



April 20, 2026

To,
The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building,
Stock Exchange Road,
Karachi.

**SUBJECT: NOTICE OF EXTRAORDINARY GENERAL MEETING AND
PUBLICATION OF BALLOT PAPER OF S.G. POWER LIMITED.**

Dear Sir,

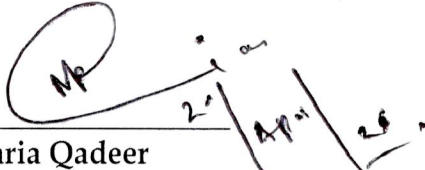
Enclosed please find the Notice of the Extraordinary General Meeting ("EOGM") of S.G. Power Limited (the "Company") scheduled to be held on Wednesday, May 13, 2026 at 03:45p.m., at the Dr. Shamsad Akhtar Auditorium, Pakistan Stock Exchange Limited, Admin Block, 3rd Floor, Stock Exchange Building, Stock Exchange Road, Karachi and through video-conferencing, together with the Statement of Material Facts under Section 134(3) of the Companies Act, 2017 and Ballot Paper for voting through post.

The notice of EOGM along with the ballot paper will be dispatched to the members of the Company and published in English and Urdu language newspapers in accordance with applicable laws and regulations. Furthermore, in accordance with the Companies (Postal Ballot) Regulations, 2018, e-voting facility will also be made available to the members of the Company.

Instructions with respect to e-voting shall be shared with the members by the Company's Share Registrar on their registered email addresses.

Thanking you,

FOR AND ON THE BEHALF OF
S.G. POWER LIMITED



Maria Qadeer
Company Secretary

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of S.G. Power Limited (the "Company") will be held on Wednesday, May 13, 2026 at 03:45p.m. at the Dr. Shamshad Akhtar Auditorium, Pakistan Stock Exchange Limited, Admin Block, 3rd Floor, Stock Exchange Building, Stock Exchange Road, Karachi and through video-conferencing, to transact the following business:

ORDINARY BUSINESS

- (1) CONFIRMATION OF MINUTES OF ANNUAL GENERAL MEETING HELD ON OCTOBER 28, 2025.
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SPECIAL BUSINESS

- (2) CHANGE OF NAME OF THE COMPANY TO REPRESENT ITS REVISED / INTENDED BUSINESS ACTIVITIES;
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To consider and, if deemed fit, pass the following Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12 and all other applicable provisions of the Companies Act, 2017, subject to approval of the Securities and Exchange Commission of Pakistan and such other approvals as may be required, the name of the Company be and is hereby changed from **S.G. POWER LIMITED** to **CRESTWELL HEALTHCARE LIMITED**, subject to availability and regulatory approval.

FURTHER RESOLVED THAT approval be and is hereby accorded to Chief Executive Officer to suggest and adopt and execute any other suitable name in case of non-availability due to any reason(s) or circumstances.

FURTHER RESOLVED THAT upon issuance by the Registrar of Companies of a certificate of incorporation altered to reflect the change of name, the new name so approved and registered shall be deemed to be the name of the Company for all purposes.

FURTHER RESOLVED THAT the Chief Executive Officer, any Director and/or the Company Secretary of the Company be and are hereby jointly and severally authorized to do all acts, deeds and things, to sign and execute all documents and to file all applications, forms and returns as may be necessary or incidental for giving effect to the aforesaid resolution."

- (3) ALTERATION OF MEMORANDUM OF ASSOCIATION (OBJECT CLAUSE)
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To consider and, if deemed fit, pass with or without modification, the following resolution as a Special Resolution for alteration of the Memorandum of Association of the Company to change and expand its principal line of business:

"RESOLVED THAT pursuant to Section 32 and all other applicable provisions of the Companies Act, 2017, and subject to all requisite approvals, the Objects Clause contained in Clause III of the Memorandum of Association of the Company be and is hereby altered to reflect the proposed strategic transformation of the Company into a healthcare-focused platform, with primary emphasis on pharmaceutical sector, and to enable the Company to undertake, inter alia, the following business:

"The principal line of business of the company shall be the importing, selling, purchasing, renting, trading, distributing, marketing, after sales services and maintenance of any and all kinds and class of medical equipment, instruments, devices, and supplies and all tools and materials required for hospitals and to carry on the business of manufacturers of and dealers in the import, export, sale, resale and distribution of any and all kinds and class of pharmaceutical, medicinal and chemical preparations (including synthetic and other vitamin preparations) and of other related products used in the treatment of disease or promotion of health of human beings".

FURTHER RESOLVED THAT the existing Clause III of the Memorandum of Association of the Company be and is hereby substituted, amended and re-aligned to the extent necessary to give effect to the foregoing.

FURTHER RESOLVED THAT the Chief Executive Officer, any Director and/or the Company Secretary of the Company be and are hereby jointly and severally authorized to settle the final text of the amended Objects Clause, make such modifications, additions, deletions or alterations therein as may be required by the Securities and Exchange Commission of Pakistan or any other regulatory authority, and to complete all legal and corporate formalities in this regard."

(4) SHIFTING OF REGISTERED OFFICE

To consider and, if deemed fit, pass with or without modification, the following resolution as a Special Resolution for shifting of the registered office of the Company from the Province of Sindh to the Province of Punjab:

"RESOLVED THAT pursuant to Section 21 and all other applicable provisions of the Companies Act, 2017, and subject to all necessary approvals, the registered office of the Company be and is hereby shifted from the Province of Sindh to the Province of Punjab.

FURTHER RESOLVED THAT the approval be and is hereby accorded to relocate the registered office of the Company from the Province of Sindh to the Province of

Punjab and accordingly Clause 2 of the Memorandum of Association shall be read as follows:

The registered office of the Company will be situated in the province of Punjab.

Accordingly, registered office address of the Company is changed to Second Floor, FNE House, 179 Abubakar Block, New Garden Town, Main Canal Road, Lahore.

FURTHER RESOLVED THAT the Chief Executive Officer, any Director and/or the Company Secretary of the Company be and are hereby jointly and severally authorized to determine the exact address of the new registered office in the Province of Punjab, to file all requisite notices, forms and returns with the Registrar and other authorities, and to do all acts, deeds and things necessary or incidental for giving effect to this resolution."

(5) INCREASE IN AUTHORIZED CAPITAL

To consider and, if deemed fit, pass with or without modification, the following resolution as a Special Resolution for increase in authorized share capital of the Company and consequent amendment in Clause V of the Memorandum of Association and relevant clause of the Articles of Association, if applicable:

"RESOLVED THAT pursuant to Section 85 and all other applicable provisions of the Companies Act, 2017, the authorized share capital of the Company be and is hereby increased from PKR 200,000,000/- (Two Hundred Million Only) divided into 20,000,000 (Twenty Million) ordinary shares of PKR 10/- each to PKR 800,000,000/- (Pak Rupees Eight Hundred Million only) divided into 80,000,000 (Eighty Million) ordinary shares of PKR 10/- each.

FURTHER RESOLVED THAT Clause V of the Memorandum of Association of the Company be and is hereby amended to read as follows:

The authorized share capital of the Company is PKR 800,000,000/- (Rupees Eight Hundred Million only) divided into 80,000,000 (Eighty Million) ordinary shares of PKR 10/- each, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017 and the regulations of the Company.

FURTHER RESOLVED THAT the relevant clause of the Articles of Association of the Company, if required, be and is hereby amended accordingly to reflect the aforesaid increase in authorized share capital.

FURTHER RESOLVED THAT the Chief Executive Officer, any Director and/or the Company Secretary of the Company be and are hereby jointly and severally authorized to make all filings with the Securities and Exchange Commission of

Pakistan and Pakistan Stock Exchange Limited and to complete all legal and corporate formalities in connection therewith.

(6) STRATEGIC PARTNERSHIPS AND SUBSIDIARIES

“RESOLVED THAT the Board of Directors be and is hereby authorized to explore, negotiate and enter into strategic partnerships including distribution agreements, agency arrangements, licensing arrangements, joint ventures and other commercial collaborations with pharmaceutical and healthcare entities, local and foreign.

FURTHER RESOLVED THAT the Company be and is hereby authorized, subject to Sections 183 and 199 of the Companies Act, 2017 and applicable approvals, to incorporate, establish, acquire or invest in subsidiaries, associated companies, branch offices and/or special purpose vehicles in Pakistan or abroad for operational and strategic purposes, subject to the regulatory and/or members approval, if required.

FURTHER RESOLVED THAT the Chief Executive Officer, any Director and/or Company Secretary be and are hereby authorized to complete all necessary filings and formalities in this regard.”

NOTES

1. CLOSURE OF SHARE TRANSFER BOOKS

The Share Transfer Books of the Company will remain closed from May 07, 2026 to May 13, 2026 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, F.D Registrar Services (SMC-Pvt.) Limited having its Office No. 1705, 17th Floor, Saima Trade Tower 'A', I.I. Chundrigar Road, Karachi, by the close of business on May 06, 2026 will be considered in time for the purpose of entitlement to attend and vote at the EOGM.

2. PARTICIPATION IN THE EOGM IN PERSON OR THROUGH VIDEO - CONFERRING.

A member entitled to attend and vote at the EOGM may appoint another member as proxy to attend, speak and vote on his/her behalf. The instrument of proxy, duly completed and signed, together with a copy of CNIC or passport of the member and proxy, must be received at the registered office of the Company and/or at the office of the Share Registrar not less than forty-eight (48) hours before the time of the meeting, excluding public holidays.

To attend the EOGM through video-conferencing facility, the Members are requested to register themselves by providing the following information through email at sgpowerltd@gmail.com at least forty-eight (48) hours before the EOGM.

NAME OF MEMBERS	CNIC/NTN No.	FOLIO No./ CDC PARTICIPANT ID/INVESTOR ACCOUNT No.	CELL NO.	EMAIL ADDRESS

Members who are interested to join this meeting through VC/OAVM are requested to join by usage of following credentials:

Join Zoom Meeting;

<https://us05web.zoom.us/j/86199878749?pwd=4iazhmLeutARjDhTfU1gBkniVDLkRY.1>

Meeting ID: 861 9987 8749

Passcode: 6Pm8a8

- (A) Only those Members will be accepted / allowed at the EOGM via video-conferencing whose names match the details shared with the Company for registration (as mentioned above).
- (B) The login facility will remain open from 03:40 p.m. till the end of the EOGM.
- (C) Members can also share their comments / suggestions on the agenda of EOGM by email at sgpowerltd@gmail.com.

3. CDC ACCOUNT HOLDERS

CDC Investor Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP).

A. FOR ATTENDING THE EOGM:

- (i) In case of individuals, the investor 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 CNIC or valid passport at the time of attending the EOGM.
- (ii) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of the EOGM.

B. FOR APPOINTING PROXIES:

- (i) In case of individuals, the investor 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 persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (iii) Copies of CNIC or the valid passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (iv) The proxy shall produce his original CNIC or original valid passport at the time of the Meeting.
- (v) In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted along with proxy form to the Company through email and on the day of the meeting.

4. VOTING THROUGH POSTAL BALLOT AND E-VOTING

Pursuant to Sections 143 and 144 of the Companies Act, 2017 read with the Companies (Postal Ballot) Regulations, 2018, members will be allowed to exercise their right to vote through postal ballot, that is voting by post or through electronic mode, in accordance with the requirements and procedures contained in the said Regulations.

5. CONVERSION OF PHYSICAL SHARES INTO BOOK-ENTRY FORM

The members of the Company having physical share certificates are requested to convert their shares from physical form into book-entry form as early as possible. This will facilitate them in safe custody of shares and future transactions. For this purpose, shareholders may contact their broker, CDC participant or CDC Investor Account Services.

6. UPDATING OF CONTACT DETAILS

Members are requested to timely notify any change in their postal addresses, email addresses, mobile numbers, CNIC details and dividend mandate, if any, to the Company's Share Registrar.

7. CORPORATE REPRESENTATION

In case of corporate entities, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of the meeting and, where applicable, be submitted along with the proxy form.

8. RESTRICTION ON DISTRIBUTION OF GIFTS

The Securities and Exchange Commission of Pakistan has prohibited companies from distributing gifts, incentives or any similar benefits to members at or in connection with general meetings. The Company shall comply with the applicable legal and regulatory requirements in this regard.

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

This Statement sets out the material facts concerning the special business to be transacted at the Extraordinary General Meeting of **S.G. Power Limited** (the "Company").

1. BACKGROUND AND STRATEGIC RATIONALE

The Board of Directors of the Company, in its meeting held on 16 April 2026, approved in principle a strategic transformation of the Company into a healthcare-focused platform, with initial emphasis on pharmaceutical and allied sector. The proposed transformation is intended to reposition the Company from its present line of business into a more active and scalable business model aligned with opportunities in the healthcare and pharmaceutical sector.

The distribution-first model has been proposed as the initial operational strategy because it permits relatively faster market entry and lower capital expenditure as compared to pharmaceutical manufacturing, while still offering the potential for recurring revenues, operating scale and future expansion into adjacent healthcare verticals.

2. PROPOSED CHANGE OF NAME

To align the identity of the Company with its proposed healthcare-focused business strategy, the Board has recommended that the name of the Company be changed from **S.G. POWER LIMITED** to **CRESTWELL HEALTHCARE LIMITED**, subject to availability and regulatory approval.

The change of name will become effective only upon approval by the Registrar of Companies and issuance of the altered certificate of incorporation. The proposed name change will not affect the legal identity of the Company, nor any of its existing rights, obligations, contracts or legal proceedings.

3. PROPOSED ALTERATION OF MEMORANDUM OF ASSOCIATION

The existing object clause of the Company does not adequately reflect the proposed strategic shift into pharmaceutical, healthcare and allied business activities. It is

therefore proposed to alter Clause III of the Memorandum of Association to enable the Company to lawfully undertake business activities mentioned hereunder:

“The principal line of business of the company shall be the importing, selling, purchasing, renting, trading, distributing, marketing, after sales services and maintenance of any and all kinds and class of medical equipment, instruments, devices, and supplies and all tools and materials required for hospitals and to carry on the business of manufacturers of and dealers in the import, export, sale, resale and distribution of any and all kinds and class of pharmaceutical, medicinal and chemical preparations (including synthetic and other vitamin preparations) and of other related products used in the treatment of disease or promotion of health of human beings”.

This amendment is necessary to provide legal and operational clarity and to support implementation of the proposed business transformation.

4. SHIFTING OF REGISTERED OFFICE

The Board has also recommended shifting of the registered office of the Company from the Province of Sindh to the Province of Punjab, subject to shareholder and regulatory approvals. The proposed relocation is intended to align the registered office of the Company with its future business activities, anticipated management presence, operational convenience and strategic direction.

5. INCREASE IN AUTHORIZED SHARE CAPITAL

In order to provide the Company with financial flexibility for future capital raising initiatives, it is proposed to increase the authorized share capital of the Company to PKR 800,000,000/- divided into 80,000,000 ordinary shares of PKR 10/- each.

The proposed increase in authorized share capital is intended to enable the Company to pursue future fund-raising options, including rights issues, strategic placements or other lawful capital raising initiatives, to support working capital requirements, inventory build-up, expansion of distribution operations, warehousing, logistics and other growth-related needs. No immediate issue of shares is being placed before the members under this notice unless separately approved in accordance with applicable law.

A comparison of the existing and proposed Clause V of the Memorandum of Association is as follows:

EXISTING CLAUSE V	PROPOSED CLAUSE V
The authorized capital of the company is Rs.200,000,000/- (Rupees Two Hundred Million only) divided into 20,000,000 (Twenty Million) ordinary shares of Rs.	The authorized share capital of the company is Rs.800,000,000/- (Rupees Eight Hundred Million only) divided into 80,000,000 (Eighty Million) ordinary

10/- (Rupees Ten only) each.

shares of Rs. 10/- (Rupees Ten only) each.

If the Articles of Association of the Company contain a corresponding capital clause, the same shall also stand amended accordingly.

6. STRATEGIC PARTNERSHIPS AND SUBSIDIARIES

As part of its growth strategy, the Company intends to explore strategic partnerships with existing pharmaceutical manufacturers, importers, exporters and healthcare operators. Such arrangements may include exclusive distribution arrangements, contract distribution, licensing structures, commercial collaborations or joint ventures.

In order to facilitate such arrangements and support future expansion, the Board also seeks authority to establish or invest in domestic and international subsidiaries and/or special purpose vehicles, subject always to compliance with applicable law and requisite approvals.

7. INTEREST OF DIRECTORS

The Directors of the Company have no personal interest in the aforesaid special business except to the extent of their shareholding, if any, in the Company and their positions as directors and/or executives of the Company.

8. AVAILABILITY OF RELEVANT DOCUMENTS

Copies of the proposed amended Memorandum and Articles of Association, the text of the proposed resolutions and other relevant documents shall be available for inspection by the members during business hours at the registered office of the Company from the date of circulation of this notice up to the last working day preceding the date of the EOGM and shall also be made available at the meeting.

The Board of Directors recommends that the members approve the proposed resolutions.

BALLOT PAPER FOR VOTING THROUGH POST S.G. POWER LIMITED

B - 40, S.I.T.E, Karachi.
www.sgabl.com.pk

Ballot paper for voting through post for poll at the Extraordinary General Meeting of S.G. Power Limited to be held on **Wednesday, May 13, 2026 at 03:45p.m.** at the Dr. Shamshad Akhtar Auditorium, Pakistan Stock Exchange Limited, Admin Block, 3rd

Floor, Stock Exchange Building, Stock Exchange Road, Karachi and through video-conferencing.

Name of Shareholder / Joint Shareholders: _____

Registered Address: _____

Number of Shares Held / Folio No.: _____

CNIC No. (copy to be attached): _____

Signature of Shareholder(s) / Proxy Holder / Authorized

Signatory: _____

Date: _____

Contact details of the Chairman to which duly filled ballot paper may be sent:

Address: The Chairman, S.G. Power Limited, B - 40, S.I.T.E, Karachi.

Email: sgpowerltd@gmail.com

Sr. No.	Nature and Description of Resolution	No. of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Ordinary Business; Confirmation of Minutes of Annual General Meeting held on October 28, 2025.			
2	Special Business; Change of name of the Company			
3	Alteration of Memorandum of Association / change in principal line of business			
4	Shifting of registered office from Sindh to Punjab			
5	Increase in authorized share capital and amendment of capital clause			
6	Authorization for strategic partnerships and subsidiaries / SPVs			
7	General authorization to			

Sr. No.	Nature and Description of Resolution	No. of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Ordinary Business; Confirmation of Minutes of Annual General Meeting held on October 28, 2025.			
implement and effectuate the foregoing resolutions				

Notes:

1. Duly filled postal ballot should be sent to the Chairman at the registered office of the Company or through email at the designated email address.
2. A copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should reach the Chairman of the meeting on or before **May 09, 2026** before the close of office hours. Any ballot paper received after this date and time shall not be considered for voting.
4. Signature on the postal ballot should match the signature on the CNIC / Company record.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated or overwritten ballot papers may be rejected.