

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of TPL Properties Limited ("Company") will be held on Monday, December 29, 2025 at 11.00 a.m. at PSX Auditorium, Stock Exchange Building, Exchange Road, Karachi, to transact the following business:

ORDINARY BUSINESS:

1. To approve the minutes of the Annual General Meeting held on November 27, 2024.
"RESOLVED THAT the minutes of Annual General Meeting of TPL Properties Limited held on November 27, 2024 at 11:00 am be and are hereby approved."
2. To receive, consider and adopt the Annual Standalone and Consolidated Audited Financial Statements of the Company together with the Directors', Auditors' and Chairman's Review Report thereon for the year ended June 30, 2025.
"RESOLVED THAT the Annual Audited Financial Statements of TPL Properties Limited, together with the Chairman's Review Report, Directors' and Auditors' Report thereon for the year ended 30 June 2025 be and are hereby approved."
3. To appoint auditors for the year ending June 30, 2026, and to fix their remuneration. M/s. Grant Thornton Anjum Rahman, Chartered Accountants, have retired and, being eligible, have offered themselves for reappointment. The Board of Directors, on the recommendation of the Audit Committee, proposes their reappointment as auditors of the Company for the said year.
"RESOLVED THAT M/s. Grant Thornton Anjum Rahman, Chartered Accountants be and are hereby re-appointed as Auditors of M/s. TPL Properties Limited on the basis of consent received from them, at a fee mutually agreed for the period ending June 30, 2026."
4. To elect directors of the Company for a three-year term. The Board of Directors, in its meeting, has fixed the number of directors at seven (7). The term of the following directors, in pursuance of Section 158 of the Companies Act, 2017, has expired:
 1. Mr. Jameel Yusuf Ahmed S.St
 2. Mr. Muhammad Ali Jameel
 3. Mr. Khalid Mahmood
 4. Vice Admiral (R) Muhammad Shafi HI (M)
 5. Mr. Ziad Bashir

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017 to authorize the Company to make an equity investment of up to Rs. 100 Million in associated company, HKC (Private) Limited.
"RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make an equity investment of up to Rs. 100 Million in associated company, HKC (Private) Limited."

ANY OTHER BUSINESS

6. To transact any other business with the permission of the Chairman.

By Order of the Board

Shayan Mufti
Company Secretary

Karachi, December 08, 2025

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO THE SAID SPECIAL BUSINESS:

Equity Investment of PKR 100 Million in HKC (Private) Limited:

The Company is desirous to make an equity investment in HKC (Private) Limited. The equity investment has been recommended by the Board of Directors of the Company in its meeting held on November 14, 2025.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S. No.	Requirement	Information																																		
i.	Name of the associated company or associated undertaking	HKC (Private) Limited																																		
ii.	Basis of relationship	Associated Company																																		
iii.	Loss per share for the last three years of the Associated Company	FY-2024-25: PKR. -0.61 per share FY-2023-24: PKR. -0.30 per share FY-2022-23: PKR. -0.34 per share																																		
iv.	Break-up value per share, based on latest audited financial statements	As at June 30, 2025: PKR. 82.31 per share																																		
v.	Financial position (main items of statement of financial position and profit and loss account on the basis of latest financial statements) of the associated company	<div>The extracts of the audited/reviewed balance sheet and profit and loss account of the associated company as at and for the period ended June 30, 2025 is as follows:</div> <table><tr><th>Balance Sheet</th><th>Rupees in '000'</th></tr><tr><td>Non-current assets</td><td>Nil</td></tr><tr><td>Other assets</td><td>3,303,973</td></tr><tr><td>Total Assets</td><td>3,303,973</td></tr><tr><td>Total Liabilities</td><td>1,769,112</td></tr><tr><td>Represented by :Paid up capital</td><td>186,467</td></tr><tr><td>Advance against right shares</td><td>-</td></tr><tr><td>Capital Reserve</td><td>1,385,869</td></tr><tr><td>Accumulated (loss)</td><td>37,475</td></tr><tr><td>Surplus on Revaluation of Fixed Assets</td><td>-</td></tr><tr><td>Equity</td><td>1,534,861</td></tr><tr><td>Profit and Loss</td><td></td></tr><tr><td>Loss before interest and taxation</td><td>(11,459)</td></tr><tr><td>Financial charges</td><td>-</td></tr><tr><td>Loss before taxation</td><td>(11,459)</td></tr><tr><td>Taxation</td><td>-</td></tr><tr><td>Loss after taxation</td><td>(11,459)</td></tr></table>	Balance Sheet	Rupees in '000'	Non-current assets	Nil	Other assets	3,303,973	Total Assets	3,303,973	Total Liabilities	1,769,112	Represented by :Paid up capital	186,467	Advance against right shares	-	Capital Reserve	1,385,869	Accumulated (loss)	37,475	Surplus on Revaluation of Fixed Assets	-	Equity	1,534,861	Profit and Loss		Loss before interest and taxation	(11,459)	Financial charges	-	Loss before taxation	(11,459)	Taxation	-	Loss after taxation	(11,459)
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S. No.	Requirement	Information						
vi	<p>In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required:</p> <p>a) a description of the project and its history since conceptualization;</p> <p>b) starting date and expected date of completion;</p> <p>c) time by which such project shall become commercially operational;</p> <p>d) expected return on total capital employed in the project; and</p> <p>e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;</p>	HKC has already commenced its operations, accordingly this section is not applicable.						
vii.	Maximum amount of investment to be made	PKR 100 Million						
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	<p>Purpose: To strengthen group's control over the associated Company</p> <p>Benefits: To expand the Company's investment portfolio</p>						
ix.	<p>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds, -</p> <p>(I) justification for investment through borrowings;</p> <p>(II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(III) (III) cost benefit analysis;</p>	This investment will be financed from the Company's own resources.						
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	<p>The Agreement was executed between TPL Properties Limited and HKC (Private) Limited on November 14, 2025 for the equity investment of PKR 100.</p> <p>The validity of the Agreement is one year. In case of any dispute the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940.</p>						
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	<p>The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company.</p> <p>Following are the common directors of HKC and the Company:</p> <table border="1"> <thead> <tr> <th>Name of Director</th><th>Shareholding in HKC</th><th>Shareholding in the Company</th></tr> </thead> <tbody> <tr> <td>Mr. Ali Jameel</td><td>20</td><td>37,867,431</td></tr> </tbody> </table>	Name of Director	Shareholding in HKC	Shareholding in the Company	Mr. Ali Jameel	20	37,867,431
Name of Director	Shareholding in HKC	Shareholding in the Company						
Mr. Ali Jameel	20	37,867,431						

S. No.	Requirement	Information
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	N/A
xiii.	Any other important details necessary for the members to understand the transaction;	N/A
xiv.	maximum price at which securities will be acquired;	Rs. 100mn (Rs. 105.48 per share).
xv.	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	N/A
xvi.	maximum number of securities to be acquired	5%
xvii.	number of securities and percentage thereof held before and after the proposed investment	Before investment – Nil
xviii.	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities;	Not Applicable as the investment is proposed in an unlisted company
xix.	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	The Company has calculated the fair value of its investment based on market comparable valuation.

Notes:

1. Registration to attend Annual General Meeting through Electronic Means:

- In the light of relevant guidelines issued by the Securities and Exchange Commission of Pakistan (SECP) from time to time, including vide letter No. SMD/SE/2/(20)/2021/117 date December 15, 2021, members are encouraged to participate in the Annual General Meeting ("AGM") through electronic facility organized by the Company.
- To attend the AGM through electronic means, the Members are requested to register themselves by providing the following information through email at company.secretary@tplholdings.com at least forty-eight (48) hours before the AGM.

Name of Shareholder	CNIC/NTN No.	Folio No/CDC A/c No.	Cell 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 10:45 a.m. till the end of AGM.

2. Closure of Share Transfer Books:

The Share Transfer Book of the Company will remain closed from December 23, 2025 to December 29, 2025 (both days inclusive). Share Transfers received at THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, Pakistan by the close of business hours (5:00 PM) on December 22, 2025, will be treated as being in time for the purpose of above entitlement to the transferees.

3. Participation in the AGM:

All members, whose names appear in the register of members of the Company as on December 22, 2025, are entitled to attend (in person or by video link facility or through Proxy) the AGM and vote there at. A proxy duly appointed shall have such rights as respect to the speaking and voting at the AGM as are available to a member. Duly filled and signed Proxy Form must be received at the Registrar of the Company, THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, Pakistan, not less than 48 hours before the AGM.

4. For Attending the AGM:

- In case of individual, the Account holder and/or Sub-account holder whose registration details are uploaded as per the CDC regulations, shall authenticate his/her identity by providing copy of his/her valid CNIC or passport along with other particulars (Name, Folio/CDS Account Number, Cell Phone Number) via email to aforementioned ID and in case of proxy must enclose copy of his/her CNIC or passport.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be provided via email to aforementioned ID.

5. Change of Address:

Members are requested to immediately notify the change, if any, in their registered address to the Share Registrar, THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, Pakistan.

6. Conversion of Physical Shares into the 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 provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.

The shareholders 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 shareholders may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the shareholders 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 shareholders may contact our Share Registrar, THK Associates (Private) Limited.

7. Video Conferencing Facility

The Company shall provide video conference facility to its members for attending the AGM at places other than the town in which the AGM is taking place, provided that if members, collectively holding 10% (ten percent) or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 7 days prior to date of the AGM, the Company shall arrange video conference facility in that city, subject to availability of such facility in that city.

In this regard, please fill the enclosed form and submit the same to the registered address of the Company 7 days before holding of the AGM. The Company will, if such facility is available, intimate members regarding venue of video conference facility at least 5 days before the date of AGM along with complete information necessary to enable them to access such facility.

8. For Voting for Special Agenda Items:

a. Voting through Ballot Paper:

In accordance with regulation 8(2) of the Companies (Postal Ballot) Regulations, 2018, Members have the option to cast their votes using the enclosed ballot paper, a copy of which is also accessible on the Company's website. The duly filled in ballot paper should reach the chairman of the meeting through email at chairman@tplproperties.com or through post to 20th Floor, Sky Tower-East Wing, Dolmen City, HC-3, Block 4, Abdul Sattar Edhi Avenue, Clifton, Karachi, no later than one day prior to the AGM, during working hours.

b. Electronic Voting:

In accordance with Regulation 4(4) of the Companies (Postal Ballot) Regulations, 2018, Members also have the option to cast their votes through e-voting. To facilitate this, THK Associates (Private) Limited, the e-voting service provider, will send an email on December 23, 2025, to members containing the web address, login details, password, and other necessary information. The facility for e-voting shall open on December 23, 2025 and shall close at 1700 hours (Pakistan Standard Time) on December 28, 2025.

- c.** Appointment of Scrutinizer for the above Business Item No. 4 to 7 M/s. Junaidy Shoaib Asad, Chartered Accountants, having more than 10 years of experience, and represented by Partner Mr. Naveed Alam, Chartered Accountant, has been designated as Scrutinizer, as required under the Companies (Postal Ballot) Regulations, 2018, for the purpose of voting on the said business items.

9. Intimation of No Gift Distribution

Members are hereby informed that no gifts will be distributed at the meeting.

10. For Election of Directors:

In accordance with Section 159(1) of the Companies Act, 2017, the number of directors to be elected has been fixed at seven (7) by the Board of Directors of the Company. In terms of Section 159(3) of the Companies Act, 2017, any person who seeks to contest election to the office of a director, whether he/she is a retiring director or otherwise, shall file with the Company, at its registered office, not later than fourteen (14) days before the date of this meeting, the following documents:

- a. Notice of his/her intention to offer himself/herself for election as a Director.
Provided that any such person may, at any time before the holding of the election, withdraw such notice.
- b. Consent to act as a Director under Section 167 of the Companies Act, 2017, along with a copy of valid CNIC/Passport and Taxpayer Registration Certificate.
- c. A detailed profile along with office address.
- d. A declaration confirming that:
 - i. He/she is aware of the duties of directors under the Companies Act, 2017, the Memorandum and Articles of Association, and all applicable laws and regulations.
 - ii. He/she does not violate any provisions or conditions prescribed by SECP for holding such office and shall comply with all SECP directives, circulars, notifications, and other applicable orders.
 - iii. He/she is not ineligible to become a director of the Company under any applicable laws and regulations.
 - iv. He/she is not serving as a director of more than seven listed companies, including this Company, but excluding directorships in listed subsidiaries of listed holding companies.

No director have any direct or indirect interest in the above said business other than as a shareholder of the Company, and they are eligible to contest the election for directorship.

Pursuant to Regulation 4 of the Companies (Postal Ballot) Regulations, 2018, the right to vote through electronic voting facility and voting by post in respect of the Election of Directors shall be provided to the members if the number of persons who offer themselves to be elected is more than the number of directors fixed by the Board of Directors of the Company.

