



ENGRO CHEMICAL PAKISTAN LTD.

7th & 8th FLOORS, THE HARBOR FRONT BUILDING, HC # 3, MARINE DRIVE,
BLOCK-4, CLIFTON, KARACHI.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE Thirteenth Extraordinary General Meeting of Engro Chemical Pakistan Limited will be held at Marriott Hotel, Abdullah Haroon Road, Karachi on December 22, 2008 at 10.00 am. to transact the following business:

To consider, and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that the amended Rules of the Employee Share Option Scheme (ESOS) of the Company, placed in draft form before this meeting, be and are hereby approved”.

A statement under Section 160 of the Companies Ordinance, 1984 setting forth all material facts concerning the matters contained in the Notice which will be considered for adoption at the Meeting is annexed to this Notice of Meeting being sent to Members.

By Order of the Board
ANDALIB ALAVI

General Manager Legal
& Company Secretary

Karachi,
Dated: October 28, 2008.

N.B.

- (1) The share transfer books of the Company will be closed and no transfers of share will be accepted for registration from Monday, December 8, 2008 to Monday, December 22, 2008 (both days inclusive). Transfers received in order at the office of our Registrars, Messrs FAMCO ASSOCIATES (PVT.) LTD. (formerly Ferguson Associates (Pvt.) Ltd.), State Life Building No. 2-A, 4th Floor, Wallace Road, Off I.I. Chundrigar Road, Karachi-74000 by 5:00 p.m. on Saturday, December 6, 2008 will be treated as being in time to entitle the transferees to attend and vote at this Meeting.
- (2) A member entitled to attend and vote at this Meeting shall be entitled to appoint another person, as his/her proxy, to attend, speak and vote instead of him/her, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the Meeting, as are available to a member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the Meeting. A proxy need not be a member of the Company.