

NOTICE OF EXTRAORDINARY GENERAL MEETING LUCKY CORE INDUSTRIES LIMITED

Notice is hereby given that an Extraordinary General Meeting (EOGM) of Lucky Core Industries Limited (the "Company") will be held on Friday, June 20, 2025 at 10:00 A.M. at 5 West Wharf, Karachi and through video-conferencing.

Instructions with regard to participation appear in the notes below. While convening the EOGM, the Company will observe the quorum provisions and will comply with regulatory requirements.

The EOGM is being held to transact the following business:

SPECIAL BUSINESS:

1. To consider and, if deemed fit, approve the subdivision of the share capital of the Company in accordance with Section 85(1)(c) of the Companies Act, 2017, and in that connection to pass the following resolution as Special Resolution (with or without modification):

"RESOLVED THAT pursuant to Section 85(1)(c) of the Companies Act, 2017 and Article 31(c) of the Articles of Association of Lucky Core Industries Limited (the "Company"), the existing share capital of the Company, including the authorized, issued and paid-up capital, be altered in a manner that each ordinary share of the Company having face value of Rs. 10/- be subdivided into five (05) ordinary shares of Rs. 2/- each by way of a share split, with no change in the rights and privileges of the shares.

FURTHER RESOLVED THAT Clause 5 of the Memorandum of Association of the Company be and is hereby amended to reflect the aforementioned subdivision as detailed in the Statement of Material Facts attached to this Notice of EOGM.

FURTHER RESOLVED THAT the Chief Executive, the Chief Financial Officer or the Company Secretary of the Company, be and are hereby jointly and severally authorized to do all acts, deeds and things necessary or incidental to effectuate the aforementioned resolutions and to complete all legal formalities to fully achieve the objects of the aforesaid resolutions."

Attached to this notice is a Statement of Material Facts covering the above-mentioned special business, as required under Section 134(3) of the Companies Act, 2017.

May 30, 2025
Karachi

By Order of the Board

Laila Bhatia Bawany
Company Secretary

NOTES:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from June 13, 2025 to June 20, 2025 (both days inclusive). Share transfers received in order at the office of our Share Registrar, FAMCO Share Registration Services (Private) Limited, 8-F, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi, by the close of business on June 12, 2025, will be considered as being in time, to entitle the transferees to attend and vote at the EOGM.

2. Participation in the EOGM via Physical Presence or Through Video Conferencing:

Members whose names appear in the Register of Members as of June 12, 2025, are entitled to attend and vote at the EOGM. A Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend, speak and vote for him/her.

An instrument of proxy applicable for the EOGM is being provided with the Notice sent to Members. Further copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours. The proxy form may also be downloaded from the Company's website: www.luckycore.com. An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified true copy of such power or authority duly notarized must, to be valid, be deposited through email on general.meetings@luckycore.com or at the registered address of the Company's Share Registrar, M/s. FAMCO Share Registration Services (Private) Limited not less than forty-eight (48) hours before the time of EOGM, excluding public holidays.

Members are requested to submit a copy of their Computerized National Identity Card (CNIC) at the registered address of our Share Registrar, FAMCO Share Registration Services (Private) Limited.

- a) To attend the EOGM through video-conferencing facility, the Members are requested to register themselves by providing the following information through email at general.meetings@luckycore.com at least forty-eight (48) hours before the EOGM.

Names of Member	CNIC / NTN No.	Folio No. / CDC IAS A/C No.	Cell No.	Email Address

- b) Members will be registered, after necessary verification as per the above requirement and will be provided a video-link by the Company via email.
- c) Only those Members will be accepted at the EOGM via video-conferencing whose names match the details shared with the Company for registration (as mentioned in point 'a' above).
- d) The login facility will remain open from 09:45 a.m. till the end of the EOGM.
- e) Members can also share their comments / suggestions on the agenda of EOGM by email at general.meetings@luckycore.com.

3. Guidelines for Central Depository Company of Pakistan Limited ('CDC') Investor Account Holders:

CDC Investor Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP).

a. for attending the EOGM:

- (i) In case of individuals, the investor 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 valid passport at the time of attending the EOGM.
- (ii) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of the EOGM.

b. for appointing Proxies:

- (i) In case of individuals, the investor 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) Copies of CNIC or the valid passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (iv) The proxy shall produce his original CNIC or original valid passport at the time of the Meeting.
- (v) In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted along with proxy form to the Company through email and on the day of the meeting.

4. E-Voting / Postal Ballot:

Pursuant to the Companies (Postal Ballot) Regulations, 2018 read with Sections 143 and 144 of the Companies Act, 2017, 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. Detailed procedures for voting by postal ballot are provided on the ballot paper, while instructions for electronic voting will be sent to the Members by the Company's Share Registrar.

5. Conversion of Physical Shares into Book Entry Form:

The SECP through its letter No.CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised listed companies to adhere to the provisions of section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.

The Members of the Company having physical folios / share certificates are requested to convert their shares from physical form into book-entry form as soon as possible. The Members may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent induction of the physical shares into book-entry form. It would facilitate the Members in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares etc. For further information and assistance, the Members may contact our Share Registrar M/s. FAMCO Share Registration Services (Private) Limited.

6. Requirement to Incorporate Email Address and Cell Number:

Members are requested to have their updated email and cell number incorporated in their physical folio with the Share Registrar of the Company and with their Participant or Broker / CDC Investor Account Services for shares held in electronic form.

7. Restriction on Distribution of Gifts to Members:

The SECP, vide 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 offering or distributing gifts, incentives, or any similar benefits (including but not limited to tokens, coupons, meals, or takeaway packages) to Members at or in connection with general meetings. In accordance with Section 185 of the Companies Act, 2017, any non-compliance with these directives constitutes a punishable offence, and companies found in violation may be subject to enforcement actions and penalties.

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 (EOGM) of Lucky Core Industries Limited (the “Company”) scheduled for June 20, 2025.

The Board of Directors of the Company has proposed the subdivision of the Company's shares in accordance with Section 85(1)(c) of the Companies Act, 2017 and Article 31(c) of the Articles of Association of the Company. The Company currently has an issued and paid up capital of 92,359,050 Ordinary Shares with a face value of Rs. 10/- each. As the market price of the Company's shares is significantly higher than the face value, its shares may not be accessible to potential investors. In order to improve investor accessibility, enhance market liquidity and broaden the shareholder base, the Board of Directors has proposed a reduction in the face value of each share from Rs. 10/- to Rs 2/- by way of a share split. Accordingly, Members will receive five (05) shares with a face value of Rs. 2/- each against every one (01) share of Rs. 10/- held in their names as on the effective date to be announced by the Company later upon completion of necessary regulatory formalities (the “Effective Date”). The new shares proposed to be created shall rank pari passu with the existing shares, with no change in the rights and privileges attached thereto.

As a result of the proposed subdivision of shares, the subscribed and paid-up capital of the Company, currently 92,359,050 Ordinary Shares of Rs. 10/- each, will be restructured to 461,795,250 Ordinary Shares of Rs. 2/- each. The authorized capital of Rs. 15,000,000,000 divided into 1,500,000,000 shares of Rs. 10/- each will be divided into 7,500,000,000 shares of Rs. 2/- each. The new shares with the reduced face value will be issued to Members either in physical form or by crediting their investor accounts maintained with the Central Depository Company of Pakistan Limited (CDC), as the case may be, as per the entitlement of the respective Members on the Effective Date. The Company will announce a book closure date subsequent to obtaining Members’ approval at the EOGM.

The proposed subdivision of shares necessitates amendments to Clause 5 of the Memorandum of Association to reflect the revised number and face value of the shares in the authorized capital. A comparison of the existing and proposed Clause 5 is as follows:

Memorandum of Association	
Existing Clause 5	Proposed Clause 5
The Capital of the Company is Rs 15,000,000,000 divided into 1,500,000,000 shares of Rs 10/- each, with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes.	The Capital of the Company is Rs 15,000,000,000 divided into 7,500,000,000 shares of Rs 2/- each, with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes.

The Board recommends the above for Members’ approval as a Special Resolution in accordance with Section 85(1)(c) of the Companies Act, 2017 and confirms that the proposed alterations comply with the applicable laws and regulatory framework. The Directors have no personal interest in the proposed resolution, except to the extent of their respective shareholdings.