THATTA CEMENT COMPANY LIMITED

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Thatta Cement Company Limited will be held at Beach Luxury Hotel, M. T. Khan Road, Karachi on November 27, 2026 at 10:30 a.m. to transact the following business:

A. Ordinary Business

1. To confirm the minutes of Annual General Meeting of the shareholders held on October 07, 2025.

2. To receive, consider and adopt the audited financial statements for the year ended June 30, 2026 together with the Board of Directors' and Independent Auditors' report thereon.

In accordance with Section 223 of the Companies Act, 2017, and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following web link and QR enabled code:

https://thattacement.com/reports/2025-2026-Annual.pdf	

3. To consider, declare and approve final cash dividend for the year ended June 30, 2026:

i) To Majority Shareholders comprising Sky Pak Holding (Private) Limited, Al-Miftah Holding (Private) Limited, Golden Globe Holding (Private) Limited and Rising Star Holding collectively holds 60.26% of the total shares excluding the treasury shares.

NIL

ii) To Minority Shareholders – Other than the Majority Shareholders as above

Propose Cash Dividend of 25% i.e. Rs. 0.5/- per share

The Board of Directors, by prioritizing the dividend payments to minority shareholders, ensures that small investors receive direct cash benefits from their investments. In contrast, by choosing not to pay dividends to major shareholders, the Company can redirect these funds towards high impact investments and strategic initiatives. The majority shareholders have already consented to waive their right to dividends for the financial ended June 30, 2026.

4. To appoint external auditors of the Company for the year ending on June 30, 2027 and fix their remuneration. The present auditors, M/s BDO Ebrahim & Co. Chartered Accountants, retire and being eligible, offer themselves for re-appointment.

B. Special Business

5. To consider and, if deem fit, to pass with or without any amendment/modification the following resolutions as Special Resolution for investment (loans/advances) in subsidiary company:

RESOLVED that the consent and approval be and is hereby accorded under section 199 of the Companies Act, 2017 to provide loan/advance upto maximum amount of Rs 750 million to Thatta Power (Private) Limited (TPPL), a Subsidiary Company to honor/meet its financial obligations and working capital requirements, subject to the terms and conditions mentioned in the annexed statement under section 134(3) of the Companies Act 2017.

FURTHER RESOLVED that the consent and approval be and is hereby accorded under section 199 of the Companies Act, 2017 to provide loan/advance upto maximum amount of Rs 750 million to Minsk Work Tractor & Assembling (Private) Limited, a Subsidiary Company to honor/meet its financial obligations and working capital requirements, subject to the terms and conditions mentioned in the annexed statement under section 134(3) of the Companies Act 2017.

FURTHER RESOLVED that the consent and approval be and is hereby accorded under section 199 of the Companies Act, 2017 to provide loan/advance upto maximum amount of Rs 500 million to Thatta Automotive (Private) Limited, a Subsidiary Company to honor/meet its financial obligations and working capital requirements, subject to the terms and conditions mentioned in the annexed statement under section 134(3) of the Companies Act 2017.

6. To transact any other business with the permission of the Chair.

Karachi : November 04, 2026

By Order of the Board
Naveed Zaman
Company Secretary

Notes:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company shall remain closed from November 19, 2026 to November 27, 2026 (both days inclusive). Transfers received in order at our Share Registrar/Transfer Agent M/s THK Associates (Private) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A Phase VII, Karachi, 75500 at the close of business on November 18, 2026 shall be treated in time for the purpose of Annual General Meeting.

2. Participation in General Meeting

A member of the Company entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. The instrument appointing proxy must be received at the registered office of the Company duly stamped and signed not later than 48 hours before the time for holding the meeting. A member cannot appoint more than one proxy. Copy of the member's Computerized National Identity Card (CNIC) must be attached with the form. For any other relevant aspects, contents of section 137 of Companies Act, 2017 will apply.

CDC Account Holders will further have to follow the undermentioned guidelines, as laid down in Circular No. 1 of 2000 of SECP dated January 26, 2000.

- **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 regulations, shall authenticate his / her identity by showing his / her original CNIC or original passport at the time of attending the meeting.
  - Members registered on Central Depository Company (CDC) are also requested to bring their particulars, ID Number and account number in Central Depository System (CDS).
  - In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature shall be submitted along with proxy Form to the Company.

- **For appointing the 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.
  - 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 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 meeting.
  - In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature shall be submitted along with Proxy Form to the Company.

3. Deposit of physical shares into CDC Account

As per Section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission.

The Shareholders having physical shareholding are encouraged to open CDC-account with any of the brokers or Investor Account Directly with CDC to place their physical shares into scrip form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.

4. Transmission of annual audited financial statements through QR enabled code and web link

The Company has circulated annual financial statements to its members through QR enabled code and web link. Printed copy of above referred statements can be provided to members upon request. Request form is available on the website of the Company, i.e. www.thattacement.com.

5. Availability of audited financial statements on company's website

The audited financial statements of the Company for the year ended June 30, 2026 has been made available on the Company's Website www.thattacement.com in addition to annual and quarterly financial statements of prior years.

6. Transmission of annual reports through e-mail

The SECP vide SRO 787(I)/2014 dated September 08, 2014 has been provided an option for shareholders to receive audited financial statements along with notice of annual general meeting electronically through email. Hence, members who are interested in receiving the annual reports and notice of annual general meeting electronically in future are requested to send their email addresses on the standard form placed on the Company's website www.thattacement.com . The Company shall, however, additionally provide hard copies of the annual report to such members, on request, free of cost.

7. Request for Video Conference Facility

In terms of SECP's circular no. 10 of 2014 read with provisions contained under section 132 and 134 of the Act, if the Company receives request/demand from members holding in aggregate 10% or more shareholding residing at a geographical location to participate in the meeting through video conference at least Seven (07) days prior to the date of meeting. The Company will arrange video conference facility in that city, subject to availability of such facility in that city.

The Company will intimate members regarding venue of the video-link facility at least two (02) days before the date of the general meeting along with complete information necessary to enable them to access the facility.

In this regard, please fill the following form and submit to the Registered Office of the Company seven (07) days before holding of the general meeting.

I/We _____of _____being a member of **Thatta Cement Company Limited**, holder of _____ Ordinary shares as per Registrar Folio No _____ hereby opt for video conference facility at _____.

_____

Signature of Member

8. E-voting and Postal Ballot

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018, members will be allowed to exercise their right to vote for the special business(es) 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

1 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 e-mail addresses on or before November 18, 2026.

2 The web address, login details, will be communicated to members via email.

3 Identity of the members intending to cast vote through e-Voting shall be authenticated through authentication for login.

4 E-Voting lines will start from November 19, 2026, 9 a.m. and shall close on November 26, 2026 at 5 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

1 Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website www.thattacement.com to download.

2 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 CL/5-4 State Life Building # 10, Abdullah Haroon Road, Karachi, Pakistan (Attention of the Company Secretary) by Thursday, November 26, 2026 before 5:00 p.m. 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.

9. Information about Scrutinizer:

According to Regulations 4(4) and 11 of the Companies (Postal Ballot) Regulations 2018, the following information is being provided to the members about the scrutinizer for the upcoming Annual General Meeting to be held on November 27, 2026.

Name of Scrutinizer	**BDO Ebrahim & Co. Chartered Accountants**
Qualification And Experience	BDO Ebrahim & Co., a Pakistan-registered partnership firm, is a member of BDO international Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms. The firm is committed to operate as a seamless, integrated network so that it understands the client's business, wherever they are. BDO Pakistan currently boasts three locations in the major cities of Pakistan, with over 600 employees providing high-quality services. BDO is appointed as Scrutinizer under the Companies (Postal Ballot) Regulation, 2018. They fulfill all the eligibility conditions laid down by the Regulations and have the necessary knowledge and experience to independently scrutinize the voting process.
Purpose of Appointment	The Company is required to appoint a scrutinizer for the purpose of voting in the AGM to transact business that pertains to investment in associated companies as mentioned in Section 199 of the Companies Act, 2017. The scrutinizer has been appointed to observe that satisfactory procedures of the voting process including adequate precautionary measures are ensured and reported as mentioned under regulation 11A.

I/We _____of _____being a member of Thatta Cement Company Limited, holder of _____ Ordinary shares as per Registrar Folio No _____ hereby opt for video conference facility at _____.

_____

Signature of Member

THATTA CEMENT COMPANY LIMITED

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

This statements sets out below the material facts concerning the Special Business to be transacted at the Annual General Meeting of Thatta Cement Company Limited (the "Company") to be held on Friday, November 27, 2026:

1. Investment in Thatta Power (Private) Limited by way of Loan/Advance:

The Company seeks the approval from its shareholders for investments in its subsidiary company, Thatta Power (Private) Limited ("TPPL"), through passing of the special resolutions (with or without modification(s)) provided in agenda item no. 5 of the notice, in accordance with Section 199 of the Companies Act, 2017, along with other applicable laws.

The Board of Directors of the Company has certified that necessary due diligence of TPPL has been carried out.

The information required to be annexed to the Notice in accordance with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 (Notification No. SRO 1240(I)/2017 dated December 6, 2017) (the "Regulations") is set out below:-

<table>
<tr><th>S. No.</th><th>Description</th><th>Information Required</th></tr>
<tr><td>(a)</td><td colspan="2">Disclosures for all types of Investments</td></tr>
<tr><td>(A)</td><td colspan="2">Regarding Associated Company</td></tr>
<tr><td>(i)</td><td>Name of the associated company or associated undertaking</td><td>Thatta Power (Private) Limited.</td></tr>
<tr><td>(ii)</td><td>Basis of relationship</td><td>Thatta Power (Private) Limited (TPPL), subsidiary company. The Company holds 88.52% shareholding in TPPL.</td></tr>
<tr><td>(iii)</td><td>Earnings per share for the last three years.</td><td>The Earning/(loss) per share for the last three years is as follows:
<table><tr><th>Years</th><th>EPS/LPS (PKR)</th></tr><tr><td>2026</td><td>44.13</td></tr><tr><td>2025</td><td>7.36</td></tr><tr><td>2024</td><td>(4.93)</td></tr></table></td></tr>
<tr><td>(iv)</td><td>Break-up value per share, based on latest audited financial statements.</td><td>The break-up value per share of TPPL is PKR 43.1/-, based on the audited financial statements of TPPL for the year ended June 30, 2026.</td></tr>
<tr><td>(v)</td><td>Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements.</td><td>TPPL reported a profit of PKR 2,114.4 million in FY26. Significant items on its balance sheet are as follows:
<table><tr><td>Property, plant and equipment</td><td>1,886.227 million</td></tr><tr><td>Trade debts</td><td>1,950.314 million</td></tr><tr><td>Long term financing</td><td>498.735 million</td></tr></table></td></tr>
<tr><td>(B)</td><td colspan="2">General disclosures</td></tr>
<tr><td>(i)</td><td>Maximum amount of investment to be made;</td><td>Up to PKR 750,000,000/- (Pak Rupees seven hundred fifty million).</td></tr>
</table>

(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To provide advance/loan to TPPL to honor its financial obligations and to meet its working capital requirements.
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	The proposed investment will be funded through internally generated funds.
	I. Justification for investment through borrowings;	Not Applicable
	II. Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and	Not Applicable
	III. Cost benefit analysis	Not Applicable
(iv)	Salient features of the agreement(s), if any, with its associated company or associated undertaking with regards to the proposed investment.	The Agreement will be executed subject to approval of shareholders in accordance with the terms and conditions mentioned in this statement.
(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;	None, except to the extent of respective shareholding in the 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, and	TCCL currently holds 88.52% of the shareholding in TPPL. Accumulated profit attributable to TCCL amounting to PKR 1,404.2 million. No impairment on investment in TPPL has been recognized by the Company.
(vii)	Any other important details necessary for the members to understand the transaction.	None.
(b)	In case of investments in the form of loans, advances, following disclosures in addition to those provided under clause (a) above	
(i)	**Category-wise amount of investment.**	
(ii)	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period;	Three months KIBOR +2.62%
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged;	Three months KIBOR +2.62%
(iv)	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any;	Not Applicable
(v)	If the loans or advances carry 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 terms of loans or advances to be given to the investee company;	Adjustable against electricity bills and / or repayment from available funds of TPPL, if any

2. Investment in Minsk Work Tractor & Assembling (Private) Limited (the "MWTAPL"):

The Company seeks the approval from its shareholders for investments in its subsidiary company, Minsk Work Tractor & Assembling (Private) Limited ("MWTAPL"), through passing of the special resolutions (with or without modification(s)) provided in agenda item no. 5 of the notice, in accordance with Section 199 of the Companies Act, 2017, along with other applicable laws.

The Board of Directors of the Company has certified that necessary due diligence of MWTAPL has been carried out (given the stage of MWTAPL's business and limited operations), and has recommended that the shareholders of the Company pass the resolutions to permit the said transaction.

The information required to be annexed to the Notice in accordance with the Regulations is set out below:-

<table>
<tr><th>S. No.</th><th>Description</th><th>Information Required</th></tr>
<tr><td>(a)</td><td colspan="2">Disclosures for all types of Investments</td></tr>
<tr><td>(A)</td><td colspan="2">Regarding Associated Company</td></tr>
<tr><td>(i)</td><td>Name of the associated company or associated undertaking</td><td>Minsk Work Tractor & Assembling (Private) Limited (the "MWTAPL")</td></tr>
<tr><td>(ii)</td><td>Basis of relationship</td><td>wholly owned subsidiary</td></tr>
<tr><td>(iii)</td><td>Earnings per share for the last three years.</td><td>The Earning/(loss) per share for the last three years is as follows:
<table><tr><th>Years</th><th>EPS/(LPS) (PKR)</th></tr><tr><td>2026</td><td>(1.6)</td></tr><tr><td>2025</td><td>(0.76)</td></tr><tr><td>2024</td><td>N/A</td></tr></table></td></tr>
<tr><td>(iv)</td><td>Break-up value per share, based on latest audited financial statements.</td><td>The break-up value per share of MWTAPL is Rs. 7.63-/, based on the audited financial statements of MWTAPL for the year ended June 30, 2026.</td></tr>
<tr><td>(v)</td><td>Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements.</td><td>MWTAPL reported a loss of PKR 80.02 million in FY26. Significant items on its balance sheet are as follows:
<table><tr><td>Inventory</td><td>1,181.84 million</td></tr><tr><td>Cash and Bank balances</td><td>14.12 million</td></tr><tr><td>Sales tax refundable</td><td>207.70 million</td></tr></table></td></tr>
<tr><td>(B)</td><td colspan="2">General disclosures</td></tr>
<tr><td>(i)</td><td>Maximum amount of investment to be made;</td><td>Up to PKR 750,000,000/- (Pak Rupees seven hundred fifty million).</td></tr>
<tr><td>(ii)</td><td>Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</td><td>To provide advance/loan to MWTAPL to meet its working capital requirements.</td></tr>
<tr><td>(iii)</td><td>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:</td><td>The proposed investment will be funded through internally generated funds.</td></tr>
</table>

	I. Justification for investment through borrowings;	Not Applicable
	II. Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and	Not Applicable
	III. Cost benefit analysis	Not Applicable
(iv)	Salient features of the agreement(s), if any, with its associated company or associated undertaking with regards to the proposed investment.	The Agreement will be executed subject to approval of shareholders in accordance with the terms and conditions mentioned in this statement.
(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;	None, except to the extent of respective shareholding in the 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, and	MWTAPL a wholly owned subsidiary of TCCL . Accumulated loss attributable to TCCL amounting to PKR 118.337 million. No impairment on investment in MWTAPL has been recognized by the Company.
(vii)	Any other important details necessary for the members to understand the transaction.	None.
(b)	In case of investments in the form of loans, advances, following disclosures in addition to those provided under clause (a) above	
(i)	**Category-wise amount of investment.**	
(ii)	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period;	Three months KIBOR +2.62%
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged;	Three months KIBOR +2.62%
(iv)	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any;	Not Applicable
(v)	If the loans or advances carry 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 terms of loans or advances to be given to the investee company;	Repayment from available funds of MWTAPL

3. Investment in Thatta Automotive (Private) Limited (the "TAPL"):

The Company seeks the approval from its shareholders for investments in its subsidiary company, Thatta Automotive (Private) Limited ("TAPL"), through passing of the special resolutions (with or without modification(s)) provided in agenda item no. 5 of the notice, in accordance with Section 199 of the Companies Act, 2017, along with other applicable laws.

The Board of Directors of the Company has certified that necessary due diligence of TAPL has been carried out (given the stage of TAPL's business and limited operations), and has recommended that the shareholders of the Company pass the resolutions to permit the said transaction.

The information required to be annexed to the Notice in accordance with the Regulations is set out below:-

<table>
<tr><th>S. No.</th><th>Description</th><th>Information Required</th></tr>
<tr><td>(a)</td><td colspan="2">Disclosures for all types of Investments</td></tr>
<tr><td>(A)</td><td colspan="2">Regarding Associated Company</td></tr>
<tr><td>(i)</td><td>Name of the associated company or associated undertaking</td><td>Thatta Automotive (Private) Limited (the "TAPL"):</td></tr>
<tr><td>(ii)</td><td>Basis of relationship</td><td>wholly owned subsidiary</td></tr>
<tr><td>(iii)</td><td>Earnings per share for the last three years.</td><td>The Earning/(loss) per share for the last three years is as follows:
<table><tr><th>Years</th><th>EPS/(LPS) (PKR)</th></tr><tr><td>2026</td><td>N/A</td></tr><tr><td>2025</td><td>N/A</td></tr><tr><td>2024</td><td>N/A</td></tr></table></td></tr>
<tr><td>(iv)</td><td>Break-up value per share, based on latest audited financial statements.</td><td>A recently incorporated company, the breakup value per share is Rs.10</td></tr>
<tr><td>(v)</td><td>Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements.</td><td>Bank : 1 million</td></tr>
<tr><td>(B)</td><td colspan="2">General disclosures</td></tr>
<tr><td>(i)</td><td>Maximum amount of investment to be made;</td><td>Up to PKR 500,000,000/- (Pak Rupees five hundred million).</td></tr>
<tr><td>(ii)</td><td>Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</td><td>To provide advance/loan to TAPL to meet its working capital requirements.</td></tr>
<tr><td>(iii)</td><td>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:</td><td>The proposed investment will be funded through internally generated funds.</td></tr>
<tr><td></td><td>I. Justification for investment through borrowings;</td><td>Not Applicable</td></tr>
<tr><td></td><td>II. Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</td><td>Not Applicable</td></tr>
</table>

	III. Cost benefit analysis	Not Applicable
(iv)	Salient features of the agreement(s), if any, with its associated company or associated undertaking with regards to the proposed investment.	The Agreement will be executed subject to approval of shareholders in accordance with the terms and conditions mentioned in this statement.
(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;	None, except to the extent of respective shareholding in the 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, and	TAPL a wholly owned subsidiary of TCCL .
(vii)	Any other important details necessary for the members to understand the transaction.	None.
(b)	In case of investments in the form of loans, advances, following disclosures in addition to those provided under clause (a) above	
(i)	**Category-wise amount of investment.**	
(ii)	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period;	Three months KIBOR +2.62%
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged;	Three months KIBOR +2.62%
(iv)	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any;	Not Applicable
(v)	If the loans or advances carry 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 terms of loans or advances to be given to the investee company;	Repayment from available funds of TAPL

THATTA CEMENT COMPANY LIMITED

FORM OF PROXY

The Secretary
Thatta Cement Company Limited
CL/5-4 State Life Building 10
Main Abdullah Haroon Road
Karachi, Pakistan

Please quote:
No. of shares held _____
Folio No. _____

I/We, _____ of _____ member (s) of Thatta Cement Company Limited, hereby appoint _____ or failing him/her _____ of _____ as proxy in my / our behalf at the Annual General Meeting of the Company to be held on Friday, November 27, 2026 at 10:30 a.m. at Beach Luxury Hotel, M. T. Khan Road, Karachi and at any adjournment thereof.

As witness my hand this _____ day of_____ 2026.

Signed by _____

In the presence of:

Signature

Rupees five revenue stamp

_____
Signature of witness

_____
Signature of witness

Important:

1. This Form of Proxy is duly completed and must be deposited at our Registered Office, not later than 48 hours before the time of holding the meeting.

2. A Proxy should also be a shareholder of the Company.

THATTA CEMENT COMPANY LIMITED

BALLOT PAPER

Ballot Paper for voting through post for the Special Businesses at the Annual General Meeting to be held on Friday, November 27, 2026, at 10:30 a.m. Beach Luxury Hotel, M. T. Khan Road, Karachi.

Contact Details of the Chairman at which the duly filled in ballot paper may be sent:

Address: CL/5-4 State Life Building 10, Main Abdullah Haroon Road, Karachi, Pakistan

E-mail address: info@thattacement.com **Phone:** 92 21 111 THATTA (111 842 882)

Website: www.thattacement.com

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	

Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)

Name and CNIC of Authorized Signatory	

I/we hereby exercise my/our vote in respect of the following special resolutions through postal ballot by conveying my/our assent or dissent to the resolutions by placing tick (·) mark in the appropriate box below: (In case if both the boxes are marked as (·), your poll shall be treated as "Rejected")

S. No.	Agenda / Description of Special Resolutions	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
1.	To consider and, if deem fit, to pass with or without any amendment/modification the following resolutions as Special Resolution for investment (loans/advances) in subsidiary company: **RESOLVED** that the consent and approval be and is hereby accorded under section 199 of the Companies Act, 2017 to provide loan/advance up to maximum amount of Rs 750 million to Thatta Power (Private) Limited (TPPL), a Subsidiary Company to honor/meet its financial obligations and working capital requirements, subject to the terms and conditions mentioned in the annexed statement under section 166(3) of the Companies Act 2017. **FURTHER RESOLVED** that the consent and approval be and is hereby accorded under section 199 of the Companies Act, 2017 to provide loan/advance up to maximum amount of Rs 750 million to Minsk Work Tractor & Assembling (Private) Limited (MTWPL), a Subsidiary Company to honor/meet its financial obligations and working capital requirements, subject to the terms and conditions mentioned in the annexed statement under section 166(3) of the Companies Act 2017.		

	FURTHER RESOLVED that the consent and approval be and is hereby accorded under section 199 of the Companies Act, 2017 to provide loan/advance up to maximum amount of Rs 500 million to Thatta Automotive (Private) Limited (TAPL), a Subsidiary Company to honor/meet its financial obligations and working capital requirements, subject to the terms and conditions mentioned in the annexed statement under section 166(3) of the Companies Act 2017.		

1. Duly filled ballot paper should be sent to the Chairman of Thatta Cement Company Limited at CL/5-4 State Life Building 10, Main Abdullah Haroon Road, Karachi, Pakistan. Attention of the Company Secretary or e-mail at info@thattacement.com
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within business hours by or before Thursday, November 04, 2026. Any postal Ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
7. Ballot Paper form has also been placed on the website of the Company at: www.thattacement.com. Members may download the Ballot paper from the website

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Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)