

# Lotte Chemical Pakistan Limited

## Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting (“EOGM”) of Lotte Chemical Pakistan Limited will be held on Thursday, 22 June 2023 at 10:00 a.m. at the Institute of Chartered Accountants of Pakistan (ICAP) auditorium, Chartered Accountants Avenue, Clifton, Karachi and through video-link arrangement, to transact the following business:

### ORDINARY BUSINESS

1. To elect eight (8) Directors as fixed by the Board of Directors in accordance with Section 159(1) of the Companies Act, 2017, for a period of three years commencing from 23 June 2023. The retiring Directors are Mr. Sang Hyeon Lee, Mr. Young Dae Kim, Mr. IL Kyu Kim, Mr. Pervaiz Akhtar, Mr. Mohammad Zubair, Mr. Tariq Nazir Virk and Ms. Jae Sun Park.

### SPECIAL BUSINESS:

2. To consider and approve holding of office of profit as Executives, in the event that any executive of the Company contests and is elected / subsequently appointed as a Director of the Company, in accordance with Section 171(1)(c)(i) of the Company Act, 2017.
3. To consider and approve the circulation of the Annual Audited Financial Statements (including balance sheet, profit and loss account, Auditor’s report and Directors’ report and other reports contained therein) to the Members of the Company through QR enabled code and weblink, as allowed by the Securities and Exchange Commission of Pakistan under S.R.O. 389(I)/2023 dated 21 March 2023.

A statement of Material Facts under section 134(3) of the Companies Act, 2017 pertaining to the special business to be considered at the EOGM is annexed.

31 May 2023  
Karachi

By Order of the Board  
**Faisal Abid**  
Company Secretary

### Notes:

1. **Book closure.** The Share Transfer Books of the Company will remain closed from 15 June 2023 to 22 June 2023 (both days inclusive). Transfers received at the office of our Shares Registrar, M/s. FAMCO Associates (Pvt) Ltd, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi, by the close of business on June 14, 2023, will be considered as being in time, for the purposes of attending and voting at the EOGM.
2. **Participation in EOGM.** 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. In calculating the aforesaid period, no account shall be taken of any day that is not a working day. Proxy Form may also be downloaded from the Company’s website: [www.lottechem.pk](http://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:**

- i. 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 valid Computerised National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- ii. 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:**

- i. 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.
- ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his / her original valid CNIC or original passport at the time of the meeting.
- v. 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.

**3. Participation in EOGM through video-conferencing.** Members interested in attending the meeting through video-conferencing are requested to register themselves by providing the following information through email at [companysecretary@lottechem.pk](mailto:companysecretary@lottechem.pk) at least 48 hours before the time of meeting.

Name of Shareholder	CNIC/ NTN Number	Folio Number / CDC Account No.	Mobile Number	Email Address

Members will be registered, after necessary verification as per the above requirement and will be provided a video-link by the Company via email. The login facility will remain open from 9.30 a.m till the end of meeting.

**4. Procedure and documentation.** Any person who seeks to contest the election to the office of Director, whether he/she is a retiring director or otherwise, shall file the following documents with the Company at its Registered office situated at EZ/I/P-4, Eastern Industrial Zone, Port Qasim, Karachi or through email at [companysecretary@lottechem.pk](mailto:companysecretary@lottechem.pk) not later than 14 days before the above said meeting:

- (a) Notice of his / her intention to offer himself / herself for the election to the office of Director under Section 159 (3) of the Companies Act, 2017;
- (b) Consent to act as Director in Form 28 as prescribed under the Companies (General Provisions & Forms) Regulations, 2018;
- (c) Detailed profile along with his / her office address;
- (d) Declaration in respect of compliance with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019, and the eligibility criteria, as set out in Section 153 of the Companies Act, 2017, to act as a director of a listed company.
- (e) Copy of valid CNIC / Passport and NTN;

The following additional documents are required to be submitted by the candidate intending to contest the election as an Independent director:

- (f) Declaration by Independent Director(s) under Regulation 6 (3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;

- (g) Undertaking by Independent Director 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;
5. **Postal Ballot.** Pursuant to the Companies (Postal Ballot) Regulations, 2018, Members will be allowed to exercise their right to vote through postal ballot that is voting by post or electronic mode, in accordance with the requirements and procedure contained in the aforesaid regulations.

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

The Company is required to have Independent Directors on its Board in accordance with the requirements prescribed in the Listed Companies (Code of Corporate Governance) Regulations, 2019. Independent Directors will be elected through the process of election of directors set out in section 159 of the Companies Act, 2017 and they must meet the criteria laid down under section 166 (2) of the Act.

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

This statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of the Company to be held on Thursday, 22 June 2023.

#### **Item (2) of the Agenda:**

##### ***Seeking sanction of the general meeting for office of profit of a director***

To consider and approve holding of office of profit as Executives, in the event that any executive of the Company contests and is elected / subsequently appointed as a Director of the Company, in accordance with Section 171(1)(c)(i) of the Company Act, 2017.

Accordingly, it is proposed to pass the following resolution as an ordinary resolution:

**RESOLVED THAT** the Executive Director(s) of Lotte Chemical Pakistan Limited (the "Company"), be and are hereby authorized to hold the office of profit as executives of the Company, in addition to holding the office of Director of the Company, as per their employment contract and policies of the Company.

#### **Item (3) of the Agenda:**

##### ***Circulation of Annual Audited Financial Statements through QR enabled code and weblink***

The Securities and Exchange Commission of Pakistan under S.R.O 389(I)/2023 dated 21 March 2023 has allowed listed companies to circulate the annual balance sheet and profit and loss account, auditor's report and directors' report, etc. ("annual audited financial statements") to its members through QR enabled code and weblink. Considering technological advancements and old technology becoming obsolete, the circulation of annual financial statements through CD/DVD/USB may be discontinued.

The Company shall circulate the Annual Audited Financial Statements through email in case email address has been provided by the Member to the Company. Further, the Company shall supply the hard copies of the Annual Audited Financial Statements to the Members, on demand, free of cost upon receipt of the Standard Request Form, available on the website of the Company.

Accordingly, it is proposed to pass the following resolution as an ordinary resolution:

**RESOLVED THAT** under and pursuant to S.R.O 389(I)/2023 dated 21 March 2023 issued by the Securities and Exchange Commission of Pakistan the circulation of annual audited financial statements (including annual balance sheet and profit and loss account, auditor's report and directors' report, and other reports contained therein) to members through QR enabled code and weblink, be and is hereby approved.

None of the Directors of the Company have any direct or indirect interest, except to the extent of their respective shareholding/ directorship, in the above said special business.