

**WAVES
CORPORATION
LIMITED**

**Notice
of
Annual
General Meeting**

To Be Held On Monday, 29 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of the shareholders of Waves Corporation Limited (WAVES or the Company) will be held on Monday, 29 April 2024 at 12:30 p.m. at the Registered Office, 9-Km Multan Road, Lahore (Waves Factory Premises) physically as well electronically to transact the following businesses:

Ordinary Businesses

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 31 December 2023, together with Directors' Report and Auditor's Reports thereon.

As required under section 223(6) of the Companies Act, 2017 (the "Act"), Financial Statements of the Company have been uploaded on the website of the Company which can be downloaded from the following link and/or QR enabled code:

<https://waves.net.pk/financial-reports/>



2. To appoint Statutory Auditors of the Company for the year ending 31 December 2024 and to fix their remuneration. The Board and Audit Committee have recommended the name of M/s Rizwan and Company, Chartered Accountants, Lahore (an Independent Member Firm of DFK International) being the retiring auditors, for re-appointment as Auditors of the Company.

Special Businesses

3. To consider and if deemed fit pass the following special resolutions with or without modifications:

"Resolved that the transactions carried out by the Company with Waves Home Appliances Limited, Waves Marketplace Limited, Waves Builders and Developers (Private) Limited and Employees' Pension/Gratuity/Provident Fund (as the case may be) as the case may be, during the financial year 31 December 2023 as given in the related party note of the Annual Audited Financial Statements of the Company for the year ended 31 December 2023, be and hereby are approved."

"Resolved further that the Board of Directors of the Company is authorized to approve all related party transactions to be carried out on case-to-case basis during the financial year 31 December 2024. These transactions shall be deemed to be approved by the shareholders and shall be placed before the shareholders in the next AGM for their formal ratification/approval"

4. To consider and if deemed fit pass the following special resolutions with or without modifications to extend the tenure of receivable of PKR 2.0 billion from Waves Home Appliances Limited (WAVESAPP) a subsidiary of the Company, which was approved by way of Scheme of Arrangement for demerger of home appliances business from the Company with and into WAVESAPP. The purpose of approving the resolution is subject to terms and conditions disclosed to the members in the statement under Section 134(3) of the Companies Act, 2017:

"Resolved that the consent and approval be and is hereby accorded to the Company to extend the tenure of receivable of PKR 2.0 billion from Waves Home Appliances Limited (WAVESAPP), a subsidiary of the Company, which was approved by way of Scheme of Arrangement for demerger of home appliances business from the Company to WAVESAPP, sanctioned by the honorable Lahore High Court, Lahore on 27 May 2022, on similar terms and conditions as given in the Scheme, for a period of further 02 (two) year, starting from the expiry of its existing term on 27 May 2024"

"Resolved further that the receivable of Rs. 2.0 billion shall be subject to such return which shall not be less than the borrowing cost of the Company. The Board of Directors of the Company is authorized to determine mechanism for settlement of receivable/return from WAVESAPP in a manner as it may deem appropriate taking into consideration negotiation/discussion with the Board of WAVESAPP."

"Resolved further that in case any return on receivable is outstanding at the end of a year during the extended/renewed tenure of investment, then such outstanding return shall be added in PKR 2.0 billion and the remaining markup shall be calculated on the revised amount of receivable. For this purposes approval is granted to enhance the existing amount of outstanding receivable of PKR 2.0 billion to upto PKR 3.0 billion (being the maximum limit).

"Resolved further that the Chief Executive Officer is authorized to undertake all necessary corporate and regulatory formalities which may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential in order as and when required including negotiating mechanism of settlement of the receivable/return, signing of necessary agreement/documents or any other formalities that may be required subject to approval of the Board where required. The Chief Executive Officer is also authorized to appoint any person of the Company as his/her attorney for any matter that he may deems appropriate.

By the order of the Board

Ahmad Bilal Zulfiqar
Company Secretary

08 April 2024
Lahore

Notes:

1. The share transfer Books of the Company will remain closed from 22 April 2024 to 29 April 2024 (both days inclusive). Transfers received in order at the office of our Share Registrar Corplink (Private) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore at the close of business on 21 April 2024 will be treated in time for the purposes of entitlement to the transferees.
2. 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. Instrument appointing Proxy must be deposited at the Head Office of the Company not less than 48 hours before the time of holding the meeting. Proxy form is available at the Company's website i.e., www.waves.net.pk However, in case of electronic attendance, the relevant procedure given in the precedent paragraph may be followed.
3. CDC Accounts Holders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan:

a. For attending the meeting:

- i. In case of individuals, the 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 authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or 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 appointment proxies:

- i. In case of individuals, the 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.
- ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC Numbers shall be mentioned on the form.
- iii. Attested copies of CNIC or Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his / her original CNIC or original Passport at the time of the meeting.
- v. 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 proxy form to the Company

4. Shareholders are requested to notify the Company's Share Registrar if there is any change in their registered postal addresses.
5. Voting Procedure for Special Business

Concerning the special business to be transacted at the AGM, it is hereby notified that pursuant to the requirements of Companies (Postal Ballot) Regulations, 2018 (the Postal Ballot Regulations), the members will be allowed to exercise their right to vote in accordance with the conditions mentioned in the said regulations. Accordingly, the Company shall provide its members with the following options for voting:

Electronic Voting:

- a. Detail of the E-Voting facility will be shared through email with those members of the Company who have valid cell numbers/e-mail addresses available in the Register of Members of the Company by the end of business on 21 April 2024 by Corplink (Private) Limited being the E-Voting service provider.
- b. The identity of the members intending to cast vote through E-Voting shall be authenticated through electronic signature or authentication for login.
- c. Members shall cast vote online from 26 April 2024 9.00 a.m. till 28 April 2024 at 05:00 p.m. Voting shall close on 28 April 2024 at 05:00 p.m. Once the vote on the resolution has been casted by a Member, he/she shall not be allowed to change it subsequently.

Voting through Postal Ballot:

- a. The Members may fill and sign the ballot paper, which for convenience of the members is annexed to this notice and the same is also available on the Company's website (www.waves.net.pk) for download
- b. Thereafter, the members must ensure that the duly filled and signed Ballot Paper along with a copy of the Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's Registered Office, 9-KM, Multan Road, Lahore, (WAVES Factory Premises) or email at cs@waves.net.pk, at least one day before the date of AGM i.e., on 28 April 2024 before 05:00 p.m. A postal ballot received after this time shall not be considered for voting. The signature on the Ballot Paper should match with the signature on the CNIC

Scrutinizer

In accordance with the Regulation 11 of the Regulations, the Board of the Company has appointed M/s Rizwan & Co, Chartered Accountants, a QCR rated audit firm, to act as the Scrutinizer of the Company for the special business to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations

6. The shareholders of the Company interested to participate in the general meeting through video link are requested to send their particulars (as given below) along with a valid copy of their CNIC (both sides)/passport, attested copy of the board resolution / power of attorney (in case of corporate shareholders) through email at cs@waves.net.pk (or through post/courier) with the subject similar to "Registration for AGM 31 December 2023 of WAVES" at least 48 hours before the holding of the general meeting. The original signed documents are required to be sent to the Company separately through courier or post, for record purposes.

Name of Shareholder	CNIC No.	Folio No.	Cell/WhatsApp No.	Email Address
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** Where applicable, please also give the above particulars of proxy-holder or nominee of shareholder*

7. 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 other than the city of the Meeting, to participate in the meeting through video conference at least 07 (seven) 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 Head Office address of the Company at least 07 (seven) days before the date of general meeting.

<p>I/We _____ of _____, being member(s) of Waves Corporation Limited holder of _____ Ordinary share(s) as per Register Folio No. _____ hereby opt for video conference facility at _____.</p>

8. The Company can transmit annual financial statements through email for which shareholders may provide their relevant information to Share Registrar or the Company Secretary by filling the Standard Request Form available on the Company's website. The shareholders can submit their request for minutes of the previous general meetings at the Registered Office of the Company.
9. The Annual Audited Financial Statements along with relevant Reports/Reviews shall be available at the Company's website at www.waves.net.pk. These accounts are also available for inspection during office hours at the registered office of the Company.
10. In compliance with the requirements of Section 72 of the Companies Act, 2017 every existing listed company shall be required to replace his/her physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four years from the commencement of the Companies Act, 2017. Members having physical share certificates are requested to convert their shares from the physical form into book entry form as early as possible. It would facilitate the Members in many ways including safe custody of shares, no loss of shares, avoidance of formalities required for issuance of duplicate shares, and readily available for sale and purchase in open market at better rates.
11. The Company will electronically transmit the Annual Accounts 2023 including proxy form through email to Shareholders whose email addresses are available with the Company's Share Registrar based on the consent. In those cases, where email addresses are not available with the Company's Share Registrar, printed notices of AGM along with the weblink and QR enabled code to download the said Annual Report have been dispatched. However, the Company will provide hard copies of the Annual Report to any member on their demand, at their registered address, free of cost, within one week of receiving such request.
12. For any query / clarification / information, the shareholders may contact the Company at email cs@waves.net.pk and/or the Share Registrar of the Company at email akbar@corplink.com.pk.

Statement of Material Facts in respect of the Special Businesses

Agenda Item No. 3 – Approval of Related Party Transactions during the Financial Year ended 31 December 2023 and to authorize the Board to approve Related Party Transactions during the Financial Year ended 31 December 2024

The Company has undertaken related party transactions with the following entities which includes holding and associated companies/undertakings as the case may be.

- a. Waves Home Appliances Limited (WAVESAPP), a wholly owned subsidiary
- b. Waves Marketplace Limited (WMPL), a wholly owned subsidiary
- c. Waves Builders & Developers (Private) Limited (WBDL), a wholly owned subsidiary
- d. Employee's Provident Fund / Employees' Pension Fund / Employees' Gratuity Fund

All the transactions with related parties during financial year are entered into by the Company in the ordinary course of business and at arm's length basis, under the policy of the Company for related party transactions. All transactions entered into with related parties require the approval and recommendation of the Audit Committee of the Board. Upon recommendation of the Audit Committee, such transactions are placed before the Board of Directors for approval.

All transactions with the related parties are disclosed in the relevant note of the audited financial statements for the year ended 31 December 2023. The transactions with WAVESAPP may include transactions which are arising out of the implementation process of the Scheme and results in inter-company balances appearing in the financial statements, till such time the implementation process pursuant to the Scheme is fully complete. The nature of these relationships is also disclosed in the relevant note.

The Company shall be conducting transactions with the related parties during the year ending 31 December 2024 in the ordinary course of business and at arm's length basis under the policy of the Company for related party transactions. All transactions entered into with related parties require the approval of the Audit Committee of the Board. Upon recommendation of the Audit Committee, such transactions shall be placed before the Board of Directors for approval.

The transactions with WAVESAPP may include transactions which are arising out of the implementation process of the Scheme and results in inter-company balances appearing in the financial statements, till such time the implementation process pursuant to the Scheme is fully complete.

In order to promote transparent business practices, the shareholders are recommended to authorize the Board of Directors of the Company to approve transactions with the related parties from time-to-time on case-to-case basis for the year ending 31 December 2024, which transactions shall be deemed to be approved by the shareholders. These transactions shall be placed before the shareholders in the next AGM for their formal ratification/approval. The Directors are interested in the resolutions only to the extent of their common directorship in such related parties.

Agenda Item No. 4 – Approval to extend the tenure of receivable of PKR 2.0 billion from Waves Home Appliances Limited (WAVESAPP) a subsidiary of the Company, which was approved by way of Scheme of Arrangement for demerger of home appliances business from the Company with and into WAVESAPP

Waves Home Appliances Limited (formerly Samin Textiles Limited) was incorporated in Pakistan on 27 November, 1989 as a public limited company under the Companies Ordinance, 1984 (now Companies Act, 2017). The registered office of the Company is located at Multan Road, Lahore. WAVESAPP is listed on Pakistan Stock Exchange. The principal business of the Company includes manufacturing, assembly and wholesale of domestic consumer appliances and other light engineering products. WAVESAPP is operating a nationwide set-up of warehouses in cities such as Karachi, Lahore, Gujranwala, Peshawar, Multan, etc., a network of around 1,500 + dealers, approx. 16 after-sales --service centers and 509 service workshops spread nationwide. The Company's sales infrastructure is comparable to any other leading Home Appliance Company operating within Pakistan.

In the year 2022 the honorable Lahore High Court, Lahore sanctioned the Scheme of Arrangement by and between WAVES and WAVESAPP wherein home appliances business was carved out into WAVESAPP, while retaining the retail and real estate business. This was to provide several benefits including unique identities of individual companies, more focused business, customer base, supervision and controlling the business/direction of WAVESAPP, while the management of WAVESAPP can operate and manage the business of WAVESAPP on a regular day-to-day basis. Accordingly, 199,724,956 ordinary shares were issued to WAVES by WAVESAPP out of the total issue of 256,006,196 ordinary shares pursuant to the Scheme, which resulted in becoming WAVESAPP as a subsidiary of the Company. In addition, as a Settlement Consideration WAVESAPP also issued 56,281,240 shares of WAVESAPP to the shareholders of WAVES. The balance of PKR 2 billion was to be settled within two (02) years of the Sanction of the Scheme (i.e. 27 May 2022). No profit/mark-up shall accrue on such outstanding amount if the said amounts is settled within two (02) years of the sanction of the Scheme. In case the receivable of PKR 2 billion is not settled after a period of 2-years, then such amount outstanding shall be subject to a quarterly minimum markup prescribed as per applicable law. For further details please refer the paragraphs at the start of the Notes to the Annual Financial Statements of WAVESAPP and also Scheme which is also available on PSX's website and can be inspected along with other documents of the Company.

The carving out of Appliances business from the Company was initiated and informed to PSX/Shareholders, was with the strategic objectives to bring more focus on growth of Appliances business and to enter into a Strategic Alliances/JV with a global player in the Appliances Business. This was followed by the Scheme of Demerger as stated above.

In the year 2022, the world observed multitude of events that slowed down the economy such as increase in the geopolitical tensions on account of Russia-Ukraine conflict, intensifying of climate change impacts, energy crises and supply chain disruptions. These articulated the most difficult set of global challenges impacting Pakistan by soaring food and fuel prices, leading to highest inflation since past decades which was further intensified by high interest rates to curb inflation. The unparalleled floods and delays in IMF agreement only added further challenges.

During the same year, the policy changes by the Government of Pakistan in restricting import of materials/components by the home appliances industry, the L/C opening process by the commercial banks went slow. Consequently, dependence on foreign sources of materials continued to be challenging, therefore, WAVESAPP had to make arrangements for achieving major import substitution in order to ensure uninterrupted continuity of operations. In these circumstances market sizes of domestic appliances did not reach the expected levels. It also deferred the planned capital expenditure. Accordingly, WAVESAPP substantially switched to local source of materials, which ensured less dependence on imports and inhouse development of certain imported components through WAVESAPP vendors.

In the subsequent year 2023 also, the economic activity in major advanced economies remained challenging, mainly due to the continuation of monetary tightening measures. Inflation has fallen in some economies due to lower energy prices, but food and services prices continue to rise, contributing to persistent high inflation. Monetary tightening measures were and are still in place (even in Pakistan). Similarly, the emerging market economies also faced challenges from the tough global financial conditions such as higher debt servicing costs, capital outflows, and reduced credit availability from foreign lenders. Moreover, rising geopolitical tensions and concerns about supply chain security prompted several countries to implement trade and investment restrictions. Increasingly restrictive trade policies risk curtailing the gains from global trade and harming the development prospects of low-income countries. All these factors contributed to impact the bottom line of WAVESAPP, resulting in seeking extension in settlement/recovery of PKR 2 billion by WAVES.

Now the election process has been completed and the new government is slowly making positive impact in the economy, which is also evident from the rising stock market index. As per Government of Pakistan, the Economic instability is fading, with revival efforts aimed at boosting the activity across sectors. The real sector is experiencing notable growth, leading to a positive market response and signs of recovery. The PKR has stabilized to some extent and the PSX has shown sustained performance improvements, reflecting a conducive environment for the economic activity. Though the pace of overall expansion is slow, but improvements in major economic indicators signifying an optimistic GDP outlook in FY2024. It is expected that this trend will continue.

Amid all the challenging economic conditions it yet opened up new avenues of growth and opportunities for WAVESAPP, which remains committed to growth and expansion with a vision to contribute to Pakistan's GDP. Going forward as the economy strengthens the outstanding amount from WAVESAPP shall be settled/recovered. For this a timeline of 02 year is suggested (till 27 May 2026) by the Board for renewing/extending settlement/recovery of PKR 2.0 billion from WAVESAPP. Though the sanctioned Scheme of Arrangement between WAVES and WAVESAPP provides power to the Board of Directors of both companies to determine the profit/markup after 02 years from the sanction of the Scheme on the outstanding amount and does not require any shareholders approval for extension of receivable. However, the Board under the best corporate governance practices, felt prudent to take the matter to the shareholders of the Company for formal approval for extending the tenure of receivable, in order to support WAVESAPP.

The Board of Directors of the Company is also considering various options/mechanism and is in discussion with the Board of Directors of WAVESAPP to fully settle this outstanding receivable, since it is created out of a Scheme of Arrangement. Till such time this receivable is not converted into equity or an alternative mode is not finalized for settlement, this receivable shall carry markup which will not be less than the borrowing cost of WAVES, subject to any intercompany payable adjustment. Any un-settled amount (if any) may be settled/recovered by way of addition in the total outstanding receivable. The Board of Directors of the Company is authorized to determine mechanism for settlement of receivable/return from WAVESAPP in a manner as it may deem appropriate and subject to negotiation/discussion with the Board of WAVESAPP.

The Board of Directors of WAVES (subject to negotiation/discussion) with the Board of Directors of WAVESAPP will sign an agreement in writing and such agreement shall inter-alia will include the terms and conditions specifying the nature, purpose, period of the loan, rate of return, fees or commission, repayment schedule for principal and return, penalty clause in case of default or late repayments and security, if any, for the loan subject to the approval of the members in the general meeting.

The Board certifies that it has conducted that this extension/renewal of the receivable of PKR 2.0 billion is made after the due-diligence and financial health of WAVESAPP and it has ability to settle/repay the loan as per the agreement to be entered into between both the parties. The projected business plan including financial projections are available for inspection for the members.

The Board has authorized the Chief Executive Officer to undertake all necessary corporate and regulatory formalities which may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential in order as and when required including negotiating mechanism of settlement of the receivable/return, signing of necessary agreement/documents or any other formalities that may be required subject to approval of the Board where required.

The Chief Executive Officer is also authorized to appoint any person of the Company as his/her attorney for any matter that he may deems appropriate.

Information in respect of the Associated Company to extend / renew the receivable of PKR 2.0 billion for which approval from members / shareholders is sorted.

General Disclosure

1. The name of the Associated Company is Waves Home Appliances Limited (WAVESAPP)
2. The basis of relationship is holding of 74.5% shareholding of WAVES in WAVESAPP
3. The Earning Per share of WAVESAPP is, FY21 is PKR 0.20 per share, FY22: 0.05, FY23: 0.58. The results of FY21 comprise of only four months operations after the effective date of demerger of appliances business through the sanctioned scheme of arrangement. The detailed financials are also available on the Company's website www.waves.net.pk
4. Breakup value per share as of 31 December 2023 is PKR 29.6 per share
5. Financial position as per latest audited accounts as of 31 December 2023 is given hereunder:

Financial Position	PKR Mn	Financial Performance	PKR Mn
Share Capital	2,678	Gross Revenue	5,061
Equity	7,654	Net Revenue	4,176
Non-Current Liabilities	3,091	Gross Profit	1,037
Current Liabilities	6,551	Operating Profit	514
Non-Current Assets	10,483	Profit Before Taxation	141
Current Assets	6,813	Profit After Taxation	155

6. The investment approval is not related to a new project, but is related to the renewal/extension of an already approved investment (receivable) which was created by way of sanction of Schem3 of Arrangement by the honorable Lahore High Court, Lahore

Additional Disclosure

1. The maximum amount of investment is renewal of receivable of PKR 2.0 billion. However, in case that in case any return on receivable is outstanding at the end of the year during the extended/renewed tenure of investment, then such outstanding return shall be added in PKR 2.0 billion and the remaining markup shall be calculated on the revised amount of receivable. For this purposes approval is granted to enhance the existing amount of outstanding receivable of PKR 2.0 billion to upto PKR 3.0 billion (which is the maximum limit).
2. The purpose of this renewal/extension of receivable for a period of 02 years is to be provide support to the WAVESAPP in terms of its operations and achieve its long-term business objectives. The business of WAVESAPP was original managed and operated by WAVES, which after the operations of the Scheme has been transferred to WAVESAPP, which is fully managed and controlled by WAVES. The receivable arising is on account of the implementation of the Scheme, whereas the return/profit is being charged. Around 85% of the shareholding of WAVESAPP is held by WAVES and its Sponsors, with WAVES itself holding around 74.5% shareholding. Moreover, shareholding from the public substantially is the same who are also the shareholders of WAVES. By providing the support to WAVESAPP, it will benefit WAVES and its shareholders as improvement in the financial performance of WAVESAPP will translate into returns/dividends available for WAVES and its shareholders. Additionally, the profit/markup received during the tenure of investment will also add to the bottom line of WAVES and its shareholders.
3. As explained in the previous paragraphs, the receivable of PKR 2.0 billion from WAVESAPP is arising pursuant to the Scheme of Arrangement by and between WAVES and WAVESAPP sanctioned by the honorable Lahore High Court, Lahore. There has been no direct cash funding made to WAVESAPP.

4. Upon approval granted by the shareholders, the Board of Directors of the Company and WAVESAPP will mutually decide upon the mechanism of settlement of receivable/return. However, the maximum amount of approval from the shareholders is required of PKR 3.0 billion which includes PKR 1.0 billion limit for any such amount of return/profit outstanding at the end of year, which then will be added up in the PKR 2.0 billion. The next calculation of return/profit shall be based on the incremental amount of receivable. The salient features of the agreement will include items related to nature, purpose, period of the loan, rate of return, fees or commission, repayment schedule for principal and return, penalty clause in case of default or late repayments and security, if any. Information on all such items is already given in this notice of general meeting. Though there will be no requirement of the security as WAVESAPP is a subsidiary company and is managed by WAVES. A draft copy of the agreement containing the subject terms is placed for inspection for the members of the Company.
5. The Company has only one class of members. The effect of resolutions on the interests of directors of the Company does not differ from the effect of interest of other members except stated herein and the Directors are interested in the resolution only to the extent of their common directorship in such related parties and that the directors of the Company and the related parties performing full time executive functions are also interested to the extent of remunerations, benefits and allowances as per the respective policies of the Company and the related parties, therefore may be regarded as interested to that extent in the resolutions.
6. As explained in previous paragraphs that the investment has already been made pursuant to the sanctioned Scheme of Arrangement from the honorable Lahore High Court, Lahore. The financial performance of WAVESAPP is given in this notice, whereas the detailed accounts can also be reviewed on the PSX and the Company's website. The Gross Sales of WAVESAPP are at PKR 5.06 billion whereas the Gross Margin is PKR 1.03 billion. The net profit is PKR 0.155 billion. The breakup value of WAVESAPP is 28.6 per share. An impairment test has been conducted (as part of the due diligence) which shows that the investment is not impaired. WAVESAPP profit after tax has substantially increased as compared to the previous year. The brand name of WAVESAPP "Naam Hi Kaafi Hai" has a good brand recall and brand recognition in the market. It has key business relationships with well reputed companies such as Coca Cola, Pepsi, KNN, Gourmet etc. As the economic environment improves, it is envisaged that the financial and operating performance of WAVESAPP will improve. WAVESAPP is also in the process of completing its state-of-the-art new factor premises which will provide better operating capacity, large volumes, cost-optimization and profitability.

Despite facing challenges WAVESAPP has shown strong survival against the economic headwinds and it is expected to improve its results provided adequate financial and operational support is available including support from its holding company, WAVES

7. The members have been provided all the related information on best judgement basis, however, even still if member intends to inquire or require any clarification on any item related to the special business, they may freely contact the Company Secretary at cs@waves.net.pk

Specific Disclosure

1. The category of this investment can be categorized as receivable from WAVESAPP which may be named/considered as loan as profit/return is to be charged, being an associated company (a subsidiary of the Company)
2. The average borrowing cost of the Company is 3-months Karachi Inter Bank Offered Rate (KIBOR) plus risk premium ranging from 0.7% to 1.5%.
3. The Company will charge 0.1% over and above the average borrowing cost charged to WAVESAPP on outstanding balances or KIBOR for the relevant period, which ever higher.
4. No collateral is required since WAVESAPP is a subsidiary company
5. The receivable does not carry any conversion features. The Board is evaluating the options of settlement/recovery of all outstanding amount through various means. In case any particular option seems lucrative and requires and change in terms and condition then the matter shall be placed before the shareholders for consideration and approval. However, these option analysis does not have any impact on the current approval that is sorted from the shareholders of the Company through this general meeting notice.
6. The principal amount of receivable (loan) of PKR 2.0 billion is unsecured with a tenure of 02 years. Return/Profit shall be charged quarterly at least at the rate of average borrowing cost of the Company, which shall be settled/recovered quarterly. The principal shall become due after a period of 02 years however, early payments can be made. The return/profit shall be calculated by taking into consideration any outstanding payable due towards WAVESAPP. The resulting profit/return shall be settled/recovered accordingly.

In case if at the end of a year any profit/return is outstanding, then the same shall be added up in the principal of PKR 2.0 billion and the next profit/return shall be charged on the revised receivable (loan) amount. For this purpose, total investment limit is enhanced to PKR 3.0 billion.

The Scheme of Arrangement does not require any approval of shareholders/members once initial time of 02 years from 27 May 2022 has elapsed except that profit/return shall be charged not less than the borrowing cost of WAVES. However, practicing best corporate governance, this renewal/extension for two years is being obtained from the members/shareholders.

Interest of Directors

The Company has only one class of members. The effect of resolutions on the interests of directors of the Company does not differ from the effect of interest of other members except stated herein and the Directors are interested in the resolution only to the extent of their common directorship in such related parties and that the directors of the Company and the related parties performing full time executive functions are also interested to the extent of remunerations, benefits and allowances as per the respective policies of the Company and the related parties, therefore may be regarded as interested to that extent in the resolutions.

Material Information

All material information in respect of the special business including MOA/AOA, financial statements of the Company and its subsidiary/wholly-owned subsidiaries including interim financial statements if any, related party transactions and record, minutes of the previous general meetings, as the case may be, shareholding of directors of the Company and related parties along with their interest (if any), Scheme of Arrangement sanctioned by honorable Lahore High Court, Lahore, draft copy of the agreement between WAVES and WAVESAPP, financial projections of the Company and the WAVESAPP, statement of material facts and other necessary documents in respect of the notice of AGM are kept at the registered office of the Company and shall be available for inspection from the date of this notice till the conclusion of the AGM and also placed to the extent applicable on the Company's website www.waves.net.pk.

Shareholding of Directors

The shareholding of the Directors and Major Shareholders of WAVES and WAVESAPP can be reviewed in the Annual Financial Statements of the Company and WAVESAPP, which are available on the PSX's website and also on the website of the Company. These shareholdings are also kept for inspection of the members/shareholders.

Proxy Form

The Proxy Form is attached with the notice of Notice of Annual General Meeting.

Postal Ballot Form

The Postal Ballot Form is attached with the notice of Notice of Annual General Meeting.

WAVES CORPORATION LIMITED
FORM OF PROXY

The Company Secretary
Waves Corporation Limited
9 KM, Multan Road, Lahore

I/ We _____
of _____
being a member of **Waves Corporation Limited** hereby appoint
_____ of _____
or failing him _____
of _____
as my proxy in my absence to attend, speak and vote for me on my behalf at the Annual General Meeting of the Company to be held on Monday, 29 April 2024 at 12:30 a.m and at any adjournment thereof.
As witness my / our hand this _____ day of _____.

**Rs. 50/-
Revenue
Stamp**

Witness No.1

Name : _____
Address : _____
CNIC No.: _____

Signature of Member(s)

Witness No. 2

Name : _____
Address : _____
CNIC No.: _____

(Name in Block letters)

Folio No. _____

Participant ID No. _____

No. of shares _____

Account No. in CDC _____

Important

1. CDC Account Holders are requested to strictly follow the guidelines mentioned in the Notice of Meeting.
2. A Member entitled to attend a General Meeting is entitled to appoint a proxy to attend and vote instead of him/her.
3. Members are requested:
 - (a) To affix Revenue Stamp of Rs. 50/- at the place indicated above.
 - (b) To sign across the Revenue Stamp in the same style of signature as is registered with the Company.
 - (c) To write down their Folio Numbers.
4. This form of proxy, duly completed and signed across a Rs. 50/- revenue stamp, must be deposited/sent at the Company's Registered Office not less than 48 hours before the time for holding the meeting or may be sent through the email as given in this notice followed by courier/post to the Company's registered office.

ویوز کارپوریشن لمٹیڈ

پراکسی فارم

کمپنی سیکرٹری

ویوز کارپوریشن لمٹیڈ

9 کلومیٹر، ملتان روڈ، لاہور

میں اہم _____

ساکن _____

بحیثیت رکن ویوز کارپوریشن لمٹیڈ اور حامل _____ عام حصص برطانیق شیئرز رجسٹرڈ فیو نمبر _____

(بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر _____ پارٹیشنڈ (شرکت) آئی ڈی نمبر _____) (

بذریعہ ہذا

محترم/محترمہ _____ ساکن _____

جو کمپنی کا ممبر ہے برطانیق شیئرز رجسٹرڈ فیو نمبر _____

(بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر _____ پارٹیشنڈ (شرکت) آئی ڈی نمبر _____) (

یا اسکی غیر موجودگی میں محترم/محترمہ _____ ساکن _____

جو کمپنی کا ممبر ہے برطانیق شیئرز رجسٹرڈ فیو نمبر _____

(بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر _____ پارٹیشنڈ (شرکت) آئی ڈی نمبر _____) کو

مورخہ 29 اپریل 2024ء میں منعقد ہونے والے سالانہ اجلاس عام یا کسی متبادل دن جو بھی ہوگا میں رائے دہندگی کے لئے نمائندہ مقرر کرتا کرتی کرتے ہوں ہیں۔

دستخط..... آج بروز..... بتاریخ..... 2024ء

گواہ:

50 روپے کارسیدی ٹکٹ

چسپاں کریں

دستخط کمپنی کے ہاں رجسٹرڈ نمونہ دستخطوں کے

مطابق ہونے چاہئیں

۱- دستخط: _____ ۲- دستخط: _____

نام: _____ نام: _____

پتہ: _____ پتہ: _____

شناختی کارڈ نمبر: _____

اہم ترین

1. CDC اکاؤنٹ ہولڈرز سے درخواست کی جاتی ہے کہ وہ میٹنگ کے نوٹس میں بیان کردہ رہنما خطوط پر سختی سے عمل کریں۔

2. جنرل میٹنگ میں شرکت کا حقدار رکن اس کے بجائے شرکت کرنے اور ووٹ دینے کے لیے ایک پراکسی مقرر کرنے کا حقدار ہے۔

3. اراکین سے درخواست کی جاتی ہے:

(a) اوپر بتائی گئی جگہ پر -/50 روپے کارپوریٹیشن چسپاں کرنا۔

(b) کارپوریٹیشن پر دستخط کے اسی انداز میں دستخط کرنا جس طرح کمپنی کے ساتھ رجسٹرڈ ہے۔

(c) ان کے فوٹیو نمبر لکھنا۔

4. پراکسی کا یہ فارم جس پر مکمل اور دستخط شدہ -/50 روپے کارپوریٹیشن، میٹنگ کے انعقاد کے وقت سے کم از کم 48 گھنٹے پہلے کمپنی کے رجسٹرڈ آفس میں جمع/بھیجا جانا چاہیے یا ای میل کے ذریعے بھیجا جاسکتا

ہے جیسا کہ اس نوٹس میں دیا گیا ہے اور اس کے بعد کمپنی کے رجسٹرڈ آفس کو کویریئر/پوسٹ کے ذریعے بھیجا جاسکتا ہے۔

WAVES CORPORATION LIMITED
BALLOT PAPER FOR VOTING THROUGH POST

For poll at the Annual General Meeting of Waves Corporation Limited (WAVES or the Company) to be held on Monday, 29 May 2023 at 12:30 p.m. at the Registered Office of the Company.

The designated email address for the Chairman at which the duly filled in ballot paper can be sent at cs@waves.net.pk

Name of shareholder/joint shareholders	
Registered Address	
Folio No. / CDC Participant / Investor ID with sub-account No	
Number of shares held (shall be taken as of book closure in notice)	
CNIC, NICOP/Passport No. (for foreigner) (Copy to be attached)	
Additional Information ((In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory:	
CNIC, NICOP/Passport No. (In case of foreigner) of Authorized Signatory - (Copy to be attached)	

Special Business: Resolution 3

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 relevant box below or may write "Approve" or "Disapprove"

"Resolved that the transactions carried out by the Company with Waves Home Appliances Limited, Waves Marketplace Limited, Waves Builders and Developers (Private) Limited and Employees' Pension/Gratuity/Provident Fund (as the case may be), during the financial year 31 December 2023 as given in the related party note of the Annual Audited Financial Statements of the Company for the year ended 31 December 2023, be and hereby are approved."

"Resolved further that the Board of Directors of the Company is authorized to approve all related party transactions to be carried out on case-to-case basis during the financial year 31 December 2024. These transactions shall be deemed to be approved by the shareholders and shall be placed before the shareholders in the next AGM for their formal ratification/approval"

No.	Resolution Information	I/We approve Resolution	I/We disapprove the Resolution
1	Special Business: Resolution 3	For:	Against:

Signature of Shareholder

Number of Shares Held

Place and Date

Special Business: Resolution 4

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 relevant box below or may write "Approve" or "Disapprove"

"Resolved that the consent and approval be and is hereby accorded to the Company to extend the tenure of receivable of PKR 2.0 billion from Waves Home Appliances Limited (WAVESAPP), a subsidiary of the Company, which was approved by way of Scheme of Arrangement for demerger of home appliances business from the Company to WAVESAPP, sanctioned by the honorable Lahore High Court, Lahore on 27 May 2022, on similar terms and conditions as given in the Scheme, for a period of further 02 (two) years, starting from the expiry of its existing term on 27 May 2024".

"Resolved further that the receivable of Rs. 2.0 billion shall be subject to such return which shall not be less than the borrowing cost of the Company. The Board of Directors of the Company is authorized to determine mechanism for settlement of receivable/return from WAVESAPP in a manner as it may deem appropriate and subject to negotiation/discussion with the Board of WAVESAPP."

"Resolved further that in case any return on receivable is outstanding at the end of the year during the extended/renewed tenure of investment, then such outstanding return shall be added in PKR 2.0 billion and the remaining markup shall be calculated on the revised amount of receivable. For this purposes approval is granted to enhance the existing amount of outstanding receivable of PKR 2.0 billion to upto PKR 3.0 billion (being the maximum limit).

"Resolved further that the Chief Executive Officer is authorized to undertake all necessary corporate and regulatory formalities which may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential in order as and when required including negotiating mechanism of settlement of the receivable/return, signing of necessary agreement/documents or any other formalities that may be required. The Chief Executive Officer is also authorized to appoint any person of the Company as his/her attorney for any matter that he may deems appropriate."

No.	Resolution Information	I/We approve Resolution	I/We disapprove the Resolution
1	Special Business: Resolution 4	For:	Against:

Signature of Shareholder

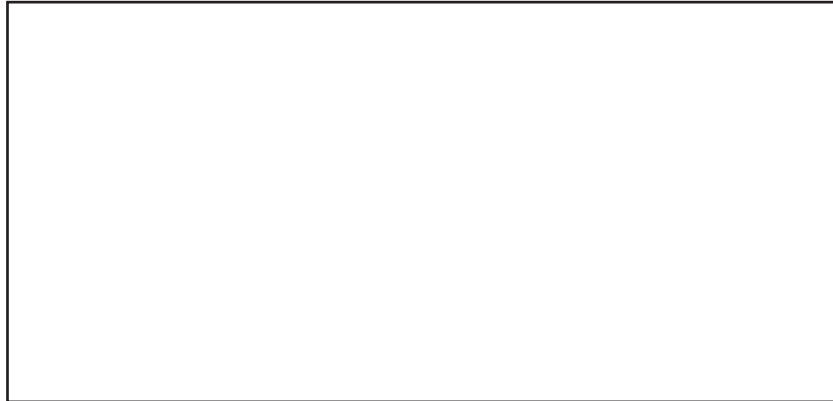
Number of Shares Held

Place and Date

Notes:

- Duly filled postal ballot should be sent to Chairman of the Company, at 9-KM, Multan Road, Lahore (Waves Factory Office) along with the copy of CNIC, NICOP / Passport (for foreigner). The form should reach 48 hours before the meeting. The Signature on the postal ballot should match with the signatures on the CNIC, NICOP / Passport.
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten, expired identification copy shall be rejected.

Printed Matter
Book Post / UPC



If Undelivered, Please Return To:
WAVES CORPORATION LIMITED
9 KM, Multan Road, Lahore.