SAZGAR

NOTICE OF EXTRA ORDINARY GENERAL MEETING TO BE HELD ON

17TH MARCH 2026

Registered Office: 88-Ali Town,Thokar Niaz Baig, Raiwind Road, Lahore,Pakistan.

+92-42-35291573-74, 042-35297861-62 +92-42-35297863

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of **Sazgar Engineering Works Limited** (the Company) will be held at Encore by Zafar, Near Shanu Baba Chowk, Pine Avenue Road, Lahore on Tuesday, March 17, 2026 at 11:00 A.M. to transact the following businesses:

Ordinary Business:

1. To elect the directors of the Company for a period of three years commencing from March 20, 2026 in accordance with the provisions of the Companies Act, 2017. The Board of Directors in their meeting held on January 27, 2026 has fixed the number of Directors to be elected at nine (9) in terms of section 159(1) of the Companies Act, 2017.

   The names of the retiring directors are given below:

1. Mr. Mian Asad Hameed	2. Mr. Saeed Iqbal Khan	3. Mrs. Saira Asad Hameed
4. Mr. Mian Muhammad Ali Hameed	5. Mrs. Sana Suleyman	6. Mr. Humza Amjad Wazir
7. Mr. Umair Ejaz	8. Mr. Taha Mahmood	9. Mr. Muhammad Omer Saeed

   The retiring directors are eligible to offer themselves for re-election.

Special Business:

2. To sanction the holding of office of profit under the Company by directors, Mr. Saeed Iqbal Khan and Mr. Mian Muhammad Ali Hameed as Executive Directors under the designation of Chief Operating Officers of the Company.

By order of the Board

Lahore
February 24, 2026

Arshad Mahmood
(Company Secretary)

Notes:

a. Any member who seeks to contest an election to the office of director shall, whether he/she is a retiring director or otherwise, file with the Company at its Registered Office located at 88-Ali Town, Thokar Niaz Baig, Raiwind Road, Lahore, not later than 14 days before the date of Extra Ordinary General Meeting, a notice of his/her intention to offer himself/herself for election as a director in accordance with provisions of the Companies Act, 2017 along with the following documents and information:

I. His/her folio No./CDC Investor Account No. / CDC Participant No./ Sub-Account No.
II. Consent to act as director under Section 167 of the Companies Act, 2017, as per Appendix to Form 9 under the Companies Regulations, 2024. (Copy of the same is also available on company's website)
III. A detailed profile along with his/her office address for placement on website of the Company.
IV. An attested copy of valid Computerized National Identity Card and NTN Certificate.
V. Undertaking by Independent Director(s) on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
VI. A declaration concerning the qualifications to become director of the Company under the applicable laws and regulations including Listed Companies (Code of Corporate Governance) Regulations, 2019.
(Copy of such declaration may be obtained from Company's Registered office during office hours.)

b. The member of the Company must hold at least 500 ordinary shares at the time of filing his/her consent for contesting election of directors.

c. The register of members and share transfer books of the Company will remain closed from March 11, 2026 to March 17, 2026 (both days inclusive). Transfers received in order at the office of Share Registrar of the Company, M/S CorpTec Associates (Private) Limited, 503-E, Johar Town, Lahore, up to the close of business on March 10, 2026 will be treated in time for entitlement to attend and vote at this Extra Ordinary General Meeting.

d. Attendance at this Extra Ordinary General Meeting:

All members of the company whose names are appearing in the register of members are entitled to attend this meeting. In case of individuals, the member shall authenticate his / her identity by showing his/ her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting. A corporation or company being a member of the Company may appoint any of its officials or any other person through a resolution of its board of directors to attend and vote at the meeting. An original or a valid certified copy of board resolution shall be required to submit at the time of attending of this general meeting.

CDC account holders will further have to follow the following guidelines as laid down in Circular No. 1 dated 26th January 2000 issued by the Securities & Exchange Commission of Pakistan 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 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 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 along with his/her original CNIC or original passport shall be produced (unless it has been provided earlier) at the time of the meeting.

e. Right to Appoint Proxy:

A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend the meeting and vote for his/her behalf. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy must be a member of the Company.

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney or authority, shall be deposited at Company's Share Registrar office at M/s CorpTec Associates (Private) Limited, 503-E, Johar Town, Lahore not less than 48 hours (excluding non-working days) before the time of holding of Extra Ordinary General Meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

CDC account holders will further have to follow the following guidelines as laid down in Circular No. 1 dated 26th January 2000 issued by the Securities & Exchange Commission of Pakistan for appointing a proxy.

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 requirements stated above.
ii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the Proxy Form.
iii) The proxy shall produce his/ her original CNIC or original passport at the time of the meeting.
iv) In case of corporate entity, the Board of Directors' resolution/ power of attorney with specimen signature along with his/ her original CNIC or original passport shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

f. Attendance through Zoom:

The members may attend the EOGM online through ZOOM, by following the below guidelines:

(i) The member shall get himself/herself registered by sending his/her request to the Company at e-mail ID company.secretary@sazgarautos.com as per Standard Request Form available on the Company's website (www.sazgarautos.com) or can send his/her request to the Company Secretary at 88-Ali Town, Thokar Niaz, Baig, Raiwind Road, Lahore, along with a legible copy of CNIC not later than March 11, 2026.

(ii) Zoom Link shall be sent by the Company only on email ID or Mobile/Whatsapp Number mentioned in Standard Request Form.

(iii) Members may send their comments / suggestions on any of the agenda item to Company Secretary on email ID; company.secretary@sazgarautos.com not later than March 11, 2026.

g. Attendance through Video Conference Facility:

Pursuant to the provisions of the Companies Act, 2017, members can avail video conference facility to participate in this Extra Ordinary General Meeting provided that the Company receives consent from the members holding in aggregate 10% or more shareholding, residing in a city, at least seven (7) days prior to the date of meeting.

Subject to the fulfillment of the above conditions, members shall be informed of the venue along with complete information necessary to access the facility. Format of request form has been placed on the Company's website.

h. Procedure for E-Voting:

In accordance with the Companies (Postal Ballot) Regulation, 2018, ("the Regulations") amended from time to time, the right to vote through electronic voting facility and voting by post shall be provided to members of the company for 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 Companies, Act 2017.

In this regard, the Company has appointed M/S Corplink (Private) Limited as an E-voting Service Provider to provide E-Voting services in accordance with the Companies (Postal Ballot) Regulation, 2018, who will send all the necessary information to the members of the Company as below:

a. 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 on March 10, 2026.

b. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through email and SMS from the web portal of M/S Corplink (Private) Limited (being the e-voting service provider).

c. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

d. E-Voting shall start from March 14, 2026 9:00 a.m. and shall close on March 16, 2026, at 5:00 p.m. Members can cast their votes online at any time during this period. Once the vote on the resolution is cast by a member, he/she shall not be allowed to change it subsequently.

i. Procedure for Voting Through Postal Ballot:

a. The members may alternatively opt for voting through postal ballot. Ballot paper in prescribed form is available on the Company's website www:sazgarautos.com for download.

b. The members shall ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairperson of the meeting through post at the Company's registered office address, 88- Ali Town, Thokar Niaz Baig, Raiwind Road Lahore or email at chairperson@sazgarautos.com until 5:00 P.M. March 16, 2026. Postal ballot received after this time/date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.

j. Appointment of Scrutinizer:

M/s Crowe Hussain Chaudhury & Co., Chartered Accountants, 7th Floor, Gul Mohar Trade Centre, 8-F, Main Market, Gulberg II, Lahore, have been appointed as scrutinizer, who fulfil requirements stated in the Section 247 of the Companies Act, 2017, have a satisfactory QCR rating from the Institute of Chartered Accountants of Pakistan and have necessary knowledge and experience to independently scrutinize the voting process. The purpose of the appointment of the scrutinizer is to perform roles and responsibilities in accordance with the Companies (Postal Ballot) Regulations, 2018.

k. Members are requested to promptly communicate change in their addresses, if any.

l. Particulars of Physical Shareholders:

According to Section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulation, 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile/telephone number, International Bank Account Number (IBAN), etc. to our Share Registrar at their address, 503-E, Johar Town, Lahore, email (info@corptec.com.pk) immediately to avoid any non-compliance of law or any inconvenience in future.

m. Prohibition of Gifts:

In view of prohibition under Section 185 of the Companies Act, 2017, the Company does not distribute gifts in any form to its members in the general meetings.

STATEMENT OF MATERIAL FACTS PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning election of directors including independent directors and special business to be transacted at the Extraordinary General Meeting (EOGM) of the Company to be held on March 17, 2026.

ITEM NO. 1 OF THE AGENDA

ELECTION OF DIRECTORS:

The term of office of the retiring directors will expire on March 19, 2026. The Board of Directors of the Company will be re-constituted for the next term of three years by electing nine (9) directors including three (3) independent directors in the Extra Ordinary General Meeting to be held on March 17, 2026.

In terms of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Company is required to have at least (3) three independent directors on its new Board. Further, in accordance with the provisions of Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018, these persons are required to be selected from a databank maintained by Pakistan Institute of Corporate Governance (PICG), an institute which has been notified by the Commission for this purpose. Accordingly, the Board of Directors have selected the following retiring independent directors from the databank of independent directors maintained by PICG for next term of three years starting from March 20, 2026:

- Mr. Umair Ejaz
- Mr. Taha Mahmood and
- Mr. Muhammad Omer Saeed

Their selection has been made after exercising due diligence and considering their core competencies, diversity, requisite skill, knowledge and experience relevant to the Company's business needs. These persons have consented to act as independent directors of the Company and meet the criteria of independence as laid down in Section 166 of the Companies Act, 2017. Further they have also submitted their required undertakings to the Company.

Pursuance to section 166(3) of the Companies Act, 2017, these persons shall be elected as independent directors in this Extra Ordinary General Meeting of the Company through the process of election of directors as described in Section 159 of the Companies Act, 2017.

Interest of directors: The directors are interested to the extent that they are eligible for re-election as directors of the Company.

ITEM NO. 2 OF THE AGENDA

HOLDING OF OFFICE OF PROFIT UNDER THE COMPANY BY THE DIRECTOR, MR. SAEED IQBAL KHAN:

The approval of the members is hereby sought pursuant to Section 171(1)(c)(i) of the Companies Act, 2017 for holding an office of profit under the Company by a director, Mr. Saeed Iqbal Khan, as Executive Director under the designation of Chief Operating Officer (COO) – Three Wheelers & Automotive Parts Division, for a further term of three (3) years commencing from March 20, 2026.

Mr. Saeed Iqbal Khan holds a BSc degree in Mechanical Engineering and possesses extensive experience in the engineering and automobile industries, both locally and internationally. He has been associated with the Company as an Executive Director for over thirty-one (31) years. During his long tenure, he has overseen the plant's technical operations and played a pivotal role in the establishment and development of manufacturing facilities for automotive parts, three-wheelers, and four-wheelers.

In March 2023, he was elevated to the position of Chief Operating Officer (COO) – Three Wheelers & Automotive Parts Division, where he was entrusted with overall responsibility for operational and technical matters of the Division. Over the past three years, he has demonstrated exemplary performance, leading the Division to achieve the highest production and sales volumes in the three-wheeler segment and securing market leadership within the respective product category.

In view of his technical expertise, leadership capabilities, and significant contributions to the Company's operational growth, the Company intends to re-appoint Mr. Saeed Iqbal Khan as Chief Operating Officer (COO) – Three Wheelers & Automotive Parts Division for a further term of three (3) years commencing from March 20, 2026. His continued appointment is expected to ensure operational stability, sustained growth, and further strengthening of the Division's performance.

The remuneration and other terms and conditions of his appointment shall be determined by the Board of Directors in accordance with the provisions of the Companies Act, 2017, the Articles of Association of the Company, and all other applicable laws, rules, and regulations in force from time to time.

Interest of Directors:

None of the Directors of the Company have any direct or indirect interest in the proposed appointment, except that Mr. Saeed Iqbal Khan is himself interested to the extent of payment of remuneration and other benefits associated to this position.

Draft of Resolution:

The following resolution is hereby proposed to be passed as an ordinary resolution with or without any modification(s), addition(s) or deletion(s):

"Resolved that the sanction be and is hereby granted in terms of section 171(1)(c)(i) of the Companies Act, 2017 for holding and continuing to hold office of profit under the Company by the director, Mr. Saeed Iqbal Khan as an Executive Director under the designation of "Chief Operating Officer (COO) –Three Wheelers & Automotive parts Division" for the next tenure of three years commencing from March 20, 2026 on such terms and conditions as are determined by the Board of Directors of the Company and that he be paid by way of remuneration including allowances, perquisites, benefits and such other sums as the Board of Directors of the Company may determine from time to time."

HOLDING OF OFFICE OF PROFIT UNDER THE COMPANY BY THE DIRECTOR, MR. MIAN MUHAMMAD ALI HAMEED:

The approval of the members is hereby sought pursuant to Section 171(1)(c)(i) of the Companies Act, 2017 for holding an office of profit under the Company by a director, Mr. Mian Muhammad Ali Hameed, as Executive Director under the designation of Chief Operating Officer (COO) – Car Division, for a further term of three (3) years commencing from March 20, 2026.

Mr. Mian Muhammad Ali Hameed holds an MBA degree from the United Kingdom and possesses diversified experience in marketing and sales. He has been associated with the Company as Executive Director – Marketing for over twelve (12) years, during which he has been responsible for overseeing the marketing and sales functions of the Company. He has made significant contributions towards the Company's growth and development by successfully leading the marketing and sales teams of both three-wheelers and four-wheelers segments. He played a pivotal role in the establishment and expansion of the dealership network, enhancement of brand visibility, and implementation of effective promotional strategies to increase sales volumes.

In March 2023, he was appointed as Chief Operating Officer (COO) – Car Division and entrusted with the responsibility of managing and overseeing the operational affairs of the Car Division. During the past three years, he has demonstrated outstanding leadership and performance in the business operations of the Car Division. He has successfully developed and strengthened operational coordination with the Chinese principal and played a key role in the introduction and launch of various four-wheeler models. Under his supervision, the Company achieved its highest production and sales volumes in the four-wheeler segment, particularly in the SUV category. He has also been instrumental in positioning the Company as a manufacturer of vehicles meeting international quality standards.

In view of his proven performance, leadership capabilities, and substantial contributions to the growth of the Car Division, the Company intends to re-appoint him as Chief Operating Officer (COO) – Car Division for a further term of three (3) years commencing from March 20, 2026. His continued appointment is expected to further strengthen the operational efficiency, enhance marketing and sales performance in the four-wheeler segment, and contribute positively to the Company's overall sales growth and profitability.

The remuneration and other terms and conditions of his appointment shall be determined by the Board of Directors in accordance with the provisions of the Companies Act, 2017, the Articles of Association of the Company, and all other applicable laws, rules, and regulations in force from time to time.

Interest of Directors:

None of the Directors of the Company have any direct or indirect interest in the proposed appointment except that Mr. Mian Asad Hameed and Mrs. Saira Asad Hameed are deemed interested in terms of the provisions of section 205 of the Companies Act, 2017 being the parents of Mr. Mian Muhammad Ali Hameed. Mr. Mian Muhammad Ali Hameed is himself interested to the extent of payment of remuneration and other benefits associated to this position.

Draft of Resolution:

The following resolution is hereby proposed to be passed as an ordinary resolution with or without any modification(s), addition(s) or deletion(s):

"Resolved that sanction be and is hereby granted in terms of section 171(1)(c)(i) of the Companies Act, 2017 for holding and continuing to hold office of profit under the Company by the director, Mr. Mian Muhammad Ali Hameed as an Executive Director under the designation of Chief Operating Officer (COO) – Car Division of the Company for the next tenure of three years commencing from March 20, 2026 on such terms and conditions as are determined by the Board of Directors of the Company and that he be paid by way of remuneration including allowances, perquisites, benefits and such other sums as the Board of Directors of the Company may determine from time to time."

FORM OF PROXY

I / WE _____

of _____

a member of **SAZGAR ENGINEERING WORKS LIMITED**

hereby appoint Mr. / Mrs. / Ms. _____

of _____

or failing him Mr. / Mrs. / Ms. _____

of _____

Who is / are also member / s of SAZGAR Engineering Works Limited to act as my / our proxy and to vote for me/us and on my/our behalf Extra Ordinary General Meeting of **Sazgar Engineering Works Limited** (the Company) to be held on Tuesday March 17, 2026 at 11:00 A.M. at Encore by Zafar Near Shanu Baba Chowk , Pine Avenue Road, Lahore and at any adjournment thereof.

Signed this _____ day of _____ 2026

Folio No.	CDC Participant ID No.	CDC Account No. Sub-Account No.	No. of shares held

Signature over Revenue Stamp of Rupees 50/-

Witness 1

Signature. _____

Name _____

CNIC NO. _____

Address _____

Witness 2

Signature. _____

Name _____

CNIC NO. _____

Address _____

Notes:

1. The proxy must be a member of the company.
2. The signature must tally with the specimen signature / s registered with the company.
3. If a proxy is granted by a member who has deposited his/her shares in Central Depository Company of Pakistan Limited, the proxy must be accompanied with participant's ID number and CDC account/sub-account number along with attested photocopies of Computerized National Identity Card or the Passport of the beneficial owner. Representatives of corporate members should bring the documents required for such purpose.
4. The proxy shall produce his / her original (CNIC) or original passport at the time of the meeting.
5. The instrument of Proxy properly completed should be deposited at the Share Registrar Officer of the Company not less than 48 hours(working days only) before the time of holding the meeting.

تشکیلِ نیابت داری

میں / ہم _____

ساکن _____

بحیثیت رکن (ممبر) سازگار انجینئرنگ ورکس لمیٹڈ

مقرر کرتا / کرتی ہوں / کرتے ہیں مسمّٰی / مسماۃ _____

ساکن _____

کو یا ان کی غیر حاضری میں مسمّٰی / مسماۃ _____

ساکن _____

جو کہ خود بھی سازگار انجینئرنگ ورکس لمیٹڈ کا / کے رکن ہے کہ وہ بطور میرا / ہمارا مختار نامہ سازگار انجینئرنگ ورکس لمیٹڈ کے غیر معمولی اجلاس عام میں جو بروز منگل 17 مارچ 2026 کو دن 11:00 بجے انکور بائے ظفر شانو بابا چوک، پائن ایونیو روڈ لاہور میں منعقد ہو رہا ہے۔ یا اسکے ملتوی شدہ اجلاس میں شرکت کرے اور وہ میری / ہماری جگہ میری / ہماری طرف سے حق رائے دہی استعمال کرے۔

مورخہ _____ 2026 کو میرے / ہمارے دستخط سے جاری ہو۔

فولیو نمبر	سی ڈی سی شرکت کنندہ I.D نمبر	سی ڈی سی / ذیلی کھاتہ نمبر	حصص کی تعداد

پچاس روپے کی رسیدی ٹکٹ پر دستخط

گواہ نمبر ۱

دستخط _____

نام _____

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر _____

پتہ _____

گواہ نمبر ۲

دستخط _____

نام _____

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر _____

پتہ _____

نوٹ:

1. پراکسی کے لئے کمپنی کا رکن ہونا ضروری ہے۔
2. دستخط کی مماثلت کمپنی میں رجسٹرڈ نمونہ دستخط کے ساتھ ہونا ضروری ہے۔
3. اگر پراکسی اسی رکن کی طرف جاری کی گئی ہے جس کے / کی کے حصص سنٹرل ڈیپازٹری کمپنی آف پاکستان لمیٹڈ میں جمع ہیں۔ تو پراکسی کے ہمراہ ممبر کا I.D نمبر اور CDC اکاؤنٹ / ذیلی اکاؤنٹ نمبر بشمول تصدیق شدہ کمپیوٹرائزڈ شناختی کارڈ یا مالک انتظامی کے پاسپورٹ کی فوٹو کاپی لانا لازمی ہے۔ کارپوریٹ ارکان کے نمائندہ ارکان اس مقصد کیلئے درکار دستاویزات ساتھ لے کر آئیں۔
4. پراکسی اجلاس کے وقت اپنا اصل کمپیوٹرائزڈ شناختی کارڈ یا اصل پاسپورٹ مہیا کرے گا / گی۔
5. مناسب طور پر مکمل شدہ پراکسی کے دستاویز اجلاس سے کم از کم 48 گھنٹے قبل (صرف ایام کار) کمپنی کے شیئر رجسٹرار آفس کو موصول ہو جانے چاہئیں۔