

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 43rd Annual General Meeting of **Highnoon Laboratories Limited** will be held on Thursday, 30th April, 2026, at 11:00 a.m. at the Company's Registered Office: 17.5 Kilometer, Multan Road, Lahore, and via video link facility to transact the following businesses:

ORDINARY BUSINESS

1. To confirm minutes of the last Annual General Meeting held on Tuesday, 29th April, 2025.
2. To receive, consider and adopt the Chairman's Review Report, Reports of Directors and Auditors together with the Standalone and Consolidated Audited Annual Financial Statements of the Company for the year ended 31st December, 2025.
3. To approve the payment of final cash dividend of Rs. 50 /- per share i.e. @ 500 % for the year ended 31st December, 2025, as recommended by the Board of Directors of the Company.
4. To appoint Company's auditors and to fix their remuneration. The members are hereby notified that the Board and the Audit Committee have recommended the re-appointment of BDO Ebrahim & Co. Chartered Accountants as auditors of the Company for the financial year ending 31st December, 2026.

SPECIAL BUSINESS

5. To consider, ratify and approve the transactions carried out with related parties during financial year ended 31st December 2025 and to authorize the Board of Directors to approve all the transactions with the related parties carried out or to be carried out during the financial year ending 31st December, 2026 and till the next Annual General Meeting and if thought fit, to pass, with or without modification, resolutions as Special Resolutions as proposed in the Statement of Material Facts.

"Resolved that, the related party transactions carried out by the Company during the financial year ended 31st December 2025 and as disclosed in Financial Statements for the Year ended 31st December, 2025 be and are hereby ratified and approved"

Further Resolved that, the Board of Directors of the Company be and is hereby authorize to undertake the transactions to be conducted with the Related Parties during the financial year ending on 31st December, 2026

and to take all necessary steps including but not limited to signing/executing any purchase order/document on behalf of the Company as may be required and to authorize any other officer of the Company to do so in order to implement this resolution.

Resolved further that these transactions shall be placed before the shareholders in the next annual general meeting for their ratification/approval."

OTHER BUSINESS

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

Attached to this Notice is a statement of material facts along with draft resolutions proposed to be passed as special resolutions in relation to the aforesaid special businesses, as required under Section 134(3) of the Companies Act, 2017.

By order of the Board

Baqar Hasan

Lahore

Senior General Counsel &
Company Secretary

09th April, 2026

Notes:

1. CLOSURE OF SHARE TRANSFER BOOKS:

The Share Transfer Books of the Company will remain closed from 23rd April, 2026 to 30th April, 2026 (both days inclusive). Transfers received in order at the office of our Share Registrar and Transfer Agent, Corplink (Pvt.) Limited, Wings Arcade, 1K Commercial, Model Town, Lahore by the close of business on 22nd April, 2026 will be treated in time to determine the entitlement and to attend, speak and vote at AGM.

2. PARTICIPATION IN THE ANNUAL GENERAL MEETING THROUGH VIDEO LINK FACILITY

The Securities and Exchange Commission of Pakistan, vide Circular No. 4 dated 15th February, 2021, and Circular No. 6 dated 3rd March, 2021, has directed listed companies to provide members with the facility to participate in the Annual General Meeting (AGM) via video link, in addition to permitting physical attendance.

Members or their proxy holders who wish to attend and participate in the AGM through video-link may do so

using smartphones, computers, tablets, or other electronic devices. Members or their proxy holders intending to attend the AGM through video-link are requested to register by sending an email or WhatsApp message to the address/number provided below at least forty-eight (48) hours prior to the time of the AGM and provide the information as stated in the below-mentioned form within the same timeframe.

For appointing the proxies

- 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.
- Proxy form shall be witnessed by two persons whose

Sr. No	Folio/CDC Account No.	Name of the Shareholder	CNIC No.	No. of Shares	Mobile No	Email Address

Signature of Member

WhatsApp	Email
0344-4445334	investor.relations@highnoon.com.pk

Upon receipt of requests, the video-link login credentials will be shared with the interested Members on their email addresses or WhatsApp messages. The members can send their comments/ suggestions related to the agenda items of the meeting through the above-mentioned means

names, addresses and CNIC Numbers shall be mentioned on the Form.

3. ATTENDING THE AGM AND APPOINTMENT OF PROXIES

For Attending the Meeting

- 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 CNIC or original passport at the time of attending the meeting.
- Members registered on Central Depository Company (CDC) are also requested to bring their particulars, ID Number and account number in Central Depository System (CDS).
- In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature shall be submitted along with proxy Form to the Company.

- Attested copies of CNIC or Passport of the beneficial owners and the proxy shall be furnished with the Proxy Form.
- The Proxy shall produce his/her original CNIC or original passport at the time of meeting.

A member entitled to attend and vote at this meeting may appoint another member or any person as a proxy to attend and vote on their behalf. The instrument of proxy must be received at the Registered Office of the Company, **17.5 K.M. Multan Road, Lahore**, not less than **48 hours** before the time of holding the meeting. Members are advised to promptly intimate any change in their address to our Share Registrar and Transfer Agent, **Corplink (Pvt.) Limited**. The proxy form may be downloaded and printed from the Company's website.

4. WITHHOLDING TAX ON DIVIDEND

The Federal Board of Revenue (FBR) has provided the Active Taxpayer List ("ATL") for the purpose of identifying the filer/non-filer status of Members based on their NTN/CNIC numbers. In the absence of a valid NTN/CNIC number with the Share Registrar and Transfer Agent of the Company, it will not be possible to determine the shareholder's status, and such Members will be treated as 'Non-Filers', with the applicable higher tax rate being imposed. Furthermore, joint Members are requested to communicate their respective percentage of shareholding to the Share Registrar and Transfer

CDC Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular 01 dated 26th January, 2000, issued by the Securities and Exchange Commission of Pakistan.

Agent of the Company, **Corplink (Pvt.) Limited**, so that the withholding tax applicable to each joint shareholder can be accurately calculated based on their filer/non-filer status. Please note that if such information is not provided, each joint shareholder will be assumed to hold an equal proportion of shares, and the tax deduction will be made accordingly.

Members shall cast vote online from 27th April, 2026 as on 9:00 a.m. till 29th April, 2026 5:00 p.m. Voting shall close on 29th April, 2026, at 5:00 p.m. Once the vote on the resolution has been casted by a Member, he/she shall not be allowed to change it subsequently.

CDC Account No./ Folio No	Name of Principal Shareholder/Joint Holders	Shareholding Proportion	CNIC No. (copy attached)	Signature

5. ELECTRONIC DIVIDEND MANDATE AND CNIC

In compliance with S.R.O. 1145(I)/2017 issued by the Securities and Exchange Commission of Pakistan (SECP) and Section 242 of the Companies Act, 2017, it is mandatory that all cash dividends be paid electronically by directly crediting the dividend amount into the shareholder's designated bank account. Members who have not yet provided their bank account details are once again requested to submit the Name of the Bank, Branch Name and Address, Title of Account, and IBAN Number, along with a valid copy of their CNIC. CDC members are requested to ensure that their bank account details are updated with their respective participants, while physical Members should send their details to the Company or our Share Registrar and Transfer Agent, Corplink (Pvt.) Ltd, mentioning the Company name and Folio Number.

6. ELECTRONIC VOTING

In accordance with the Companies (Postal Ballot) Regulation, 2018, (the "Regulations") the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all businesses classified as special business under the Companies Act, 2017 in the manner and subject to conditions contained in the Regulations.

Detail of E-Voting facility will be shared through e-mail 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 22nd April, 2026** by **Corplink (Private) Limited** being the e voting service provider.

Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

7. PROCEDURE FOR VOTING THROUGH POSTAL BALLOT

In terms of SECP's Notification No. 451(I)/2025 dated 13th March, 2025 the members of the Company can only cast their votes through postal ballot (by post or through e-voting) in respect of all Special Business. Accordingly, the members shall be provided with e-voting and postal ballot facilities for casting their votes in respect of Special Business in the manner and subject to the conditions contained in the Companies (Postal Ballot) Regulations, 2018

Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website <https://highnoon-labs.com/downloads/other-information> to download.

The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registered address 17.5 km Multan Road, Lahore or email at investor.relations@highnoon.com.pk one day before the AGM, i.e., on 29th April, 2026, before 5:00 p.m. A postal ballot received after this time / date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.

8. CONSENT FOR VIDEO CONFERENCING FACILITY

According to Section 132(2) of the Companies Act 2017, 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 7 days before the date of the meeting, the Company will arrange video

conference facility in that city subject to availability of such facility in that city.

9. CIRCULATION OF ANNUAL AUDITED FINANCIAL STATEMENTS AND NOTICE OF AGM TO MEMBERS

In accordance with Section 223 of the Companies Act, 2017 and pursuant to the SECP's Notification No. SRO 389 (1)/2023 dated 21st March, 2023, the Company has obtained Members' approval in the Annual General Meeting held on 29th April, 2024, to circulate its Annual Report to the Members through QR enabled code and weblink instead of transmitting the same through CD/DVD/USB.

Further, in accordance with SECP Notification No. S.R.O. 452(I)/2025 dated 17th March, 2025, the Company shall circulate the notice of general meeting to members through electronic mail, in addition to the annual audited financial statements, where the member has provided a valid email address to the Company, irrespective of whether specific consent has been obtained for receipt of such notice electronically.

Members are encouraged to ensure that their email addresses and other contact particulars are duly updated. Members holding physical shares are requested to submit their email addresses to the Share Registrar and Transfer Agent of the Company, i.e., Corplink (Pvt.) Limited. In case the shares are held in electronic form, the relevant information must be provided directly to their respective Stock Brokers or to the Central Depository Company (CDC), as applicable.

The Annual Report for the financial year ended on 31th, December, 2025, is available through QR enabled code as given hereunder:



QR code for Annual Report

Annual Report shall also be circulated to the members through their emails as maintained with the Company. However, if a member requires hard copy of the Annual Audited Financial Statements, the same can be obtained, free of cost, within one week of the request. In this regard, a Standard Request Form has been placed on website of the Company, i.e <https://highnoon-labs.com/downloads/other-information>

The Members may send the Standard Request Form to the Company Secretary / Share Registrar and Transfer Agent who will provide the hard copy of the Annual Audited Financial Statements.

Annual Report 2025 including Notice of AGM, and the Annual Audited Financial Statements, Reports has been placed on the website of the Company. <https://highnoon-labs.com/downloads/annual-report>

10. CODE OF CONDUCT FOR SHAREHOLDERS IN GENERAL MEETING:

Section 215 of the Companies Act, 2017 and Regulation 55 of the Companies Regulations 2024 "Conduct of Shareholders at Meetings" state as follows:

- i. shall not bring such material that may cause threat to participants or premises where meeting is being held;
- ii. shall confine themselves to the agenda items covered in the notice of meeting;
- iii. shall keep comments and discussion restricted to the affairs of the company; and
- iv. shall not conduct in a manner to disclose any political affiliation or offend religious susceptibility of other members.

11. PROHIBITION ON DISTRIBUTION OF GIFTS AT GENERAL MEETINGS

Pursuant to Section 185 of the Companies Act, 2017, and the directive issued by the SECP vide S.R.O. 452(I)/2025 dated 17th March, 2025, the distribution of gifts, cash, coupons, vouchers, or any other form of incentives at the Annual General Meeting is strictly prohibited.

12. UNCLAIMED DIVIDENDS AND SHARE CERTIFICATES:

Members, who have not yet claimed their cash dividend warrants including right/bonus share certificates either kept with themselves or have been returned as undelivered to the Share Registrar and Transfer Agent of the Company, are requested to make a claim for such unpaid/unclaimed dividends and right/bonus share certificates. In this regard, the Company had already sent notices to the Members at their registered addresses and also published notices in the newspapers having nationwide circulation, requesting them to submit their claims. In the absence of such claims, the Company will proceed to comply with regulatory requirements.

13. PROVISION OF EMAIL ADDRESS AND MOBILE NUMBER:

In addition to the above, the Financial Statements shall also be circulated to the Members through their emails, as maintained with the Company. Similarly, the Companies (Postal Ballot) Regulations, 2018 also requires that the Company shall maintain the record of email address and mobile number of Members for casting vote, in a secured manner, through e-voting. Therefore, in order to meet above-mentioned regulatory requirements, the Members are requested, if not provided earlier, to submit their email addresses and mobile numbers to the Share Registrar and Transfer Agent of the Company i.e. **Corplink (Pvt.) Ltd**, in case of physical shares. However, in case the shares are held in electronic form, the said information must be provided directly to the Stock Brokers or the CDC.

14. CONVERSION OF PHYSICAL SHARES INTO BOOK-ENTRY FORM:

SECP through its letter No. CSD/ED/Misc/2016-639-640, dated 26th March, 2021 has advised the listed companies to adhere with the provisions of the Section 72 of the Companies Act, 2017 requiring all the existing companies to replace shares issued by them in Physical Form with shares issued in the Book-Entry Form in a manner as may be specified by the SECP. Therefore, the Members having physical shareholding are requested to open Investor Account directly with CDC or CDC sub-account with any of CDS Participant to replace their physical shares into book-entry form. Such conversion of shares will facilitate the Members in many ways including safe custody of shares; no loss, damage or theft of shares; avoidance of formalities required for the issuance of duplicate shares/transmission of shares to legal heirs; no stamp duty required for issuance of duplicate shares and transfer of shares; swift credit of bonus and right issue in electronic form and readily available for sale, purchase or transfer in open market. Therefore, it is in the best interest of the Members that they may contact the Share Registrar and Transfer Agent of the Company **Corplink (Private) Limited** for the conversion of Physical shares into Book-Entry Form.