



The General Manager

Karachi Stock Exchange Limited
Stock Exchange Building, Stock Exchange Road
Karachi-74000
Fax No. 021 - 111-573-329

The Secretary

Lahore Stock Exchange Limited
Lahore Stock Exchange Building
19, Khayaban-e-Aiwan-e-Iqbal
Lahore-54000
Fax No. 042 – 3636 8485

The Secretary

Islamabad Stock Exchange Limited
Islamabad Stock Exchange Building
55-B, ISE Towers, Jinnah Avenue
Islamabad
Fax No. 051 - 111-473-329

Dear Sir,

Press Release of Notice of Extra Ordinary General Meeting

Please find enclosed herewith Notice of Extra Ordinary General Meeting of Dawood Hercules Corporation Limited scheduled to be held on Monday, June 8, 2015. The same is being released to the press for publication on May 18, 2015.

Kindly acknowledge receipt of the same.

Yours truly,
For Dawood Hercules Corporation Limited

Shafiq Ahmed
Company Secretary

Encl.: As above

BOOK POST

**NOTICE OF EXTRAORDINARY
GENERAL MEETING**



Dawood Hercules

Dawood Hercules Corporation Limited
Dawood Centre, M.T. Khan Road, Karachi-75530

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given to all the shareholders of Dawood Hercules Corporation Limited (the "Company") that an Extraordinary General Meeting of the Company will be held on 8th June, 2015 at 11:00 a.m. at Movenpick Hotel, Club Road, Karachi to transact the following business:

ORDINARY BUSINESS:

1. To confirm the Minutes of the Forty Seventh Annual General Meeting held on Friday, April 24, 2015.

SPECIAL BUSINESS:

2. To consider and, if thought appropriate, pass with or without modification, the following special resolution in terms of Section 208 of the Companies Ordinance 1984, for authorizing investment in associated companies by way of purchase of shares of Engro Corporation Limited and The Hub Power Company Limited from DH Fertilizers Limited, a wholly owned subsidiary of the Company:

"RESOLVED THAT as and by way of a Special Resolution and pursuant to Section 208 of the Companies Ordinance, 1984 and subject to such other approvals and consents, as may be necessary under the law, the Company do hereby acquire 19,960,000 ordinary shares of Engro Corporation Limited and 125,140,000 ordinary shares of The Hub Power Company Limited from DH Fertilizers Limited at the applicable quoted price of such shares on the Karachi Stock Exchange on the date of purchase and upon such other terms as may be determined jointly by any two of Mr. Samad Dawood (CEO), Mr. Shafiq Ahmed (CFO and Company Secretary) and Mr. Muhammad Asif Saad (Director) of the Company.

FURTHER RESOLVED THAT any two of Mr. Samad Dawood (CEO), Mr. Shafiq Ahmed (CFO and Company Secretary) and Mr. Muhammad Asif Saad (Director) be and are hereby authorized, from time to time, to do all acts, deeds and things, to execute such agreements, documents and papers and make such applications, including but not limited to any applications required to be filed with the Competition Commission of Pakistan, Securities and Exchange Commission of Pakistan, stock exchanges and any other regulatory authorities, as the aforesaid officers of the Company may deem fit in connection with the acquisition of the ordinary shares of Engro Corporation Limited and The Hub Power Company Limited from DH Fertilizers Limited pursuant to the foregoing resolution."

Statements under section 160(1)(b) of the Companies Ordinance, 1984 relating to the aforesaid special businesses to be transacted at the said Extraordinary General Meeting are attached.

By Order of the Board

Shafiq Ahmed

Company Secretary

Karachi 18-05-2015

NOTES:

CLOSURE OF SHARE TRANSFER BOOKS

The Share transfer books of the Company will remain closed from 1st June 2015 to 8th June 2015 (both days inclusive). Transfers received in order at the office of our Registrar, Messrs. FAMCO Associates (Pvt) Limited, 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S, Shahrah-e-Faisal, Karachi by the close of business (5:00 p.m.) on 29th May 2015 will be treated in time for the purpose of attending and voting at the EGM and also for the above entitlement to the transferees.

PARTICIPATION IN THE EXTRA ORDINARY GENERAL MEETING

A member entitled to attend and vote at the meeting may appoint any other person as his/her proxy to attend and vote. A Corporation being a member may appoint any person, whether or not a member of the Company as it's Proxy. A Proxy, duly appointed, shall have such rights as respects speaking and voting at the Meeting as are available to a member.

In order to be effective, Proxy Forms, duly filled and signed, must be received at the Registered Office of the Company, not less than forty eight (48) hours before the Meeting.

CDC account holders will further have to follow the under-mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:

A. FOR ATTENDING THE MEETING

- i. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall authenticate his/her original valid Computerized National Identity Card (CNIC) or the original passport at the time of attending the meeting.
- ii. In case of corporate entity, the Board of Directors' resolution /power of attorney with specimen 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 holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per the above requirement.
- ii. Attested copies of valid CNIC or the passport of the beneficial owners and the Proxy shall be furnished with the Proxy Form.
- iii. The proxy shall produce original valid CNIC or original passport at the time of the meeting.
- iv. 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 the proxy form to the Company.
- v. Proxy form will be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the forms.

Consent for Video Conference Facility

Members can also avail video conference facility. In this regard please fill the following and submit to registered address of the Company 10 days before holding the general meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding venue of conference facility at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

I/We, _____ of _____, being a member of Dawood Hercules Corporation Limited, holder of _____ ordinary share (s) as per Register Folio/CDC Account No. _____ hereby opt for video conference facility at _____.

Signature of members

CHANGE OF ADDRESS

Shareholders (Non-CDC) are requested to promptly notify the Company's Registrar of any change in their addresses.

STATEMENTS UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE, 1984

A. Investment in Associated Undertaking (The Hub Power Company Limited)

Following are the material facts pertaining to the special business regarding the purchase of the shares of The Hub Power Company Limited from DH Fertilizers Limited, to be conducted at the forthcoming Annual General Meeting of Dawood Hercules Corporation Limited, convened on 8th June 2015:

#	Nature of information required to be disclosed pursuant to the Companies (investments in associated companies or undertakings) Regulations, 2012	Relevant Information The Hub Power Company Limited
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	<ul style="list-style-type: none"> • The Hub Power Company Limited (Hubco), 3.43% shareholding • Common directorship
2	Purpose, benefits and period of investment	<ul style="list-style-type: none"> • To consolidate the investments in Hubco by purchase of shares held by subsidiary company – DH Fertilizers Limited • To enable the Company to carve out the Hubco investments. • To increase revenue and in turn shareholder's value
3	Maximum amount of investment	PKR 12,244 million (08 - 05 - 2015)
4	Maximum price at which securities will be acquired	Market price prevalent at the time of purchase
5	Maximum number of securities to be acquired	125,140,000
6	Number of securities/units and percentage thereof held before and after the proposed investment	Before: 3.43% After: 14.25%
7	In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired	Rs. 89.95
8	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements	Rs. 26.83
9	Earning/(Loss) per share of the associated company or associated undertaking for the last three years	2014: Rs.5.66, 2013: Rs.8.11, 2012: Rs.7.08
10	Sources of fund from which securities will be acquired	Short term borrowings
11	<p>If the securities are intended to be acquired using borrowed funds;</p> <p style="margin-left: 20px;">a. justification for investment through borrowings; and</p> <p style="margin-left: 20px;">b. Detail of the guarantees and assets pledged for obtaining such funds</p>	<p>The cost of borrowing is expected to be substantially lower than the average return of Karachi Stock Exchange, which is around 27% for the period January 2014 to December 2014; therefore, the returns on investment will be higher than the cost thereof.</p> <p>The shares of the Hub Power Company will be pledged as security towards the borrowing.</p>
12	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	Not applicable
13	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	None of the directors, sponsors, majority shareholders and their relatives, have interest in the proposed acquisition, except to the extent of their shareholding in the associated company or associated undertaking or the transaction under consideration
14	Any other important details necessary for the members to understand the transaction	The Hub Power Company Limited is an associated company of the Company. As a part of consolidation of investment under the holding Company, the investment held by the subsidiary company is being transferred into the Holding Company. This transfer is intended to have the effect of increased revenues and will in turn result in increased pay out to the shareholders of the Company in the form of dividends.
15	<p>In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, disclose further information as follows:</p> <p style="margin-left: 20px;">a. Description of the project and its history since conceptualization.</p> <p style="margin-left: 20px;">b. Starting and expected date of completion of work.</p> <p style="margin-left: 20px;">c. Time by which such project shall become commercially viable.</p> <p style="margin-left: 20px;">d. Expected time by which the project shall start paying return on investment.</p>	Not applicable

B. Investment in Associated Undertaking (Engro Corporation Limited)

Following are the material facts pertaining to the special business regarding the purchase of the shares of Engro Corporation Limited from DH Fertilizers Limited, to be conducted at the forthcoming Extraordinary General Meeting of Dawood Hercules Corporation Limited, convened on 8th June 2015:

#	Nature of information required to be disclosed pursuant to the Companies (Investments in associated companies or undertakings) Regulations, 2012	Relevant Information Engro Corporation Limited
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	<ul style="list-style-type: none"> Engro Corporation Limited (ECL), 33.41% shareholding Common directorship
2	Purpose, benefits and period of investment	<ul style="list-style-type: none"> To consolidate the investments in ECL by purchase of shares held by subsidiary company – DH Fertilizers Limited. To enable the Company to carve out ECL investments. To increase revenue and in turn shareholder's value Long term.
3	Maximum amount of investment	PKR 5,918 million (08 - 05 - 2015)
4	Maximum price at which securities will be acquired	Market price prevalent at the time of purchase
5	Maximum number of securities to be acquired	19,960,000
6	Number of securities/units and percentage thereof held before and after the proposed investment	Before: 33.41% After: 37.22%
7	In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired	Rs.285.05
8	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements	Rs. 129.87
9	Earning/(Loss) per share of the associated company or associated undertaking for the last three years	2014: Rs.13.59, 2013: Rs.15.29, 2012: Rs.2.61
10	Sources of fund from which securities will be acquired	Short term borrowings
11	If the securities are intended to be acquired using borrowed funds; <ol style="list-style-type: none"> justification for investment through borrowings; and Detail of the guarantees and assets pledged for obtaining such funds 	<p>The cost of borrowing is expected to be substantially lower than the average return of Karachi Stock Exchange, which is around 27% for the period January 14 to December 14; therefore the returns on investment will be higher than the cost thereof.</p> <p>The shares of ECL will be pledged as security towards the borrowing.</p>
12	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	Not applicable
13	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	None of the directors, sponsors, majority shareholders and their relatives, have interest in the proposed acquisition, except to the extent of their shareholding in the associated company or associated undertaking or the transaction under consideration
14	Any other important details necessary for the members to understand the transaction	ECL is an associated company of the Company. As a part of consolidation of investment under the holding Company, the investment held by the subsidiary company is being transferred into the Holding Company. This transfer is intended to have the effect of increased revenues for the Company and will in turn result in increased pay out to the shareholders of the Company in the form of dividends.
15	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, disclose further information as follows: <ol style="list-style-type: none"> Description of the project and its history since conceptualization. Starting and expected date of completion of work. Time by which such project shall become commercially viable. Expected time by which the project shall start paying return on investment. 	Not applicable



Proxy Form

I/We _____
of _____ being a member of Dawood Hercules Corporation Limited and holder
of _____ Ordinary Shares, as per:

Share Register Folio No. _____ and/or _____
CDC Participant IDNo. _____ Sub A/c No. _____
hereby appoint _____ of _____, or failing him/her _____
of _____, as our proxy to attend, speak and vote for us and on our behalf, at the Extra Ordinary
General Meeting of the Company to be held at Movenpick Hotel, Club Road, Karachi on Monday, 8th June
2015 at 11:00 a.m. and at any adjournment thereof.

Signed this _____ day of _____ 2015.

WITNESSES:

- 1. Signature : _____
- Name : _____
- Address : _____
- CNIC No. : _____
- Passport No. : _____

Signature on
Revenue Stamps
of Rupees Five

- 2. Signature : _____
- Name : _____
- Address : _____
- CNIC No. : _____
- Passport No. : _____

Signature should agree with
the specimen signature with
the Company.

IMPORTANT:

- 1. This Proxy Form, duly completed, must be deposited at the Company’s Registered Office, not less than forty eight hours before the meeting.
- 2. CDC shareholders and their proxies are each requested to attach an attested photocopy of their Computerized National Identity Card (CNIC) or Passport with this proxy form before submission to the Company.
- 3. All proxies attending the EGM are requested to bring their original CNIC/Passport for identification.



Dawood Hercules

Dawood Hercules Corporation Limited
Dawood Centre, M.T. Khan Road, Karachi-75530