

Ref No. 1699 KSE

September 11, 2015

The General Manager
Karachi Stock Exchange Limited
Karachi.**Fax No. 111-573-329**The General Manager
Lahore Stock Exchange Limited
Lahore**Fax No. (042) 3636-8485**The General Manager
Islamabad Stock Exchange Limited
Islamabad**Fax No. (051)111-473-329**

Dear Sir,

Notice of AGM for the year ended June 30, 2015

Please find enclosed copies of the Notice of Annual General Meeting scheduled to be held on Monday, October 05, 2015 at 10.30 am at Zaver Hall, Pearl Continental Hotel, Karachi.

The Notice has been published in the newspapers, namely, the Business Recorder (English) and Jang (Urdu), Karachi today, September 11, 2015.

You may please inform your members.

Kind regards,

Abdul Nasir
Chief Financial Officer

cc: The Director Enforcement, SECP, Govt. of Pakistan, NIC Building, Jinnah Avenue, Islamabad.

NOTICE OF THE 24th ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the 24th Annual General Meeting of the Company will be held on Monday, October 05, 2015 at 10:30 am at Zaver Hall, Pearl Continental Hotel, Karachi to transact the following business:

ORDINARY BUSINESS:

1. To confirm the Minutes of the 23rd Annual General Meeting of the Company held on October 14, 2014
2. To receive and adopt the Audited Accounts of the Company for the year ended June 30, 2015 together with the Directors & Auditors Reports thereon
3. To approve and declare the final dividend of Rs. 5.50 (55%) per share as recommended by the Board of Directors and Rs. 4.00 (40%) per share interim dividend already announced and paid on April 7, 2015 making a total dividend of Rs. 9.50 (95%) per share for the year ended June 30, 2015.
4. To appoint Auditors and to fix their remuneration.
5. To elect twelve (12) Directors in accordance with the provisions of Section 178 of the Companies Ordinance 1984 for a term of three years commencing from the date of holding of AGM i.e. October 05, 2015.

The following Directors of the Company will cease to hold office upon the election of a new Board of Directors:

- (1) Mr. Hussain Dawood
- (2) Syed Muhammad Ali
- (3) Mr. Iqbal Ahmed
- (4) Mr. Abdul Samad Dawood
- (5) Mr. Shabbir H. Hashmi
- (6) Mr. Qasim Javed
- (7) Mr. Ajaz A. Khan
- (8) Mr. Ruhail Mohammed
- (9) Mr. Ali Munir
- (10) Mr. Shahid Pracha
- (11) Mr. Inam ur Rahman
- (12) Mr. Khalid S. Subhani

As fixed by the Board of Directors at its August 20, 2015 meeting, the number of Directors to be elected will be twelve (12).

SPECIAL BUSINESS:

To consider and if deemed fit, approve investment in Sindh Engro Coal Mining Company Limited (SECMC) of US\$ 20 million (including PKR 240 million already invested); arrange and provide standby letter of credit for an amount of up to US\$ 20 million less the amount already invested; and Bank Guarantee to the lenders of SECMC to cover for the cost overrun of up to US\$ 4 million till the completion and commissioning of the project to the satisfaction of the lenders of SECMC.

SPECIAL RESOLUTIONS:

The following resolution needs to be approved by the members:

RESOLVED THAT the approval of the members of the Company be and is hereby accorded in terms of Section 208 of the Companies Ordinance 1984 for making investments, from time to time, of an amount not exceeding US\$ 20 million (or equivalent Pakistan Rupees) including PKR 240 million already invested) in Sindh Engro Coal Mining Company Limited by way of subscription of shares at the rate of Rs. 14.82 per share.

RESOLVED that for making equity investment in Sindh Engro Coal Mining Company Limited (SECMC) the Company is hereby authorised to arrange and provide standby letter of credit (SBLC) to cover for the equity investment of US\$ 20 million less the Rs. 240 million already invested in its capacity as a project sponsor to the satisfaction of the lenders of SECMC.

RESOLVED that in connection with the development of Thar Coal Project through investment in Sindh Engro Coal Mining Company Limited (SECMC) the Company is hereby authorised to arrange and provide bank guarantee(s) to cover for the cost overrun of up to US\$ 4 million in its capacity as a project sponsor till the completion and commissioning of the project to the satisfaction of the lenders of SECMC.

FURTHER RESOLVED THAT, Chief Executive Officer or Company Secretary, be and is hereby authorised to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.

August 20, 2015

Shamsul Islam
Company Secretary

Notes:

The Share Transfer Books of the Company will remain closed from September 21, 2015 to October 05, 2015 (both days included) and the final dividend will be paid to the shareholders whose names appear in the Register of Members on September 20, 2015.

- (i) A member entitled to attend and vote at the meeting may appoint a proxy in writing to attend the meeting and vote on the member's behalf. A Proxy need not be a member of the Company.
- (ii) duly completed forms of proxy must be deposited with the Company Secretary at the Head Office of the Company no later than 48 hours before the time appointed for the meeting.
- (iii) Every candidate for election as a Director, whether he is a retiring Director or otherwise shall file with the Company no later than fourteen (14) clear days before the date of Annual General Meeting a notice of his intention to offer himself for election as a Director along with the consent to serve as a Director in the prescribed Form 28, a detailed profile along with his/her relevant declarations as required under the Code of Corporate Governance to his appointment as Director of the Company.

(iv) He/She should also confirm that:

- i. He/She is not ineligible to become a Director of the Company under any applicable laws and regulations (including listing regulations of stock exchanges).
- ii. He/She is not serving as a Director in more than seven listed companies.
- iii. Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.
- (v) Shareholders (Non-CDC) are requested to promptly notify the Company's Registrar of any change in their addresses and submit, if applicable, the Non-deduction of Zakat Form CZ-50 with the Registrar of the Company M/s. FAMCO Associates (Pvt.) Ltd. 5-F, Next to Hotel Faran, Nursery, Block II, PECHS, Shahr-e-Faisal, Karachi. All the Shareholders holding their shares through the CDC are requested to please update their addresses and Zakat status with their Participants. This will assist in the prompt receipt of Dividend.
- (vi) Withholding tax exemption from dividend income shall only be allowed if copy of valid tax exemption certificate is made available at FAMCO Associates (Pvt.) Ltd. by the first day of Book Closure.
- (vii) As instructed by the Securities & Exchange Commission of Pakistan (SECP) vide their letter No. EMD/D-III/Misc/2009-1342 dated April 4, 2013 dividend warrants cannot be issued without insertion of CNIC Numbers, therefore, all shareholders holding physical shares and have not as yet despite various letters and notices, submitted photocopy of their valid Computerized National Identity Card are once again requested to send a photocopy of their valid CNIC along with the folio numbers to the Company's Share Registrar. No dividend will be payable unless the CNIC number is printed on the dividend warrants, therefore, please let us have your CNIC numbers, failing which we will not be responsible if we are not able to pay the dividends.
- (viii) To make the process of payment of cash dividend more efficient, SECP vide circular No. 8(4) SM/CDC 2008 dated April 5, 2013 have issued instructions so that the shareholders can get their dividend credited in their respective bank accounts

electronically without any delay. You may therefore authorize the Company to credit the dividend directly to your bank account for all future dividends declared by the Company. Accordingly, all non CDC shareholders are requested to send their bank account details in IBAN format to the Company's Registrar at the address given above. Shareholders who hold shares with Participant/Central Depository Company of Pakistan (CDC) accounts are advised to provide the mandate to the concerned Stock Broker / CDC.

The requisite form is available on our website www.hubpower.com

- (ix) Members can also avail video conference facility at Lahore and Islamabad. In this regard, please fill the following form and submit to registered address of the Company 10 days before holding of the Annual General Meeting.

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 10 days prior to date of meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access the facility.

I/We, _____ of _____ being a member of The Hub Power Company Limited holder of _____ Ordinary Shares as per Register Folio No. _____ hereby opt for video conference facility at _____

Signature of member

CDC account holders will further have to follow the undermentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

A For attending the Meeting:

- (i) In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations, shall authenticate his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- (ii) In case of a 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 appointing Proxies

- (i) In case of individuals, the account holder or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per the above requirement.
- (ii) Attested copies of valid CNIC or the passport of the beneficial owners and the Proxy shall be furnished with the Proxy Form.
- (iii) The proxy shall produce his original valid CNIC or original passport at the time of the meeting.
- (iv) In case of a 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.
- (v) Proxy form must be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the forms.

THE STATEMENT UNDER SECTION 160 (1) (B) OF THE COMPANIES ORDINANCE, 1984 PERTAINING TO THE "SPECIAL BUSINESS" IS BEING SENT TO THE MEMBERS ALONG WITH THE NOTICE OF THE MEETING.

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