

Notice of Meeting

Notice is hereby given that the Eighteenth Annual General Meeting of Lotte Chemical Pakistan Limited will be held on Thursday, 21 April 2016 at 10:30 a.m. at the Institute of Chartered Accountants of Pakistan (ICAP) auditorium, Chartered Accountants Avenue, Clifton, Karachi to transact the following business:

ORDINARY BUSINESS

- To receive and consider the Company's Financial Statements together with the Directors' and Auditors' Reports for the year ended 31 December 2015.
- To appoint the Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following resolution as a Special Resolution:
RESOLVED as and by way of Special Resolution **THAT** the Articles of Association of the Company, be amended as follows:
 (a) by inserting the following new article immediately after Article 53 as Article 53A, namely:
 53A. "Subject to any rules or regulations that may be made from time to time by the Commission in this regard, Members may exercise voting rights at general meeting through electronic means if the Company receives the requisite demand for poll in accordance with the applicable laws. The Company shall facilitate the voting by electronic means in the manner and in accordance with the requirements prescribed by the Commission".
 (b) by substituting for Article 60, the following new Article 60, namely:
 60. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his Attorney duly authorised in writing or if such appointor is a corporation under its common seal or signed by an officer or an Attorney duly authorised by it. A proxy who is appointed for a specified meeting only shall be called a Special Proxy. Any other proxy shall be called a General Proxy. Save as provided by Article 67, no person shall be appointed a proxy who is not a member of the Company and qualified to vote. Notwithstanding the above, in case of voting by electronic means, both members and non-members can be appointed as proxy.
 (c) by substituting for Article 63, the following new Article 63, namely:
 63. Every instrument appointing a Special Proxy shall, as nearly as circumstances will admit, be in the form or to the effect following and shall be retained by the Company:

Lotte Chemical Pakistan Limited

I, of, being a member of Lotte Chemical Pakistan Limited, hereby appoint of (or failing him of or failing him of) as my Proxy in my absence to attend and vote for me and on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of 20..... and at any adjournment thereof.

As witness my hand this day of 20.....

Signed by the said.....

In the presence of.....

Provided always that an instrument appointing a Special Proxy may be in the form set out in Regulation 39 of Table A of the First Schedule to the Ordinance.

Notwithstanding the above, in case of voting by electronic means, in default, the instrument of proxy shall not be treated as valid. For the purposes of voting by electronic means, the instrument appointing the proxy shall be in such form and provided to the Company in the manner stipulated under the applicable laws.

A statement as required by Section 160(1)(b) of the Companies Ordinance, 1984, in respect of the special business to be considered at the AGM is annexed.

By Order of the Board

Faisal Abid

Faisal Abid

Company Secretary

25 March 2016
Karachi

Notes:

- The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 12 April 2016 to Thursday, 21 April 2016 (both days inclusive). Transfers received in order at the office of Company's Share Registrar, Famco Associates (Pvt) Ltd, 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S, Shakra-e-Faisal, Karachi, by the close of business on 11 April 2016, will be treated in time to attend the Annual General Meeting.
- Only those persons whose names appear in the Register of Members of the Company as at 12 April 2016 are entitled to attend and participate in and vote at the Annual General Meeting.

A member of the Company entitled to attend and vote may appoint another member as his / her proxy to attend and vote instead of him / her. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of the holding of the Meeting. Further copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours. Proxy Form may also be downloaded from the Company's website: www.lottechem.pk

CDC Account Holders will have to follow further undermentioned guidelines as laid down in Circular 1 dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan.

a) 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 Regulation, shall authenticate his / her identity by showing his / her original Computerised 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 signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

b) 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 specimen signature shall be submitted (unless it has been provided earlier) along with proxy to the Company.

- Members are encouraged to provide, duly filled in dividend mandate form, to receive the cash dividend declared by the Company, if any, directly into their bank account through e-dividend payment mechanism, as advised by the SECP vide its Notice No. 8(4)SM/CDC2008 dated 5 April 2013. The members who wish to avail e-dividend payment facility shall not receive the dividend warrant. Members not providing dividend mandate shall continue to be paid through the dividend warrants. The dividend mandate form is available at Company's website.

- Pursuant to the Finance Act, 2015, effective July 01, 2015, the rates of deduction of income tax under Section 150 of the Income Tax Ordinance, 2001 from payment of dividend have been revised as follows:

- Rate of tax deduction for filer of income tax returns 12.5%.
- Rate of tax deduction for non filer of income tax returns 17.5%.

To enable the Company to make tax deduction on the amount of cash dividend @12.5% instead of 17.5% all the shareholders whose names are not entered into the Active Taxpayers List (ATL) provided on the website of the Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 17.5% instead of 12.5%.

Further, according to clarification received from FBR, withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal Shareholder as well as Joint-holder(s) based on their shareholding proportions in case of joint accounts. In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them to Company's Share Registrar, in writing as follows.

Folio/CDC Account No.	Total Shares	Principal Shareholder		Joint Shareholder	
		Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

Shareholders are advised to ensure that they have provided their CNIC/NTN to their respective Participant/CDC Investor Account Services (if shareholding in Book Entry Form) or Company Share Registrar (if shareholding in physical Form) for checking the tax status as per the ATL issued by FBR from time to time.

- Pursuant to notification vide SRO. 787(I)/2014 dated 8 September 2014, the SECP has allowed the circulation of Audited Financial Statements and notice of AGM to the shareholders via email. Accordingly, Members of the Company who want to receive a soft copy of the Annual Report along with notice of AGM through email are requested to convey their written consent duly signed by them, their particulars, i.e. Name, Folio/CDC A/c No., E-mail Address, Contact Number, CNIC Number (attach copy). Shareholders are also requested to notify immediately any change in their e-mail address to the Company's Share Registrar, FAMCO Associates (Pvt) Ltd.
- Pursuant to the directives of the SECP, CNIC/NTN is mandatorily required to be mentioned on Dividend Warrants; therefore, all Members are requested to submit a copy of valid CNIC/NTN. In case of non-receipt of the copy of valid CNIC/NTN, the Company would be unable to comply with SRO 831(1)/2012 dated 5 July 2012 of SECP and therefore may be constrained under Section 251(2)(a) of the Companies Ordinance, 1984 to withhold dispatch of dividend warrants of such shareholders in future.
- Members are requested to notify immediately changes, if any, in their registered address to our Share Registrar, Famco Associates (Pvt) Ltd.
- Audited accounts of the Company for the year ended 31 December 2015 have been provided on the Company website.

Statement under Section 160(1)(b) of the Companies Ordinance, 1984

This statement sets out the material facts concerning the Special Business to be transacted at the Annual General Meeting of the company to be held on Thursday, 21 April 2016.

Item (3) of the Agenda:

The Companies (E-Voting) Regulations, 2016 provides the members of the company an option to vote electronically and a member may in this regard appoint another member or a non-member as their proxy to vote on their behalf through electronic voting. As such, in order to enable electronic voting and to allow non-members to be appointed as a proxy for electronic voting shareholders' approval is being sought to amend the Articles of Association of the Company.

The resolution required for the above purpose is set forth in the notice convening the Annual General Meeting and that resolution will be proposed and passed as a Special Resolution.

None of the Directors of the Company have any direct or indirect interest in the above said special business.