

7th September, 2019

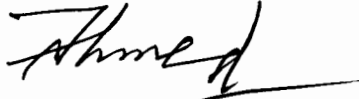
The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Sir,

We enclose copy of the Notice of Extra Ordinary General Meeting to be held on Monday, September 30, 2019 at 11:00 AM at Waves Factory Office, 9KM Multan Road, Hanjarwal, Lahore the Registered Office of the Company, for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,



Tauseef Ahmed Zakai
Company Secretary

C.C.

*The Executive Director
Surveillance, Supervision and Enforcement Department
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue,
Islamabad*

WAVES SINGER PAKISTAN LIMITED
NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting (“EOGM”) of **WAVES SINGER PAKISTAN LIMITED**, formerly Singer Pakistan Limited (“WSPL” or the “Company”) will be held on Monday, September 30, 2019 at 11:00 AM at Waves Factory Office, 9KM Multan Road, Hanjarwal, Lahore the Registered Office of the Company.

ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting held on 29 April, 2019.

SPECIAL BUSINESS

2. To consider and if thought fit, to pass the following Special Resolution with or without modification(s), addition(s) or deletion(s): -

RESOLVED that the authorized share capital of the Company be and is hereby increased from Rs. 1,7500,000,000/- divided into 175,000,000 ordinary shares of Rs. 10/- each to Rs. 2,000,000,000 divided into 200,000,000 ordinary shares of Rs. 10/- each, by the creation of 25,000,000 additional ordinary shares of Rs. 10/- each to rank pari passu in every respect with the existing ordinary share of the Company.

FURTHER RESOLVED that the Memorandum of Association of the Company be and are hereby altered for increase in authorized share capital to read as follows:

-Clause V of Memorandum of Association:

“The authorized capital of the Company is Rs. 2,000,000,000/- divided into 200,000,000 ordinary shares of Rs. 10/- each.”

FURTHER RESOLVED that the Chief Executive Officer and/or the Company Secretary of the Company be an are hereby singly authorized to take all necessary actions on behalf of the Company to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementation of the aforesaid resolutions.”

3. To consider and if thought fit, to pass the following Ordinary Resolution with or without modification(s), addition(s) or deletion(s): -

RESOLVED that a sum of Rs. 244,700,950/- out of share premium account be capitalized and applied towards the issue of interim bonus shares i.e. 24,470,095 ordinary shares of Rs. 10/- each and allotted as fully bonus paid shares to the members who are registered in the books of the Company as at the close of business on Friday, October 04, 2019, in the proportion of fifteen (15) shares for every one hundred (100) shares held and that such new shares shall rank pari passu with the existing ordinary shares of the Company.

FURTHER RESOLVED that in the event of any member becoming entitled to fraction of a share, the Directors be and are hereby authorized to consolidate all such fractions and sell the shares so constituted on the stock market and to pay the proceeds of the sale when realized to a recognized charitable institution as may be selected by the Directors of the Company.

FURTHER RESOLVED that the Chief Executive Officer and/or the Company Secretary of the Company be and are hereby singly authorized to take all necessary actions on behalf of the Company for allotment and distribution of the said bonus shares and complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementation of the aforesaid resolutions.

ANYOTHER BUSINESS

4. To discuss any other business with the permission of the Chair.

September 07, 2019

By order of the Board
Tauseef Ahmed Zakai
Company Secretary

Notes:

1. The Share Transfer Books of the Company for the purpose of entitlement of bonus shares will be closed from Monday October 07, 2019 to Monday October 14, 2019 (both days inclusive). Transfers received in order at the Office of our Share Registrar, Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore Telephone No. 042-3589182, 042-35916714, Fax No. 042- 35869037 by the close of business on Friday 4th October, 2019 will be treated in time for the purposes of entitlement of bonus shares.
2. The share transfer book of the company for the entitlement to attend the EOGM will be closed from Monday September 23, 2019 to Monday September 30, 2019 (both days inclusive). Transfers received in order at the Office of our Share Registrar by the close of business on Thursday 19th September, 2019 will be treated in time for the purposes of entitlement to attend the EOGM.
3. A member entitled to attend and vote at the Meeting may appoint another member as his/her Proxy to attend, speak and vote at the Meeting on his/her behalf. The Instrument of Proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarized certified copy of that Power of Attorney or authority, in order to be effective, must be received by the Company at its Registered Office at least 48 hours before the meeting in order to be accepted and effective. A proxy need not be a member of the Company.
4. An instrument of proxy applicable for the Meeting is being provided with the Notice sent to Members. Proxy form may also be downloaded from the Company's website: <http://www.wavessinger.com>
5. Any company or other body corporate which is a member of the Company may, by resolution of its Directors, or proxy signed by authorized officers, authorize any of its officials or any other person to act as its representative at the meeting and the person so authorized shall be entitled to exercise the same powers as if he/she were an individual member of the Company.
6. Pursuant to SECP's Circular No 10 dated 21 May 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a 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. In this regard please fill the following and submit to registered address of the Company at least 10 days before the date of EOGM.

I/We _____ of _____, being member(s) of Waves Singer Pakistan Limited holding _____ Ordinary share(s) as per Register Folio No. _____ hereby opt for video conference facility at _____.

STATEMENTS OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRAORDINARY GENERAL MEETING.

AGENDA ITEM NO. 2

The Authorized Capital of the Company is proposed to be increased to enable Company to issue bonus shares, as recommended by the board. The Directors have no interest in this business except to the extent of their shareholding in the company.

AGENDA ITEM NO. 3

Your Directors have recommended the issue of Bonus Shares in the proportion of fifteen new shares for every hundred existing Ordinary Shares held at the close of business on October 04, 2019. The Directors have no interest in this business except to the extent of their shareholding in the company.

All necessary information with respect to the above businesses are kept at the registered office of the company and may be inspected during business hours on any working day from the date of publication of this notice till the conclusion of the General Meeting.