signed on this _____ day of _____ 2026 in the presence of:

1. Signature _____

Name _____

Address _____

CNIC or Passport No. _____

Folio / CDC Account No.

2. Signature _____

Name _____

Address _____

CNIC or Passport No. _____

Signature on
Revenue Stamp of Rs. 10/-

This signature should agree with the
specimen registered with the company

Important

- The Proxy Form, duly completed and signed, must be received at the Registered Office of the Company, West Wharf, Dockyard Road, Karachi not less than 48 hours before the time of holding the meeting.
- No person shall act as proxy unless he himself/herself is a member of the Company, except that a corporation may appoint a person who is not a member.
- If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.

For CDC Account Holders/corporate Entities:

In addition to the above the following requirements have to be met:

- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

پراکسی کا فارم غیر معمولی اجلاس عام

میں/ہم _____ سکنہ _____ ضلع _____ بحیثیت ممبر
پاکستان آکسیجن لمیٹڈ، بذریعہ ہذا کمپنی کے ممبر _____ سکنہ _____ کو اپنا پراکسی مقرر کرتا
ہوں/کرتی ہوں/کرتے ہیں اور اس کی عدم موجودگی میں کمپنی کے دوسرے ممبر _____ سکنہ _____ کو اپنی جگہ کمپنی کے غیر معمولی اجلاس عام میں
جو 30 جنوری 2026ء کو ویڈیو لنک کے ذریعے اور ذاتی حیثیت میں منعقد ہوگا، اور اس کے ملتوی ہونے کی صورت میں شرکت کرنے اور میری/ہماری جگہ ووٹ دینے کا حقدار مقرر
کرتا ہوں/کرتی ہوں/کرتے ہیں۔
میں/ہم نے آج مورخہ _____ 2026ء کو درج ذیل کی موجودگی میں دستخط کیے۔

1. دستخط _____ 2. دستخط _____
نام _____ نام _____
پتہ _____ پتہ _____
سی این آئی سی یا پاسپورٹ نمبر _____ سی این آئی سی یا پاسپورٹ نمبر _____

فولیو/سی ڈی سی اکاؤنٹ نمبر

دس روپے کے ریونیو سٹیپ پر دستخط

دستخط، کمپنی کے پاس رجسٹرڈ نمونے کے دستخط کے مطابق ہونے چاہئیں۔

اہم نوٹ:

- یہ پراکسی فارم، مکمل پر شدہ اور دستخط شدہ، کمپنی کے رجسٹرڈ دفتر واقع ویسٹ وہارف، ڈاکٹریٹ روڈ، کراچی میں اجلاس کے انعقاد کے وقت سے کم از کم 48 گھنٹے قبل
لازمًا وصول ہو جانا چاہیے۔
- کوئی شخص جو خود کمپنی کا ممبر نہ ہو، پراکسی مقرر نہیں کیا جاسکتا سوائے کارپوریشن کے جو کسی ایسے شخص کو پراکسی مقرر کر سکتی ہے جو کمپنی کا ممبر نہ ہو۔
- اگر کوئی شخص ایک سے زیادہ پراکسی مقرر کرتا ہے اور کمپنی کے پاس ایک سے زیادہ پراکسی فارم جمع کراتا ہے تو پراکسی کی ایسی تمام دستاویزات غیر موثر قرار دی جائیں گی۔

سی ڈی سی اکاؤنٹ ہولڈرز/کارپوریٹ اداروں کیلئے:

درج بالا کے علاوہ درج ذیل شرائط بھی پوری کرنا لازمی ہے:

- پراکسی فارم پر دو گواہان کے دستخط ہونے چاہئیں جن کے نام، پتے اور سی این آئی سی نمبر فارم پر درج ہوں۔
- بمقیضیل اور انور پراکسی کے سی این آئی سی یا پاسپورٹ کی تصدیق شدہ کاپیاں پراکسی فارم کے ساتھ فراہم کی جائیں۔
- پراکسی کو اجلاس میں شرکت کے وقت اپنا اصل سی این آئی سی یا پاسپورٹ پیش کرنا ہوگا۔
- کارپوریٹ ادارہ ہونے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی اور نمونے کے دستخط (اگر پہلے سے جمع نہ کرائے گئے ہوں) کمپنی کو فراہم کرنا لازمی ہے۔