

## NOTICE OF THE 12TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 12th Annual General Meeting of M/s. Siddiqsons Tin Plate Limited will be held on Wednesday the October 10th, 2007 at 9:30 a.m. at Hotel Mehran, main Shahrah-e-Faisal, Karachi, to transact the following business:

### ORDINARY BUSINESS

1. To confirm the Minutes of the 11th Annual General Meeting held on October 12th, 2006.
2. To receive, consider and adopt the audited Annual Accounts for the year ended June 30, 2007, together with the Directors' and Auditors' Report thereon.
3. To consider and approve the payment of cash dividend @ 15%, that is Rs. 1.50 per ordinary share of Rs. 10/- each for the year ended June 30, 2007, as recommended by the Board of Directors of the company.
4. To appoint Auditors of the Company for the year ending June 30, 2008 and fix their remuneration.

### SPECIAL BUSINESS

5. To consider and approve some changes in the Memorandum and Articles of Association of the Company, subject to the approval by Securities and Exchange Commission of Pakistan (SECP) and to consider and pass the following resolution as a Special Resolution:

RESOLVED that subject to approval from the Security and Exchange Commission of Pakistan (SECP), the addition of the following objects as object clause III (3) of the Memorandum and Articles of the Association be and are hereby approved:

- a) To purchase take on lease or in exchange hires or otherwise acquire and hold for any estate or interest and work and develop any land, building, easement right privileges, concision, machinery, patents, plant stock in trade and movable and movable property of any time in connection with the object and business of the company.
- b) To sell, exchange, to grant licenses, easement and other rights, improve, manage, develop, dispose of, let out, mortgage, abandon, transfer or otherwise deal with the assets, investments, business, property, whether movable or immovable, undertakings of the company or any part thereof for such consideration as the company may think fit including stock market and funds management.
- c) To establish, takeover, acquire, own, purchase, take on lease or in exchange, acquire or exchange land, building, houses or other movable and immovable properties of whatever nature or whatever description including shops, show rooms, out-houses, residential nature bungalows, quarters, offices, structures and all sorts of immovable properties together with furniture, fixture, fittings, stock-in-trade and other, article and things and any rights and privileges.
- d) To re-sell exchange and purchase, mortgage, let out for hire, or develop lands, building, plants, materials and other things necessary or useful for the purpose of the company and also to purchase, and sell or contract for the purchase or sale for delivery of property and things for the use of company's business.

- e) To acquire technical knowledge, know how process recipes, formulas, engineering and manufacturing data to appoint consultants and adviser for advice on managerial financial and technical problem for the ventures stock such as:
- i. Canning & Fishing Business
  - ii. Marble Cutting, Polishing and Export
  - iii. Cement plant and Mining
  - iv. Power projects
  - v. Real Estate development, Purchase and Sales
  - vi. Stock market and funds
- f) To enter into any partnership or any other arrangement for sharing of profit union of interest joint venture reciprocal concession or corporation with any person firm, association, or company any to advance money to guarantee for contract of or otherwise assist any such person firm, association or company and to take or otherwise acquire shares and securities of any such association or company and to sell or otherwise deal with same.
- g) To purchase or other wise acquire shares, scripts, coupon, stock, debenture, bonds of any other company Government securities and all other type of investment instrument, stock market options and to sell and dispose the same.
- h) To takeover, amalgamate, consolidate or merge, either in whole or in part, with or into any other companies, associations, firms, or persons having some objects all together or in part similar to those of this company, with or without interesting of the company.
- i) To borrow money in Pakistan as well as in foreign currencies at any time and from time to time for the purpose of the company with or without securities upon such terms as the Directors may deem expedient, to take advances from or by cash credit or current or overdraft accounts with any bank, financial institutions, society, company, organizations or individuals, including the directors of the company, and/or mortgage, hypothecate, charge, pledge or by the issue of debenture charged upon on any of the company's properties (both present and future) including its called capital or by such other means as the Directors may in their absolute discretion deem fit.
- j) To advance money or give credit, either with or without security, to guarantee the performance of any contract of the company, to such persons or companies and on such terms as may seem expedient or conducive and in particular, where the same is desirable in the interests of the Company, to any staff, employees or customers of the company or to any other persons or companies having, dealings with the Company, subject to the requirements of the Companies Ordinance, 1984.
- k) To give any guarantee in relation to the repayment of any debentures, debenture stock, bonds, obligations, stocks, shares or other securities, or the payment of any type of return or dividends thereon, or for the performance of contract or obligations by any person or company in connection with the objects and business of the company.

- l) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company and to refer any claims or demands by or against the Company to arbitration and observe and perform any awards.
6. To transact any other business with the permission of the Chair.

By Order of the Board

Karachi  
September 19, 2007

**Muhammad Javid**  
Company Secretary

**NOTES:**

1. The Share Transfer Books of the Company will remain closed from October 3rd to October 10th, 2007 (both days inclusive).
2. A member entitled to attend, and vote a Meeting is entitled to appoint another member as a proxy to attend, speak and vote on his/her behalf. A corporation being a member may appoint as its proxy any of its official or any other person whether a member of the company or otherwise.
3. An instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarized copy of such Power of Attorney must be valid and deposited at the Share Register of the Company M/s. THK Associates (Private) Limited, Ground Floor, State Life Building # 3, Dr. Ziauddin Ahmed Road, Karachi - 75530 not less than 48 hours before the time of the Meeting.
4. Those shareholders, whose shares are deposited with Central Depository Company of Pakistan Ltd. (CDC) are requested to bring their original Computerized National Identity Card (CNIC) along with participant's ID number and their account/sub-account numbers in CDC to facilitate identification at the time of Annual General Meeting. In case of Proxy, attested copies of proxy's CNIC or passport, Account and Participation's I.D. numbers must be deposited along with the Form of Proxy with our Share Registrar as per paragraph No. 3 above. In case of Proxy for corporate members, the Board of Directors' Resolution/Power of Attorney with specimen signature of the nominee shall be produced at the time of the meeting (unless it has been provided earlier to the Share Register).
5. Shareholders are requested to notify the Company of the change in their address, if any, to our Share Registrar M/s. THK Associates (Pvt.) Limited.

**Statement of Material Facts under Section 160 (1) (b) of the Companies Ordinance, 1984 relating to said Special Business.**

For diversification of Company's core business to increase Company's profitability, the Board of Directors has proposed some business which would be incorporated as object clauses in the Memorandum and Articles of Association of the Company, subject to the approval by Securities and Exchange Commission of Pakistan (SECP)

This statement sets out the material facts concerning the Special Business (given agenda # 5) to be transacted at the 12th Annual General Meeting of the members of Siddiqsons Tin Plate Limited to be held on October 10th, 2007.

The Directors are not interested in the above Special Business except as shareholders of the Company.