

# DAWOOD LAWRENCEPUR LIMITED

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given of the Extraordinary General Meeting of the Members of the Company, which will be held at Beach Luxury Hotel, M.T. Khan Road, Karachi on December 6, 2016 at 9:30 a.m. to transact the following special business after recitation from the Holy Quran:

### **SPECIAL BUSINESS:**

The Company has decided that, as part of the proposed internal restructuring, the shares of Dawood Hercules Corporation Limited (**DH Corp**) held by the Company will be transferred to Mozart (Private) Limited (**Mozart**) (a wholly owned subsidiary of the Company) (**Proposed Transfer**).

Accordingly, the Proposed Transfer will result in the Company holding the shares in DH Corp indirectly through Mozart as opposed to the current position where such shares are directly owned.

In light of the above, the consent of the Members as set out under Section 208 of the Companies Ordinance, 1984 (**Ordinance**) will be required to give effect to the Proposed Transfer, as such transfer will result in a change in the nature of investments held by the Company in an associated company (i.e DH Corp, which is an associated company of the Company due to common control).

Additionally, the Proposed Transfer will also be considered as transfer of a “sizeable asset” of the Company, and hence require the consent of the members in terms of Section 196(3) of the Ordinance.

With respect to the foregoing, the consent of the members of the Company is required to effect the Proposed Transfer by way of a special resolution in terms of Section 208 of the Ordinance, and by way of an ordinary resolution in terms of Section 196(3) of the Ordinance.

Therefore, the members of the Company are required to consider and if thought fit, to approve the transfer of 77,931,896 shares of DH Corp held by the Company to Mozart in consideration of the internal restructuring, and for this purpose to pass the following resolutions as Special Resolutions with or without amendment.

**“RESOLVED THAT BY WAY OF A SPECIAL RESOLUTION** the transfer of shares of Dawood Hercules Corporation Limited held by the Company to Mozart (Private) Limited in consideration of the internal restructuring, be and is hereby accepted and approved as required under Section 208 of the Companies Ordinance, 1984.

**FURTHER RESOLVED THAT** the transfer of the shares of Dawood Hercules Corporation Limited held by the Company, which form part of a sizeable portion of the assets of the Company is hereby approved and accepted as required under Section 196(3) of the Companies Ordinance, 1984.

**FURTHER RESOLVED THAT** Mr. Inam ur Rahman, Chief Executive Officer and Mr. Imran Chagani, Company Secretary of the Company, (the Authorized Persons), be and are hereby, jointly or singly, authorized to take such other steps and execute such other documents, agreements, deeds, statutory forms, affidavits and authority letters as may be necessary or expedient for the purpose of giving effect to the spirit and intent of above resolutions.

**FURTHER RESOLVED THAT** all actions heretofore taken by any of the Authorized Persons on behalf of the Company in respect of the above matters are hereby confirmed, ratified and adopted by the Company in full.”

