



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to all shareholders of Shezan International Limited that an Extraordinary General Meeting (EOGM) of the Company will be held at its Registered Office, 56-Bund Road, Lahore and virtually (via-video link "Zoom") on Monday, 22 June 2026 at 11:00 a.m. to transact the following business:

### A. ORDINARY BUSINESS

- To confirm the minutes of the 62nd Annual General Meeting of the Company held on 28 October 2025.
- To elect nine (09) Directors of the Company, as fixed by the Board of Directors, for the next term of three years starting from 28 June 2026, in accordance with the provisions of Section 159(f) of the Companies Act, 2017 ("The Act").

The names of the retiring Directors are as follows:

- |                                 |                             |
|---------------------------------|-----------------------------|
| 1. Mr. Muneer Nawaz             | 6. Ms. Manahil Shah Nawaz   |
| 2. Mr. Humayun Ahmed Shah Nawaz | 7. Mr. Shahid Hussain Jatoi |
| 3. Mr. Muhammad Naeem           | 8. Mr. Nauman Khalid        |
| 4. Mr. Abid Nawaz               | 9. Mr. Ahsan Ali Malik      |
| 5. Mr. Rashed Amjad Khalid      |                             |

### B. SPECIAL BUSINESS

- To consider, and if thought fit, approve remuneration payable to the full time working Director(s) and Chief Executive of the Company.

### C. ANY OTHER BUSINESS

- To consider any other business with the permission of the Chair.

### STATEMENT OF MATERIAL FACTS

#### Under section 166(3) and section 134(3) of the Companies Act, 2017

A statement required under section 166(3) concerning the manner of selection of Independent Directors and statement of material facts required under section 134(3) of the Companies Act, 2017 relating to special business agenda item No. 3 are appended to the notice of meeting being sent to the shareholders of the Company.

Lahore:  
01 June 2026.

By Order of the Board  
Khurram Babar  
Company Secretary

### Notes:

#### 1. BOOK CLOSURE

The share transfer books of the Company will remain closed from 15 June 2026 to 22 June 2026 (both days inclusive). Transfers received in order by the Company's Share Registrar, M/s. Corplink (Private) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore by the close of business on 14 June 2026 will be considered in time for determining the transferees to attend, speak and vote at the meeting.

#### 2. ELECTION OF DIRECTORS

Any person who seeks to contest the election of directors, whether he/she is a retiring Director or otherwise, shall file with the Company at its Registered Office, 56-Bund Road, Lahore not later than fourteen (14) days before the date of the meeting, the following documents:

- Notice of his/her intention to offer himself/herself for the election of directors in terms of section 159(3) of the Companies Act, 2017.
- Consent to act as director under section 167(1) of the Act on "Appendix to Form-9" as prescribed in the Companies Regulations, 2024.
- Detailed profile along with his/her office address and contact information for placement on Company's website as required under SECP's SRO 1196(I)/2019 dated 03 October 2019.
- Attested copy of valid CNIC/Passport and National Tax Number (NTN).
- His/her Folio Number/CDC Investor Account Number/CDC Participant ID Number/Sub Account Number. A person must have qualifying shares of the Company of the nominal value of Rs. 25,000/- at the time of filing of his/her consent to act as Director. The aforesaid qualification shall not be applicable to persons mentioned in proviso to Section 153(i) of the Companies Act, 2017.
- Detail of other directorship(s) and office(s) held.
- The candidates are requested to read the relevant provisions / requirements relating to the election of directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit;
- A signed declaration confirming that:
  - He/she is aware of duties and powers of directors under the Companies Act, 2017, the Memorandum and Articles of Association of the Company, Rule Book of The Pakistan Stock Exchange Limited, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws and regulations;
  - He/she is not serving as a Director in more than seven (07) Listed Companies simultaneously including as an alternate Director; and
  - He/she is not ineligible to become a Director of a Listed Company under section 153 of the Companies Act, 2017 and any other applicable laws and regulations.
- A signed declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation, 2019 and a signed undertaking 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.

#### 3. PARTICIPATION IN THE GENERAL MEETING

A shareholder entitled to attend and vote at the General Meeting is entitled to appoint another shareholder as a proxy to attend and vote on his/her behalf. In case of a corporate entity, being a shareholder, may appoint as its proxy any of its officials or any other person, through Board Resolution / Power of Attorney.

The instrument appointing proxy must be received at the Registered Office of the Company or at the office of our Share Registrar or through email at meetings@shezan.com not less than forty eight (48) hours before the time of the meeting.

#### 4. GUIDELINES TO THE GENERAL MEETING FOR CDC ACCOUNT HOLDERS

CDC account holders will have to follow the guidelines below as laid down in Circular 1 dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan:

##### For Attending the Meeting

- 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 CDC regulations, shall authenticate his/her identity by showing his/her original CNIC or original passport 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 meeting.

##### For Appointing Proxies

- 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.
- 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 the specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
- A blank proxy form is enclosed with this notice.

#### 5. CHANGE OF ADDRESS:

Shareholders are requested to immediately inform the Company's Share Registrar of any change in their mailing address.

#### 6. CONVERSION OF PHYSICAL SHARES INTO BOOK ENTRY FORM

The SECP through its letter No. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised listed companies to adhere to provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.

The shareholders of Shezan International Limited having physical folios / share certificates are requested to convert their shares from physical form into book-entry form as soon as possible. The shareholders may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the shareholders in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares, etc. For further information and assistance, the shareholders may contact our Share Registrar, M/s. Corplink (Private) Limited.

#### 7. POSTAL BALLOT/E-VOTING

Pursuant to Companies (Postal Ballot) Regulations, 2018 for the purpose of approval of any agenda item at the General Meeting(s), shareholders will be allowed to exercise their right to vote through postal ballot that is voting by post, or e-voting, in the manner and subject to conditions contained in the Companies (Postal Ballot) Regulations, 2018.

#### 8. APPOINTMENT OF SCRUTINIZER

In accordance with the regulation 11 of the Companies (Postal Ballot) Regulations, 2018 (the Regulation), the Board of the Company will also appoint QCR rated audit firm (if required), to act as a scrutinizer of the Company (as per requirement) for election of Directors in the meeting and to undertake other responsibilities as defined in regulation 11A of the Regulations.

#### 9. PARTICIPATION THROUGH VIDEO CONFERENCING FACILITY

Shareholders interested in attending the EOGM virtually are requested to ensure their registration by sending their particulars at the designated email address meetings@shezan.com mentioning their name, CNIC number, cell number, folio number and email address not less than forty eight (48) hours before the time of the meeting. The log-in credentials and Zoom link to participate in the EOGM would be provided to the registered shareholders via response email.

Shareholders who registered, after necessary verification as per the above requirement, will be provided a password protected video link by the Company via response email. The said link will remain open from 10:45 a.m. on the date of EOGM till the end of the meeting.

#### 10. PROHIBITION OF GIFTS DISTRIBUTION

In compliance with the SECP notification no. SRO 452(I)/2025 dated 17 March 2025, it is notified that no gifts will be distributed to the shareholders at the meeting.

#### 11. AVAILABILITY ON WEBSITE:

The Company has placed the Notice of Extraordinary General Meeting along with form of proxy on its website: www.shezan.com.





## STATEMENT OF MATERIAL FACTS

Statement of material facts required under section 134(3) of the Companies Act, 2017 relating to agenda items No.3 and statement required under section 166(3) concerning the manner of selection of Independent Directors, to be transacted at the Extraordinary General Meeting of Shezan International Limited to be held on 22 June 2026.

### 1. STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Section 166 of the Companies Act, 2017 requires that a statement of material facts is annexed to the notice of the General Meeting called for the purpose of Election of Directors which shall indicate the justification for choosing the appointee as Independent Director. The Company will ensure that the Independent Directors are elected in accordance with the Companies Act, 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019 and Companies (Manner and Selection of Independent Directors) Regulations, 2018. Further, their selection will be made due to their respective competencies, skill, knowledge and experience.

It is noteworthy to mention here that independent directors shall be elected in the same manner as other directors are elected in terms of section 159 of the Companies Act, 2017.

Any person who is eligible to be appointed as Independent Director shall file the following with the Registered Office of the Company / Share Registrar, not later than fourteen (14) days before the date of the meeting:

- A signed declaration under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 confirming complying with criteria of independence as notified under the Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2019; and
- A signed undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulations (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2017.

The list of contesting directors will be published in Newspapers not later than seven (07) days before the date of the said meeting in terms of section 159(4). Further, website of the company will also be updated with the required information for each Director.

No Director have direct interest in the above said business except they may contest for election of directors accordingly.

### 2. AGENDA ITEM NO. 3

The shareholders' approval will be sought for the payment of remuneration and provision of certain facilities to the Chief Executive and full time working Director(s), in accordance with their terms and conditions of service.

For this purpose, to consider and, if deemed fit, to pass, with or without modification(s), addition(s), or deletion(s), the following resolutions as special resolutions:

**“RESOLVED THAT** the company hereby authorizes the holding of offices of profit and payment as remuneration to the Chief Executive and full time working Director(s) not exceeding in aggregate a sum of Rs. 50 million per annum, exclusive of Company's maintained transport, perquisites and retirement benefits to which they are entitled to under their terms of employment, for the year ending 30 June 2026 and for the remainder of their term increased by the sums that may be applicable under their respective terms of employment.

**“FURTHER RESOLVED THAT** in the event of any of the aforesaid offices of profit falling vacant, the approval hereby given shall be equally applicable to any other person appointed to fill such vacancy.”

The Chief Executive and Executive Director(s) being the Directors of the Company are interested in this matter to the extent of the remuneration payable to them.

# Form of Proxy Extraordinary General Meeting



I/We \_\_\_\_\_  
of \_\_\_\_\_

being a Member(s) of Shezan International Limited holding \_\_\_\_\_  
ordinary shares hereby appoint \_\_\_\_\_

of \_\_\_\_\_

or failing him \_\_\_\_\_

of \_\_\_\_\_

who is also a Member of Shezan International Limited as my/our Proxy in my/our absence to attend and vote for me/ us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on 22 June 2026 at Lahore and at any adjournment thereof.

As witness my/our hand/seal this \_\_\_\_\_ day of \_\_\_\_\_ 2026.

Folio Number / CDC A/C Number

Signature

Affix Rs. 50/-  
revenue stamp

This signature should agree with the specimen registered with the Company.

## Witnesses:

1. Signature : \_\_\_\_\_ 2. Signature : \_\_\_\_\_

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

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

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

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

## **Notes:**

1. No person shall act as proxy unless he himself is member of the Company, except that a corporation may appoint a person who is not a member.
2. 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.
3. Proxies, in order to be valid must be received at the Registered Office of the Company, Shezan International Limited, 56-Bund Road, Lahore, not less than forty-eight (48) hours before the meeting.
4. CDC Shareholders and their proxies, both are requested to attach an attested photocopy of their Computerized National Identity Card (CNIC) or Passport with the proxy form before submission to the Company (Original CNIC / Passport is required to be produced at the time of the meeting).
5. 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.

