



Habib Rice Products Ltd.

Notice of Extraordinary General Meeting



Habib Rice Products Ltd.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting ("EOGM") of Habib Rice Products Limited will be held on Wednesday, June 03, 2026 at 11:00 a.m. at The Institute of Chartered Accountants of Pakistan (ICAP) Auditorium Hall, D-31/8, Chartered Accountants Avenue, Clifton, Karachi and through video link arrangement to transact the following business.

ORDINARY BUSINESS:

1. To confirm the minutes of the Annual General Meeting held on Saturday, October 25, 2025.
2. To elect seven (7) directors of the Company as fixed by the Board of Directors in their meeting held on April 23, 2026 for a period of three (3) years commencing from June 05, 2026 in accordance with the section 159(1) of the Companies Act, 2017.

The name of the retiring Directors are as follows:

- | | |
|------------------------------|--------------------------|
| i) Mr. Gaffar A. Habib | ii) Mr. Owais G. Habib |
| iii) Dr. Howard J. Synenberg | iv) Mr. Tufail Y. Habib |
| v) Ms. Fatemah G. Habib | vi) Mr. Asad R. Premjee |
| vii) Mr. Adil Ahmed Chapra | viii) Mr. Faisal Adamjee |

3. To transact such other business as may be placed before the meeting with the permission of the Chairman.

BY ORDER OF THE BOARD

MUHAMMAD HARIS
Company Secretary

Karachi: May 12, 2026

NOTES:

1. Electronic Notice of EOGM

The Company has been dispatching the Notice of EOGM to all the members through post to their registered address. In addition, the Notice along with proxy form is available on the Company's website <https://www.hrpl-financialstatement.com> and has been sent to the PSX via the PUCARS system. In the event of any difficulty in accessing the Notice or the proxy form, members can contact the Company by e-mail at corporate@habibriceproducts.com. The Company will send a copy of the Notice and proxy form via e-mail only to those members who place a request in writing and have provided their e-mail addresses to the Share Registrar of the Company, M/s. CDC Share Registrar Services Limited.

2. Closure of Share Transfer Books

The share transfer books of the Company will remain closed from May 27, 2026 to June 03, 2026 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. CDC Share Registrar Services Limited. CDC House, 99 - B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi at the close of the business on 26 May, 2026 will be treated in time to determine the right to attend the Extraordinary General Meeting.



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3. Participation in the EOGM via Physical Presence or through Video link:

A member of the company entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote on his/her behalf. An instrument of proxy and the power of attorney duly stamped / signed and witnessed, in order must be received at the registered office address of the Company's Share Registrar, M/s. CDC Share Registrar Services Limited, not later than forty eight (48) hours before the time of EOGM.

The General Meeting is being conducted as per guidelines circulated by SECP, following arrangements have also been made by the Company to facilitate the maximum participation of the shareholders in the EOGM through video link facility, either in-person or through appointed proxies:

The members interested to participate through video link are requested to please provide below information at Email: corporate@habibriceproducts.com at least forty eight (48) hours before the EOGM along with a valid copy of their CNIC.

Name of Member	CNIC / Passport / NTN Number	Folio / CDC A/c No.	Email ID	Cell No.

Please note that video link and login credentials will be shared with only those members / designated proxies whose e-mail and other required information are received in required time as mentioned above.

- a) Video-link for the meeting will be sent to members at their provided email addresses enabling them to attend the meeting on the given date and time.
- b) Login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after the identification process. Members will be able to login and participate in the meeting proceedings through their devices after completing all the formalities required for the identification and verification of the Members.
- c) Members may send their comments and suggestions relating to the agenda items of the EOGM at least two (2) working days before the meeting, at the given email address corporate@habibriceproducts.com. Members are requested to mention their full name, CNIC No. and Folio / CDC Account No. for this purpose.
- d) Members are encouraged to participate in the meeting to consolidate their attendance and participation through proxies.

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

CDC 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 & Exchange Commission of Pakistan (SECP).

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 Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or valid Passport at the time of attending the meeting.



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- ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature and attested copy of valid CNIC of the nominee shall be produced (unless it has been provided earlier) at the time of meeting.

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 CDC regulations, shall submit the proxy form as per the above requirement laid out in Note 3.
- ii. The proxy form shall be witnessed by two (2) persons whose names, address and CNIC/Passport Numbers shall be mentioned on the form.
- iii. Attested copies of CNIC or Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his/her original 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 form to the Company.

5. Conversion of Physical Shares into Book Entry Form

In accordance with the Securities and Exchange Commission of Pakistan (SECP), through its letter No. CSD/ED/Misc/2016-639-640 dated March 26, 2021, has advised all listed companies to comply with the provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them with shares in book-entry form.

Members of the Company holding physical folios/share certificates are requested to convert their shares from physical form into book-entry form at the earliest. Members may contact their Broker, CDC Participant, or CDC Investor Account Service Provider for assistance in opening a CDS account and for subsequent conversion of their physical shares into book-entry form. For further information and assistance, members may contact the Company's Share Registrar, M/s. CDC Share Registrar Services Limited.

6. List of Shareholders

In accordance with Clause 2(g) of SRO 1196(I)/2019 dated October 03, 2019, a password-protected list of shareholders and their addresses is available on the Company's website. Candidates intending to contest the election may request access to the list by emailing the Company at corporate@habibriceproducts.com, providing their full name, CNIC number, and folio number.

7. Election of Directors

Any person who seeks to contest the election of the office of directors, whether he/she is a retiring director or otherwise, must follow the prescribed procedure and file a notice of his/her intention to offer himself/herself for election as a director in accordance with Section 159(3) of the Companies Act, 2017, and shall submit the following documents along with such notice with the Company at its Registered Office at 2nd Floor, UBL Building, I.I. Chundrigar Road, Karachi not later than fourteen (14) days before the date of the EOGM, i.e. by May 20, 2026 within business hours, and the Company shall not accept any contestations received after such date:



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- i. Notice of his/her intention to offer himself/herself for the election of Directors under section 159(3) of the Companies Act, 2017 and consent to act as a director on the Appendix to Form 9 as prescribed under the Companies Act, 2017 and the Companies Regulation 2024.
- ii. Any person contesting the election of directors must be a member of the Company at the time of filing his/her consent unless such person is exempt under section 153(i) of the Companies Act, 2017.
- iii. A declaration to the effect that he/she is aware of the duties and powers of Directors under the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Rule Book of the Pakistan Stock Exchange Limited, the Memorandum and Articles of Association of the Company and other relevant laws and regulations.
- iv. A declaration in respect of being compliant with the requirements of the Code of Corporate Governance 2019 and eligibility criteria as set out in the Companies Act, 2017 to act as director of the listed company.
- v. Detailed profile along with his/her office address for placement on the Company's website as required under SRO 1196 (I)/2019 dated October 03, 2019.
- vi. An attested valid copy of CNIC or Passport (in case of foreign national) along with NTN and Folio Number / Account or Sub Account Number.

Additional Documents for Candidates Intending to Contest the Election as an Independent Director

Independent directors will be elected in accordance with Sections 159 and 166 of the Companies Act, 2017 and shall meet the criteria laid down under Section 166 of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

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

- a. Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
- b. Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

8. Update of Members' Contact details and Notification for Changes (if any)

Members are requested to ensure that their updated email address, mailing address, and contact numbers are duly incorporated in their physical folio with the Company's Share Registrar and with their respective Participant or Broker / CDC Investor Account Services for shares held in electronic form. Members are further requested to promptly notify any changes in their contact details to the Company's Share Registrar, M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi.



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9. E-Voting / Postal Ballot

Pursuant to the Companies (Postal Ballot) Regulations, 2018 and notified amendments, Members will be allowed to exercise the right to vote through electronic voting facility and postal ballot for the purpose of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 of the Act. Voting shall be conducted in the manner and as per the procedures contained in the Regulations.

The Board of the Company has appointed M/s. UHY Hassan Naeem & Co. Chartered Accountants, a QCR rated audit firm, to act as the Scrutinizer of the Company for election of directors in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations. The Scrutinizer has the necessary knowledge and experience to independently scrutinize the voting process. Details regarding the Scrutinizer's qualifications and experience are available on their website (<https://uhy-hnco.com/>).

10. Restriction on Distribution of Gifts to Members

The SECP, through 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 terms of Section 185 of the Companies Act, 2017, any non-compliance with these directives constitutes a punishable offence. Companies found in violation may be subject to enforcement actions and penalties.

Statement of Material Facts under Section 166(3) of the Companies Act, 2017

Persons eligible under Section 153, meet the criteria under section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulation, 2018, may submit their nominations to be elected as independent directors. However, it is noteworthy to mention that independent directors shall be elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017.

The final list of candidates contesting the election will be circulated not later than seven (7) days before the date of the EOGM in terms of Section 159(4) of the Companies Act, 2017. The website of the Company will be updated with the required information and Directors' profile.

For any query / clarification / information, the shareholder may contact the Company and/or the Share Registrar at the following addresses:

Company Address:

Habib Rice Products Ltd.
2nd Floor, UBL Building,
I.I. Chundrigar Road, Karachi.
Phone: (+92-21) 32414362,
(+92-0853) 363963
E-mail: corporate@habibriceproducts.com

Share Registrar Address:

M/s. CDC Share Registrar Services Limited
CDC House, 99-B, Block 'B', S.M.C.H.S.,
Main Shahrah-e-Faisal, Karachi.
Phone: 0800-23275
Email: info@cdcsrcsl.com



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PROXY FORM

I/We _____ of _____
being a member(s) of Habib Rice Products Ltd. and a holder of _____
Ordinary Shares as per Share Register Folio Number _____
and/or CDC Account and participant's I.D. Numbers _____
hereby appoint _____ Folio No./CDC I.D. _____ of _____
or failing him/her _____ Folio No./CDC I.D. _____ of _____
another member of Habib Rice Products Ltd. as my/our proxy to vote for me/us and on my/our
behalf at the Extraordinary General Meeting of the Company to be held on Wednesday, June 03,
2026 at 11:00 a.m. at The Institute of Chartered Accountants of Pakistan (ICAP) Auditorium Hall,
D-31/8, Chartered Accountants Avenue, Clifton, Karachi.

As witness my/our hand this _____ Day of _____ 2026.

Revenue Stamp
Five
Rupees

SIGNATURE OF MEMBER(S)

(The Signature of the Shareholder should agree with the specimen signature registered with the Company or as per CNIC / Passport in case the share(s) is / are registered in CDC account).

Witness:

1. Signature _____	2. Signature _____
Name _____	Name _____
Address _____	Address _____
CNIC/Passport No. _____	CNIC/Passport No. _____

- i) A member entitled to attend the Extraordinary General Meeting is entitled to appoint a Proxy to attend, speak and vote instead of him/her. No person shall act as Proxy (except for a corporation) unless he/she is entitled to be present and vote in his/her own right.
- ii) CDC account holder or sub-account holder appointing a Proxy should furnish attested copies of his/her own as well as the Proxy's CNIC/Passport with the proxy form. The Proxy shall also produce his/her original CNIC or 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 along with proxy form.
- iii) The instrument appointing a Proxy should be signed by the member or by his/her attorney duly authorised in writing. If the member is a corporation, its common seal (if any) should be affixed to the instrument.
- iv) The proxy forms, together with the power of attorney (if any), under which it is signed or a notarially certified copy thereof, shall be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.

BOOK POST

Printed Matter

If undelivered, Please return to:



Habib Rice Products Ltd.

UBL Building, I.I. Chundrigar Road,
Karachi - 74000, Pakistan.

Administrative Offices & Factory
Ahmad Habib Boulevard
Hub - 90250, Pakistan.