

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of **Synthetic Products Enterprises Limited** (the “**Company**”) will be held on Monday 10 March 2025 at 11:30 AM at ICMA Pakistan Building 42 Ferozepur Road, Near Mozang Chungi Lahore, Pakistan as well as through video conference facility to transact the following business:

SPECIAL BUSINESS

1. To consider and if thought fit, approve the change of the Company’s name from “Synthetic Products Enterprises Limited” to “SPEL Limited” and to change the name wherever appearing in the Memorandum and Articles of Association of the Company and on other statutory documents, by passing, with or without modification, the following resolutions as special resolutions:

“RESOLVED THAT, the name of the Company be changed from “Synthetic Products Enterprises Limited” to “SPEL Limited”, subject to the approval by the shareholders and necessary regulatory approvals.”

“FURTHER RESOLVED THAT, Clause I of the Memorandum of Association of the Company be amended, restated and replaced with the following clause:

“The Name of the Company is SPEL Limited”

“FURTHER RESOLVED THAT, Sub-Clause C of Clause II of the Articles of Association of the Company be amended, restated, and replaced as follows:

*“Company” means **SPEL Limited**.*

“FURTHER RESOLVED THAT, the name of the Company, wherever appearing as “Synthetic Products Enterprises Limited” in the Memorandum of Association, Articles of Association, and other statutory documents, be and is hereby amended, restated, and replaced with the new name “SPEL Limited.”

“FURTHER RESOLVED THAT, the Company Secretary be and is hereby authorize to complete all legal, corporate and procedural formalities for changing the name of the Company and for making corresponding changes in the Memorandum and Articles of Association of the Company.”

“FURTHER RESOLVED THAT, the aforesaid resolutions shall be subject to any amendment, modification, addition or deletion as may be required and such amendment, modification, addition or deletion shall not require fresh approval of members.”

ANY OTHER BUSINESS

2. To transact any other business with the permission of the Chair.

The Statement under Section 134(3) of the Companies Act, 2017 in respect of special business enlisted above is attached herewith.

By Order of the Board
February 17, 2025
Lahore


Khalil Ahmad Hashmi (FCA)
Company Secretary

NOTES:

1. Book Closure

The Share Transfer Books of the Company shall remain closed from March 03, 2025, to March 10, 2025 (both days inclusive). Transfers received in order at the Company's Share Registrar, M/s THK Associates (Pvt.) Limited, Plot no. 32-C Jami Commercial Street 2, D.H.A. Phase VII, Karachi, Pakistan up to the close of business on February 28, 2025, will be treated as in time for the purpose of attending the EOGM.

2. Appointment of Proxy

A member entitled to attend and vote at the above meeting may appoint a person/representative as Proxy to attend and vote on behalf of the member at the Meeting. The instrument of Proxy duly executed in accordance with the Articles of Association of the Company must be received at the Registered Office of the Company not less than 48 hours before the time of holding of the meeting. For the convenience of shareholders, blank proxy forms (both in English and Urdu) are available on the Company's website at www.spelgroup.com

In the case of a corporate entity the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced before the meeting. The individual members or representatives of corporate members of the Company in CDC must bring original National Identity Cards or Passport and CDC Account and Participant ID Numbers to prove identity and verification at the time of the meeting.

3. Virtual Participation in the EOGM Proceedings

Shareholders interested in attending the EOGM virtually are hereby advised to get themselves registered with the Company by providing the followings information through email at corporate@spelgroup.com.

| NAME OF SHAREHOLDER | CNIC NO. | FOLIO NO./CDC ACCOUNT NO. | NO. OF SHARES | CONTACT NO. | EMAIL ADDRESS |
|---------------------|----------|---------------------------|---------------|-------------|---------------|
| | | | | | |

Online meeting link and login credentials will be shared with only those Members whose emails, containing all the required particulars, are received at the given email address by the end of business on March 07, 2025. The login facility will remain open from 11:15 a.m. till the end of EOGM.

4. Consent for Video Conference Facility

Pursuant to Section 132 (2) of the Companies Act, 2017, Members may avail video conference facility for this EOGM, provided the Company receives consent from the members holding aggregate 10% or more shareholding at least 7 days prior to the date of the meeting.

5. Polling on Special Business

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan (“SECP”), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business. Accordingly, members of Synthetic Products Enterprises Limited (the “Company”) will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Extraordinary General Meeting to be held On March 10, 2025, at 11:30 a.m. in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

a) Procedure for E-voting:

- I. Details of the e-voting facility will be shared through an e-mail with those members who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of 28 February 2025.
- II. The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- III. Identity of the members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- IV. E-Voting lines will start from 07 March 2025 and shall close on 09 March 2025 (both days inclusive). Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

b) Postal Ballot:

Members may alternatively vote through postal ballot. For their convenience, the Ballot Paper is attached with the notice and is also available on the Company's website www.spelgroup.com. Shareholders can fill and dispatch it as per the instructions mentioned on the Ballot Paper.

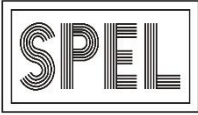
6. Contact Details

For any query/information, the shareholders may contact Corporate Department, Phone: +92-42-35115506-07, Email: corporate@spelgroup.com or to the Company's Shares Registrar, M/s THK Associates (Pvt.) Limited, Plot no. 32-C Jami Commercial Street 2, D.H.A. Phase VII, Karachi. Phone: +92(021)111-000-322. Email: it@thk.com.pk.

**STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE
COMPANIES ACT, 2017 IN RESPECT OF SPECIAL BUSINESS**

The Board of Directors has recommended to change the name of the Company from Synthetic Products Enterprises Limited to "SPEL Limited". This change aligns with our strategic vision, enabling us to adapt and thrive in evolving market conditions. It also reflects our commitment to global sustainability standards and strengthens our international presence.

The Directors have no personal interest, directly or indirectly, in the special business proposed, except for their respective shareholding in the Company, where applicable, in line with the Companies Act, 2017.



Ballot Paper for Postal Voting – Extraordinary General Meeting of SPEL to be held on Monday 10 March, 2025 at 11:30 am at Lahore

For any queries or further information, please contact the Corporate Department:

Phone: +92-42-35115506-07

Email: corporate@spelgroup.com

Website: www.spelgroup.com

Designated email address of the chairman at which the duly filled in ballot paper may be sent: corporate@spelgroup.com

| | |
|---|---|
| Name of shareholder/ joint shareholders | |
| Registered Address | |
| No. of shares held | . |
| Folio No./ CDC Account No | |
| CNIC No./Passport No - in case of foreigner (copy to be attached) | |
| Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government) | |

I/We hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (√) mark in the appropriate box below:

| Agenda No | Nature & Description of Resolutions | No. of Ordinary Shares For Which Vote is Cast | I/We Assent to the Resolutions (For) | I/We Dissent to the Resolutions (Against) |
|-----------|---|---|--------------------------------------|---|
| A | To consider and if thought fit, approve the change of the Company's name from "Synthetic Products Enterprises Limited" to "SPEL Limited" and to change the name wherever appearing in the Memorandum and Articles of Association of the Company and on other statutory documents, by passing, with or without modification, the following resolution as a special resolution. | | | |

RESOLUTION

“RESOLVED THAT, the name of the Company be changed from “Synthetic Products Enterprises Limited” to “SPEL Limited”, subject to the approval by the shareholders and necessary regulatory approvals.”

FURTHER RESOLVED THAT, Clause I of the Memorandum of Association of the Company be amended, restated and replaced with the following clause:

“The Name of the Company is SPEL Limited.”

FURTHER RESOLVED THAT, Sub-Clause C of Clause II of the Articles of Association of the Company be amended, restated, and replaced as follows:

“Company” means **SPEL Limited**.

FURTHER RESOLVED THAT, the name of the Company, wherever appearing as “Synthetic Products Enterprises Limited” in the Memorandum of Association, Articles of Association, and other statutory documents, be and is hereby amended, restated, and replaced with the new name “SPEL Limited.”

FURTHER RESOLVED THAT, the Company Secretary be and is hereby authorize to complete all legal, corporate and procedural formalities for changing the name of the Company and for making corresponding changes in the Memorandum and Articles of Association of the Company.”

FURTHER RESOLVED THAT, the aforesaid resolutions shall be subject to any amendment, modification, addition or deletion as may be required and such amendment, modification, addition or deletion shall not require fresh approval of members.”

Signature of Shareholder(s)/Proxy Holder/Authorized Signatory
Place:
Date:

Notes/procedure for submission of ballot paper:

1. Dully filled postal ballot should be sent to the Chairman SPEL Board of Directors, 127-S, Quaid-e-Azam Industrial Estate, Township, Kot Lakhpat, Lahore - Pakistan or at e-mail: corporate@spelgroup.com ensuring it reaches the Chairman of the meeting at least one day before the meeting, i.e., March 08, 2025, till 05:00 p.m.; late submissions will not be considered.
2. A copy of CNIC/Passport (for foreigners) must be enclosed with the postal ballot, and the signature should match the one on CNIC/Passport.
3. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten ballot paper will be rejected.
4. In the case of representation of body corporate and corporation, the Postal Ballot must be accompanied by the required document subject to the provision of Section(s) 138 or 139 of the Companies Act 2017, unless already submitted with the Proxy Form. For foreign entities, all documents must be attested by the relevant Pakistani Embassy.
5. Ballot paper has also been placed on the website of the Company www.spelgroup.com. Members may download the ballot paper form the website or use original/photocopy published in newspapers.