



FRONTIER CERAMICS LIMITED

PSX/301/2026

Date: October 08, 2026

The General Manager
Pakistan Stock Exchange Limited.
Stock Exchange building,
Stock Exchange Road,
Karachi.

Dear Sir,

Subject: NOTICE FOR 44TH ANNUAL GENERAL MEETING

Dear Sir,

Please find enclosed herewith copy of Notice of Annual General Meeting published in newspapers namely in "Daily Times" (English) and "Nawa-e-Waqt (Urdu)" on Thursday, October 8, 2026.

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

Thanking You

Yours faithfully,
For & on behalf of Frontier Ceramics Ltd.


Rehman Khan Sherwani
Company Secretary



FRONTIER CERAMICS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 44th Annual General Meeting of Frontier Ceramics Limited (the "Company") will be held on, Wednesday October 28, 2026 at 09:00 A.M at 29-Industrial Estate, Jamrud Road, Peshawar as well as through electronic means/video-link facility to transact the following business:

1. ORDINARY BUSINESS

1.1. To confirm the minutes of the Extra Ordinary General Meeting of the Company held on March 16, 2026.

1.2. To receive, consider and adopt the Annual Audited Financial Statements of the Company together with the Chairman's Review Report, Directors' and Auditors' report thereon for the year ended June 30, 2026. As required under section 223(7) of the Companies Act, 2017, Financial Statements of the Company have been uploaded on Company's website, which can be downloaded from the weblink in the Notes.

1.3. To appoint Auditors of the Company and fix their remuneration for the year ending June 30, 2027. The present Auditors, M/s Crowe Hussain Chaudhry & Co., Chartered Accountants, retiring and being eligible, have offered themselves and consented for re-appointment. The Board of Directors have recommended their appointment.

2. SPECIAL BUSINESS

2.1. To consider and if deemed fit, to pass the following resolution as Special Resolution, with or without modification, addition(s) or deletion(s):

"RESOLVED THAT approval of the members of the Company be and is hereby accorded in respect of the transactions from/to with related parties, associated companies and undertaking as tabulated below during the year ended June 30, 2026 in term of Section 207 and / or 208 and/or 199 of the Companies Act, 2017 as approved by the Board of Directors of the Company."

	Loan Received	Loan Paid	Advance Paid	Advance Received
Toyota Rawal Motors (Pvt) Ltd	47,000,000	59,300,000		
Mr. Nadeem Khalid	12,060,000	12,357,087		
Rawal Industrial Equipment (Pvt) Ltd		5,75,000		
Khalid & Khalid Holdings (Pvt) Ltd			1,047,110,181	261,401,700

"FURTHER RESOLVED THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to approve all transactions which may be deemed necessary from time to time with related parties, associated companies and undertaking in term Section 207 and / or 208 and/or 199 and other applicable provisions of the Companies Act, 2017 during the ensuing year ending 30th June 2027."

“FURTHER RESOLVED THAT the approval of the members of the Company be and is hereby accorded to extend the loan amount up to Rs. 1.2 billion to Khalid & Khalid Holdings (Pvt) limited in term of 199 and other applicable provisions of the Companies Act, 2017 as approved by the Board of Directors of the Company in their meeting held on October 07, 2026 as per terms and conditions disclosed to the members for a period of three years @ one-year KIBOR plus 3.25%.”

2.2.Extension of Payment Date in respect of Withdrawal of Land Sale Agreement

“RESOLVED THAT in continuation of the approval accorded by the members in the previous Annual General Meeting in respect of the withdrawal of the land sale agreement dated January 08, 2021, the members hereby approve the extension of the payment date for Rs. 200 million from May 31, 2026 to June 25, 2027, as mutually agreed with the counterparty.

FURTHER RESOLVED THAT the members of the Company authorize and empower the Board and management to continue to engage with the counterparty with a view to concluding the settlement of the outstanding amount in accordance with the agreed terms, in the best interest of the Company and its shareholders.

FURTHER RESOLVED THAT all acts, deeds, and things already done or to be done by the Board and management in connection with the said withdrawal and negotiations be and hereby ratified, confirmed and approved.”

“FURTHER RESOLVED THAT the Company Secretary and CEO be and are hereby empowered and authorized to take and do, and/or cause to be taken or done, any /all necessary actions, deeds and things which are or may be necessary for giving effects to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental /or consequential to fulfill all requisite legal, corporate and procedural formalities and any ancillary matters thereto.”

3. ANY OTHER BUSINESS

To consider any other business with the permission of the Chair

A statement under Section 134(3) of the Companies Act 2017 pertaining to the Special Business is being sent to the shareholders along with this Notice.

BY ORDER OF THE BOARD

October 07, 2026

Peshawar

Rehman Khan Sherwani
(Company Secretary)

NOTES:

1.Circulation of Annual Report through QR Code and through Web Link

In accordance with Section 223(7) of the Companies Act, 2017 and S.R.O No.389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the Company's website which can be downloaded from the following link and QR enabled code:

<https://forte.com.pk/reports>



Closure of Share Transfer Books

8.Code of Conduct for Shareholders in General Meeting

Section 215 of Companies Act, 2017 (the "Act") and Regulation 28 of the Companies (General Provisions and Forms) Regulations, 2018, state the Code of Conduct of the Shareholders as follows:

- a) Shareholders are not permitted to exert influence or approach management directly for decisions which may lead to the creation of hurdles in the smooth functioning of management. The law states that Shareholders shall not bring material that may cause threat to participants or premises where the AGM is being held, confine themselves to the agenda items covered in the notice of the AGM and shall not conduct themselves in a manner to disclose any political affiliation.
- b) Any shareholder who fails to conduct in the manner provided in this section and as specified by the Commission shall be guilty of an offence under this section and shall be liable for a penalty not exceeding level 1 on the standard scale.
- c) Additionally, SECP through its Circular 2 of 2018, dated February 9, 2018, has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens/coupons/lunches/takeaway packages) in any form or manner, to Shareholders at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense, and companies failing to comply may face penalties

9.Updating of Particulars

The Shareholders having physical shares are requested to immediately notify change in their address, if any, to the Company's Share Registrar. Whereas CDC account holders may contact their respective CDC Participant/Broker/Investor Account Services. In case of corporate entity, the shareholders are requested to immediately notify change in their particulars.

10.Submission of copies of valid CNIC (Mandatory)

Individual Shareholders are once again reminded to submit a copy of their valid CNIC, if not provided earlier, to the Company's Share Registrar. In case of non-availability of a valid copy of the Shareholder's CNIC in the records of the Company, the Company shall withhold the dividend under the provision of Section 243 of the Companies Act, 2017.

11.Prohibition of Gifts

The SECP, through its 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 distributing gifts at the general meetings.

12.Conversion of Physical Shares into Book-Entry Form (i.e. CDC Account)

Section 72 of the Companies Act, 2017 requires all existing listed companies to replace its physical shares with book-entry form. The Shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into script less form.

13.Transmission of Annual Financial Statements through Email

In pursuance of the directions given by SECP vide SRO 787(I) dated September 8, 2014, those shareholders who desire to receive the Annual Financial Statements in future through email instead of receiving the same by post are advised to give their formal consent along with their valid email address on a standard request form which is available at the Company's

website i.e. www.forte.com.pk and send the said form duly filled in and signed along with a copy of his/her/its CNIC/Passport or other such information in the case of a body corporate to the Company's share registrar. The Company's annual financial statements for the year ended June 30, 2026, are also being circulated to the shareholders in compliance with section 223(6) of the Companies Act, 2017.

14.Unclaimed Dividend / Unpaid Shares

In compliance with Section 244 of the Companies Act, 2017, once the Company has completed the stipulated formalities, any unclaimed dividend and/or shares that have remained outstanding for a period of three years from the date of becoming due and payable or more shall be credited to the Federal Government (in case of dividend) or delivered to the SECP (in case of physical shares). Shareholders who by any reason could not collect and remain their unclaimed dividend/shares are advised to contact the Share Registrar of the Company, M/s. CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi 74400 to collect / inquire about their unclaimed dividend or shares, if any.

15.Provision of International Banking Account Number (IBAN Detail)

In accordance with the provisions of Section 242 of the Companies Act, 2017 and SECP's Circular No. 421(I) 2018 dated March 19, 2021, it is mandatory for a listed Company to pay cash dividend to its members only through electronic mode directly into bank account designated by the entitled member. In this context, in order to receive dividends directly into their bank account, members having shareholding in physical form are requested to provide their IBAN details duly signed along with a copy of CNIC to the Registrar of the Company CDC Share Registrar Services Limited, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shakra-e-Faisal Karachi-74400. Members having shareholding in book entry form in CDS are advised to submit their IBAN details directly to relevant broker/ participant/CDC Investor Account Services. In case of non-receipt of information, the Company will be constrained to withhold payment of dividend to members.

Closure of Share Transfer Books

2. The Share Transfer Books of the Company will remain closed from October 22, 2026, to October 28, 2026 (both days inclusive) for the purpose of the AGM. Transfers requests received by CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400, Phone # (021) 111111500, email: info@cdcsrsl.com at the close of business on October 21, 2026, will be treated in time for the purpose to attend the AGM.

3. Participation in the AGM via physical presence or through video conferencing

Shareholders intending to participate in the meeting via video conferencing, are requested to email the following information with the subject "Registration for the 44th Annual General Meeting," along with valid copy of their CNIC to rehman.khan@forte.com.pk. The email should contain the shareholder's particulars, including Name, Folio Number, CNIC/NTN Number. The registration request must be received from the shareholder's registered email address at least 48 hours before the AGM. Video-link details and login credentials will be provided only to those members whose complete registration requests are received within the prescribed time.

Members whose names appear in the Register of Members as of October 21, 2026, are entitled to attend and vote at the Meeting.

4. Circulation of Notice through email

Pursuant to S.R.O 452(I)/2025, Notice of the AGM shall be circulated to members at their registered email addresses, if provided to the Company, in accordance with applicable laws.

5. Attendance at 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 Regulations, shall authenticate their identity by showing his/her original Computerized National Identity Card (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 (if it has not been provided earlier) at the time of the meeting.

6. Proxy

A member entitled to attend and vote at this AGM is entitled to appoint a Proxy to attend, speak and vote in his place at the Meeting. A 'Proxy Form' appointing a proxy must be deposited at the Registered Office of the Company i.e. 29-Industrial Estate Jamrud Road, Peshawar, at least 48 hours before the time of the meeting, along with copy of CNIC of Proxy.

In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature of the nominee along with his/her copy of CNIC shall be provided at least 48 hours before the time of the meeting. The Form of Proxy in English and Urdu is attached in the Annual Report and should be witnessed by two persons whose names, addresses and CNIC Numbers should be mentioned on the Forms. The Form of Proxy is also available on the Company's website (www.forte.com.pk).

7. E-Voting and Postal Ballot

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special businesses in the AGM, in accordance with the conditions mentioned in the aforesaid Regulations. The Company shall provide its members with the following options for voting:

a) E-Voting Procedure:

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 within due course. Members who intend to exercise their right of vote through E-Voting shall provide their valid cell numbers and email addresses on or before October 21, 2026.

ii. The web address, 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 authentication for login.

iv. E-Voting lines will start from October 25, 2026, 09:00 a.m and shall close on October 27, 2026, at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

b) Postal Ballot

i. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is made available on the Company's website www.forte.com.pk to download..

ii. The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at 29-Industrial Estate Jamrud Road, Peshawar or email at the address: rehman.khan@forte.com.pk by or before October 21, 2026, before 5:00 p.m. during working hours. The signature on the ballot paper shall match with the signature on CNIC. A postal ballot received after this time / date shall not be considered for voting.

STATEMENT OF MATERIAL FACT UNDER SECTION 134 (3) OF THE COMPANIES ACT 2017 READ WITH SRO 423/(i)/2018, DATED

APRIL 3, 2018 IN CONNECTION WITH SPECIAL RESOLUTION

This statement sets out the material facts concerning the Special Business given in Agenda Item No. 2 of the Notice to be transacted at the Annual General Meeting of the Company to be held on Wednesday, October 28, 2026 at 09:00 A.M.

ANNEXURE

APPROVAL OF TRANSACTIONS FROM/TO WITH ASSOCIATED COMPANIES & UNDERTAKING IN COMPLIANCE OF SECTION 207, 208 & 199 OF THE COMPANIES ACT, 2017

The Company's shareholders accorded prior approval for the transactions in last AGM with its related parties for the year ended 30th June 2026 which were on an arm's length basis as per the approved policy with respect to 'transactions with related parties' which were in the normal course of business. Many Directors may be deemed to be treated as interested in transactions with related parties due to their common directorships, shareholders further approval/ ratification is required for all transactions with the related parties as required u/s 207 and / or 208 and / or 199 of the Companies Act, 2017, for the year ended 30th June 2026.

Further, the Company may carry out further transactions with its related parties during the year ending 30th June 2027 on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. Many Directors may be deemed to be treated as interested in transactions with related parties due to their common directorships and/or shareholding. In order to promote good corporate governance and transparent business practices, the shareholders approve and desire to authorize the Board of Directors to approve transactions with the related parties as required u/s 207 and / or 208 and / or 199 of the Companies Act, 2017, for the year ending 30th June 2027, which transactions shall be deemed to be approved by the Shareholders

and will be ratified by the members in the next AGM.

The Directors, Sponsors, majority shareholders and their relatives are not interested, directly or indirectly, in the above business except to the extent of shares that are held by them in the Company.

Information under Regulation 3 of The Companies' (Investment in Associated Companies or Associated Undertakings)

Regulations, 2017

REF NO.	REQUIREMENT	INFORMATION	
a) Disclosure for all type of investments,			
(A)Regarding associated company or associated undertaking;			
I	Name of the associated company or associated undertaking	KHALID & KHALID HOLDINGS (Pvt) LTD	
II	Basis of Relationship	An associated undertaking due to common directorship	
III	Earnings/ (Loss) per share for the last three years	Year	Earning/ (Loss) per Share Rs.
		2026	1.62
		2025	15.02
		2024	5.45
IV	Break-up value per share	PKR. 389.64	
V	Financial position, including main item of statement financial position and profit & loss account on the basis of latest financial statements	Audited financial statements for the year ended June 30, 2026 showed. Balance Sheet: Rs. in '000' Assets Non-Current Assets 355,177 Current Assets 1380,069 Total Assets 1715,246 Liabilities Long Term 23,058 Short Term 1,107,734 Total Liabilities 1130,792 Profit & loss: Sales 259,322 Gross Profit 56,849 Gross Profit Ratio 21.92% Loss after Tax 113,306 Ratio .94% LPS 1.62	
VI	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operation, following further information namely	Not Applicable	
	i. Description of the project and its history since conceptualization	Not Applicable	
	ii. Starting date and expected date of completion of work	Not Applicable	
	iii. Time by which such project shall become commercially operational	Not Applicable	
	iv. Expected time by which the project shall start paying return on investment.	Not Applicable	
	v. Funds invested or to be invested by the promoters, sponsors associated company or associated undertaking distinguishing between cash and non-cash amounts.	Not Applicable	
(B) General Disclosures: -			
i.	Maximum amount of investment to be made	Previously sanctioned limit of PKR. 800 million is being extended to PKR 1.2 billion. Above facilities will be in the nature of running finance for a period of three years	
ii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period investment	To support the functionality, operations and growth of the associate.	
iii.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed fund:	From Company's own available liquidity, credit lines and borrowings from associated companies and undertakings	
	I Justification for investment through borrowings	Not Applicable	
	II Detail of collateral, guarantees provided and assets pledge for obtaining such funds	Not Applicable	
	III Cost of benefit analysis	Not Applicable	

iv.	Salient features of all agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment	Period: Three Years Rate: One-year KIBOR+3.25%
v.	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	Directors of the Company have no interest in the investee Company except in their capacity as Sponsor/ Director / Shareholder of Investee Company.
vi.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/ justification for any impairment or write offs.	A loan of Rs. 200million had already been granted for the period July-2023 to June-2026 The said associated company is engaged in the assembly of high-end passenger buses in Pakistan in collaboration with reputable international manufacturers. The Board has carried out a detailed review of the financial position, business progress, and future prospects of the associated company. Based on the information available and management's assessment, the operations are progressing satisfactorily, with positive indicators of future profitability and cash flow generation. Accordingly, the Board is of the view that there is no indication of impairment in respect of the aforesaid loan, nor is any write-off considered necessary at this stage.
(A)Additional disclosure regarding investment in the form of working capital loan: -		
i.	Category wise amount of investment.	PKR 800 million as loan/ advance
ii.	average borrowing cost of the investing company, the Karachi inter Bank Offered Rate (KIBOR) for relevant period, rate of return for Shariah complaint products and rate of return unfunded facilities, as the case may be, for the relevant period.	Average borrowing cost of the investing Company is 1-year Kibor +3.25%.
iii.	Rate of interest, mark up, profit, fees or commission etc. to be charged	Higher than the Company's' prevalent average borrowing cost.
iv.	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any	No Security to be obtained
v.	If the investment carries conversion feature i.e., it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	Not Applicable
vi.	Repayment schedule and term and conditions of loans or advances to be given to associated company or associated undertaking	Above facilities will be in the nature of running finance for a period of three year. However, transaction with investing Company will be approved and ratified in annual general meeting of the Company

ANNEXURE B

EXTENSION OF PAYMENT DATE IN RESPECT OF WITHDRAWAL OF LAND SALE AGREEMENT

This statement sets out the material facts relating to the proposed resolution regarding the withdrawal of the land sales agreement dated January 08, 2021 with a related party, for consideration and approval of the members in the forthcoming Annual General Meeting.

1.Background:

The Company had entered into a land sale agreement on January 08, 2021 with a counterparty for purchase of 1031 kanal of land on "AS Is" basis, situated at Massan Dand ,Khail , Mianwali for a total consideration of Rs. 1.13 billion, against which an advance of Rs. 750.84 million was paid. The counterparty is the Chief Executive Officer of the Company,

Reason for Withdrawal:

In line with the Board's strategic review and assessment of prevailing market conditions, it was determined that the sector has reached a level of saturation where a new plant expansion would not yield the desired returns. Accordingly, the Board decided not to pursue the land acquisition and to withdraw the agreement with the counter party.

Settlement Arrangement:

Following discussions with the counterparty, it was agreed that Rs. 200 million out of the outstanding advance, which was initially scheduled for payment by May 31, 2026, will now be payable by June 25, 2027. The settlement of the remaining outstanding balance is subject to ongoing negotiations and will be finalized upon mutually agreed terms.

The Board considers the extension of the repayment period for the Rs. 200 million and the ongoing discussions regarding the remaining outstanding balance to be in the best interests of the Company and its shareholders and accordingly recommends the matter for consideration and approval of the members

1.Interest of Directors and Majority Shareholders:

The Directors, Sponsors, majority shareholders and their relatives are not interested, directly or indirectly, in the above business except to the extent of shares that are held by them in the Company.