Notice of the 34th Annual General Meeting

Notice is hereby given that the thirty-fourth (34th) Annual General Meeting ("AGM") of Lucky Core PowerGen Limited (the "Company") will be held on Friday, September 25, 2026, at 08:30 am at 5 – West Wharf, Karachi, as well as though video-link to transact the following business:

ORDINARY BUSINESS:

1. To confirm minutes of the 33rd Annual General Meeting of the Company held on September 26, 2025.

2. To receive, consider and adopt the annual audited financial statements of the Company for the year ended June 30, 2026 along with the Directors' and Auditors' reports thereon.

3. To appoint auditors of the Company for FY 2026-27 and to fix their remuneration. The Board of Directors has proposed the re-appointment of M/s. A.F. Ferguson & Co., Chartered Accountants as auditors, for the year ending June 30, 2027.

SPECIAL BUSINESS:

4. To consider and if deemed fit, ratify and approve (as the case may be), by way of special resolution, the following resolutions with respect to the related party transactions in terms of Sections 207 and/or 208 of the Companies Act, 2017 (to the extent applicable) (with or without modification):

   "RESOLVED THAT the related party transactions carried out by the Company with different related parties, to the aggregate extent of PKR 1,129,915,000/- (Pak Rupees One Billion One Hundred Twenty-Nine Million Nine Hundred Fifteen Thousand Rupees Only) during the year ended June 30, 2026 as reported in the financial statements for the said period, be and are hereby ratified and confirmed.

   FURTHER RESOLVED THAT the Company be and is hereby authorized to enter into arrangements or carry out transactions from time to time including, but not limited to, purchase of goods and materials or availing or rendering of services, with different related parties including but not limited to Lucky Core Industries Limited, NutriCo Morinaga (Private) Limited and other related parties to the extent deemed fit and approved by the Board, during the financial year ending June 30, 2027. The Members have noted that for the aforesaid arrangements and transactions, some or a majority of the Directors may be interested/deemed to be interested. Notwithstanding the same, the Members hereby grant an advance authorization and approval to the Board of Directors of the Company, including under Sections 207 and / or 208 of the Companies Act, 2017 (to the extent applicable) to review and approve all related party transactions as per the quantum approved by the Board of Directors from time to time.

   FURTHER RESOLVED THAT the related party transactions as aforesaid, for the period ending June 30, 2027 would subsequently be presented to the Members at the next Annual General Meeting for ratification and confirmation."

Attached to this notice is the Statement of Material Facts covering the above-mentioned Special Business, as required under Section 134(3) of the Companies Act, 2017.

By order of the Board

Laila Bhatia Bawany
Company Secretary

September 03, 2026
Karachi

NOTES:

1. All members are entitled to attend and vote at the AGM. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak and vote for him / her.
2. An instrument of proxy applicable for the AGM is being provided with the Notice sent to Members. Further copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours or downloaded from the Company's website: www.luckycorepowergen.com.
3. An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified true copy of such power or authority, duly notarized, must be deposited at the Registered Office of the Company not less than 48 hours before the time of the AGM.
4. CDC Investor 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 and Exchange Commission of Pakistan (SECP):

a. for attending the AGM:

(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 authenticate his / her identity by showing his / her original CNIC or valid passport at the time of attending the AGM.

(ii) In case of corporate entities, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of the AGM.

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 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, addresses and CNIC numbers shall be mentioned on the form.

(iii) Attested copies of valid CNIC or passport of the beneficial owners and the proxy holder shall be furnished along with the proxy form.

(iv) The proxy shall produce his original CNIC or original passport at the time of the Meeting.

(v) In case of corporate entities, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted along with proxy form to the Company.

STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017 PERTAINING TO SPECIAL BUSINESS

Agenda Item no. 4

This Statement sets out the material facts pertaining to Special Business as described in the Notice of the 34th Annual General Meeting ("AGM") of Lucky Core PowerGen Limited (the "Company").

The Company may enter into arrangements and carry out transactions with its related parties in accordance with the applicable laws and regulations. Certain related party transactions, in which a majority of the Directors are interested, would require Members' approval under Sections 207 and / or 208 (to the extent applicable) of the Companies Act, 2017.

All related party transactions conducted in the ordinary course of business are on an arm's length basis and are placed before the Board of Directors for approval.

The Company will be entering into arrangements and conducting transactions with its related parties including, but not limited to, those stipulated in the resolution, during the financial year ending June 30, 2027. As some or a majority of the Directors of the Company may be deemed to be interested in certain arrangements or transactions, *inter alia*, due to their common directorships in related entities, an approval from the Members is being sought to authorize the Company to conduct such related party transactions and enter into arrangements with related parties, and further to authorize and grant power to the Board of Directors to approve related party transactions to be conducted by the Company during the financial year ending June 30, 2027 (irrespective of composition of the Board and interest of the Directors). The related party transactions as aforesaid for the year ending June 30, 2027 shall be deemed to have been approved by the Members.

The Members should note that it is not possible for the Company or the Directors to accurately predict the nature of related party arrangements / transactions, or the specific related parties with whom the transactions will be carried out. The transactions that may be carried out by the Company include, but are not limited to, purchase of goods and materials or availing or rendering of services.

The Members should also note that, for the Special Resolutions described in the Notice of AGM, it is not possible for the Company to predict the quantum of related party transactions / arrangements to be undertaken in the period ending June 30, 2027; accordingly, the Members are also requested to authorize the Board of Directors to determine the quantum of the related party transactions / arrangements that may be undertaken from time to time. The Company will present the actual figures for subsequent ratification and confirmation by the Members, at the next AGM.

Based on the aforesaid the Members are requested to pass the Special Resolution (with or without modification) as stated in the Notice.

The Directors are interested in the resolutions only to the extent of their common directorships, (to the extent applicable) in such related party transactions.

Form of Proxy

Annual General Meeting

I / We ______________________, being member(s) of Lucky Core PowerGen Limited, holding ____________ ordinary shares hereby appoint _________________of _____________ or failing him / her ________________ of ________________ as our proxy and to attend and vote on our behalf at the Annual General Meeting of the Company to be held on Friday, September 25, 2026 and at any adjournment thereof.

As witness our hand / seal this _______________ day of ______________ 2026

Signed by the said ____

In the presence of following witnesses:

1. ____

2. ____

Folio No. / CDC IAS Account No.

Signature:

This signature should agree with the specimen registered with the Company

Important:

1. This proxy form, duly completed and signed, must be received at the registered office of the Company, not less than 48 hours before the time of holding the AGM, excluding public holidays.
2. If a Member appoints more than one proxy or more than one instruments of proxy are deposited by a Member with the Company, all such instruments of proxy shall be rendered invalid.

For CDC IAS Account Holders / Corporate Entities:

In addition to the above, the following requirements have to be met:

i) The proxy form shall be witnessed by two (2) persons whose names, addresses and CNIC numbers shall be mentioned on the form.
ii) Attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
iii) The proxy shall produce his original CNIC or passport at the time of the AGM.
iv) In case of corporate entities, the Board of Directors resolution / power of attorney with specimen signature shall be submitted along with proxy form.