



asiaINSURANCE
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company Ltd.

Asia House: 19 C/D, L Block Gulberg-III, Main Ferozpur Road, Lahore. Ph:042-35865574-78 Fax: 042-35865579
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NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the shareholders of the Company M/S Asia Insurance Company Limited will be held on Saturday, January 9, 2021 at 11:am at Asia House, 19 C/D, Block L, Gulberg III, Lahore, to transact the following business:-

1. To confirm the minutes of the last general meeting of the company.
2. To elect seven (7) Directors as fixed by the Board of Directors under Section 159(1) of the Companies Act, 2017 **(the "Act")** for the period of three (3) years commencing January 10, 2021. The following retiring Directors shall be eligible to offer themselves for re-election:

- | | |
|-------------------------------|-------------------------------|
| 1. Mr. Khalid Rashid | 2. Mr. Ihtsham ul Haq Qureshi |
| 3. Mr. Khwaja Suhail Iftikhar | 4. Mrs. Nosheen Ihtsham |
| 5. Mr. Hassan Ahmad Khan | 6. Mr. Thibaud Ponchon |
| 7. Mr. Zain ul Haq Qureshi | |

3. Any other ordinary business with the approval of the Chair.

A Statement under Section 166(3) of the Companies Act, 2017 pertaining to the material facts is being sent to the shareholders along with this notice.

BY ORDER OF THE BOARD

Lahore

Date: December 18, 2020

SHAZIA HAFEEZ
Company Secretary

Notes:-

1. Electronic Notice of EOGM:

In line with the relaxation allowed by SECP through Circular no. 10 of 2020 and prevailing COVID-19 pandemic. The Notice along with the Form of Proxy are available on the Company's website www.asiainsurance.com.pk, which have also been sent to the PSX via PUCAR system.

In the event of any difficulty in accessing the Notice of the Form of Proxy, members can contact the Company by emailing at corporate@asiainsurance.com.pk. The Company will also send a copy of the Notice and form of Proxy via email to those members who have provided their email addresses to the Share Registrar of the Company M/s Corplink (Private) Limited.

2. Notice of Intention by persons seeking to contest the Election

Any member who seeks to contest the election of directors shall, whether he is retiring or otherwise, file with the company the following documents at Company's Registered Office not later than fourteen (14) days before the date of the meeting:

- I. Notice of his/her intention to offer himself/herself for the election of Director in terms of Section 159(3) of the Act.
- II. Consent to act as Director (Form 28) under Section 167(1) of the Act along with declaration required under Code of Corporate Governance.
- III. A detailed profile along with his/her office address as required under SRO 634(1) 2014 dated July 10, 2014 of the Securities and Exchange Commission of Pakistan.
- IV. Attested Copy of valid CNIC and NTN
- V. Declaration by Independent Director(s) under Clause 6(2) of the Listed Companies (Code of Corporate Governance) Regulations, 2019
- VI. Undertaking on non-judicial stamp paper that he/she meet the requirement of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018

The final list of contesting directors will be circulated not later than 7 (seven) days before the date of the EOGM in terms of section 159(4) of the Companies Act, 2017. Further, the website of the Company will also be updated with the required information

3. The Share Transfer Books of the company will remain closed from January 1, 2021 to January 09, 2021 (both days inclusive). No transfers will be accepted for registration during this period. Transfers received in order by our Share Registrar, M/s Corplink (Pvt.) Limited, Wings Arcade, 1-K, Model Town, Lahore at the close of the business on December 31, 2020 will be considered in time to attend and vote at the meeting.
4. A Member entitled to attend and vote at the meeting may appoint another Member as his/her proxy to attend the meeting and vote for him/her. Instruments appointing proxies, in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the meeting, duly signed / notarized certified copy, as the case may be.

5. Online Participation in EOGM

The shareholders will be able to login and participate in the EOGM proceeding through their smartphones, computer devices after completing all the formalities for the verification and identification of the shareholders by logging on the following link:

<https://zoom.us/j/2960282976?pwd=d2QvTGlyd1JnRzllK3YvSEE1aEtuZz09>

Meeting ID: 296 028 2976
Passcode: 7864

In this regard shareholders are required to update their valid email addresses with the Share Registrar, latest by 30 December 2020.

6. CDC Account Holders are required to follow guidelines provided in Circular 1, dated January 26, 2000 (issued by the Securities and Exchange Commission of Pakistan):

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 CDC Regulations, shall authenticate their identity by showing their original CNIC or original passport at the time of attending the meeting.
- ii. In case of corporate entities, the Board of Directors' resolution / power of attorney with specimen signature of the nominee (along with CNIC) shall be produced at the time of the meeting.

Appointing Proxies

- i. In case of individual, 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 CDC Regulations, shall submit the proxy form as provided above.
 - ii. The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iv. The proxy shall produce his 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 (and attested copy of CNIC of nominee) shall be submitted along with proxy form to the company.
7. Members who have not yet submitted photocopy of their valid CNIC to the Company are once again reminded to send the same at the earliest to M/s Corplink (Pvt.) Limited, Wings Arcade, 1-K, Model Town, Lahore. Corporate entities are requested to provide their National Tax Number.
 8. The members holding in aggregate 10% or more shareholding residing in the city, can also avail video conference facility under the provisions of section 134 (1) (b) of the Act to participate in the meeting. The consent of such members must reach at the registered office of the Company at least 10 days before the meeting.

Statement of Material Facts under section 166(3) of the Companies Act, 2017

Sub-Section 3 of Section 166 of the Companies Act, 2017 requires to circulate a statement of Material Facts with the notice of the general meeting called for the purpose of election of Directors, which shall indicate the justification for appointment of Independent directors.

Being a listed Insurance company, Asia Insurance Company Limited is required to have two independent directors on its board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 and Code of Corporate Governance for Insurers. Accordingly, the Company shall ensure that two independent directors are elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act, 2017.

After the contestants file their notices/intention to stand for elections, the Company shall assess the relevant qualification and experience along with ensuring that their names are duly included in data bank maintained by Pakistan Institute of Corporate Governance.

Furthermore, the Company shall also exercise its due diligence before selecting a person as independent Director that the person meets the independence criteria as mentioned in Section 166(20) of the Companies, Act, 2017.

Option 1

Appointing other person a Proxy

I/We _____ of _____ being a member of Asia Insurance Company Limited and holder of _____ (number of shares) Ordinary Shares as per Registered Folio No. _____ hereby appoint Mr./Ms. _____ of _____ or failing whom Mr./Ms. _____ of _____ as my/our proxy to vote for me/us and on my/our behalf at the (annual, extraordinary general meeting as the case may be) of the Company to be held on _____ and at any adjourned thereof.

Signed under my/our this _____ day of _____, 20____.

Sign Across
Revenue
Stamp Rs. 5/-

Signature should agree
With the specimen signature
Registered with the Company

Signed in presence of:

Signature of Witness

Signature of Witness

Important:

- This form of Proxy, duly completed, must be deposited at the Company's Registered Office at Asia House, 19 C/D, Block-L, Gulberg III, Main Ferozpur Road, Lahore, not later than 48 hours before the time appointed for the meeting.
- CDC Shareholders and their Proxies are each requested to attach attested photocopy of their Computerized National Identity Card (CNIC) or Passport with this proxy form before submission to the Company.
- CDC Shareholders or their Proxies are requested to bring with them their Original Computerized National Identity Card or Passport along with the Participant's ID number and their account number at the time of attending the Annual General Meeting in order to facilitate their identification.



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1. کسی شخص کا اپنا نمائندہ/پراکسی مقرر کرنا

ایشیا انشورنس کمپنی لمیٹڈ کے رکن اور رجسٹرڈ فوئیو نمبر کے تحت
(حصص کی تعداد) کے عمومی حصص کا مالک ہونے کی حیثیت سے میں/ہم
رہائش
میرے/ہمارے لئے ووٹ کرنے اور میری/ہماری جگہ پر کمپنی کے سالانہ/غیر معمولی اجلاس عام، جو بھی معاملہ ہو، منعقدہ
میں شرکت کرنے کے لئے اور اس کی معطلی کی صورت میں محترم/محترمہ
رہائش کو اپنا کامی کی صورت میں،
محترم/محترمہ رہائش
کو اپنا پراکسی/نمائندہ مقرر کرتے ہیں۔

.....، 20 کو دستخط کئے گئے۔

5 روپے
کارپونیشن سٹمپ

(دستخط کمپنی کے رجسٹرڈ نمونہ کے دستخط کے مطابق ہونے چاہئیں)

کی موجودگی میں دستخط کئے گئے:

گواہ کے دستخط

گواہ کے دستخط

ہدایات:

- ✓ مکمل پُر شدہ یہ پراکسی فارم کمپنی کے رجسٹرڈ آفس ایشیا ہاؤس، 19 C/D، بلاک۔ L، گلبرگ III، مین فیروز پور روڈ، لاہور، میں اجلاس کے آغاز سے 48 گھنٹے پہلے پہنچ جانا چاہئے۔
- ✓ CDC حصص داران اور ان کے نمائندے/پراکسی کو درخواست کی جاتی ہے کہ وہ اپنے کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) اور پاسپورٹ کی تصدیق شدہ نقول اس پراکسی فارم کے ساتھ منسلک کریں۔
- ✓ CDC حصص داران اور ان کے نمائندے/پراکسی کو درخواست کی جاتی ہے کہ سالانہ اجلاس عام میں شمولیت کے موقع پر اپنی شناخت ثابت کرنے کے لئے وہ اپنا اصلی کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) یا پاسپورٹ مع شامل ہونے کا آئی ڈی نمبر اور اپنا اکاؤنٹ نمبر ہمراہ لائیں۔



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Option 2

E-voting as per The Companies (E-voting) Regulations, 2016

I/We, _____ of _____ being a member of Asia Insurance Company Limited and holder of, _____ (number of shares) Ordinary Shares as per Registered Folio No. _____, hereby appoint for e-voting through intermediary and hereby consent the appointment of execution officer _____ as proxy and will exercise e-voting as per the Companies (E-voting) Regulations, 2016 and hereby demand for poll for resolution.

My secured email address is _____. Please send login details, password and electronic signature through email.

Sign Across
Revenue
Stamp Rs. 5/-

Signature should agree
With the specimen signature
Registered with the Company

Signed in presence of:

Signature of Witness

Signature of Witness

Important:

- This form of Proxy, duly completed, must be deposited at the Company's Registered Office at Asia House, 19 C/D, Block-L, Gulberg III, Main Ferozpur Road, Lahore, not later than 48 hours before the time appointed for the meeting.
- CDC Shareholders and their Proxies are each requested to attach attested photocopy of their Computerized National Identity Card (CNIC) or Passport with this proxy form before submission to the Company.
- CDC Shareholders or their Proxies are requested to bring with them their Original Computerized National Identity Card or Passport along with the Participant's ID number and their account number at the time of attending the Annual General Meeting in order to facilitate their identification.



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2. کمپنی کے (ای۔ وونگ) ضوابط، 2016ء کے تحت ای۔ وونگ

ایشیا انشورنس کمپنی لمیٹڈ کے رکن اور رجسٹرڈ فوئیو نمبر..... کے تحت
(حصص کی تعداد) کے عمومی حصص کا مالک ہونے کی حیثیت سے میں/ہم.....
رہائش.....
ای وونگ کے لئے تقرر کرتے ہیں بذریعہ ثالث اور عمل کرنے والے افسر..... کی ایک پراسی/نمائندہ کی حیثیت سے
تقرری پر رضامندی ظاہر کرتے ہیں اور کمپنی کے (ای۔ وونگ) ضوابط، 2016ء کے تحت ای۔ وونگ پر عمل کریں گے، پس قرارداد پر پولنگ کی استدعا
کرتے ہیں۔

میرا محفوظ ای میل ایڈریس..... ہے۔ برائے مہربانی لاگ ان تفصیلات، پاس ورڈ اور الیکٹرانک دستخط
ای میل کے ذریعے بھیج دیں۔

5 روپے
کارپوریٹ سٹیمپ

(دستخط کمپنی کے رجسٹرڈ نمونہ کے دستخط کے مطابق ہونے چاہئیں)

کی موجودگی میں دستخط کئے گئے:

گواہ کے دستخط

گواہ کے دستخط

ہدایات:

- ✓ مکمل پُر شدہ یہ پراسی فارم کمپنی کے رجسٹرڈ آفس ایشیا باؤس، 19 C/D، بلاک۔L، گلبرگ III، مین فیروز پور روڈ، لاہور، میں
اجلاس کے آغاز سے 48 گھنٹے پہلے پہنچ جانا چاہئے۔
- ✓ CDC حصص داران اور ان کے نمائندے/پراسی کو درخواست کی جاتی ہے کہ وہ اپنے کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) اور
پاسپورٹ کی تصدیق شدہ نقول اس پراسی فارم کے ساتھ منسلک کریں۔
- ✓ CDC حصص داران اور ان کے نمائندے/پراسی کو درخواست کی جاتی ہے کہ سالانہ اجلاس عام میں شمولیت کے موقع پر اپنی
شناخت ثابت کرنے کے لئے وہ اپنا اصلی کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) یا پاسپورٹ مع شامل ہونے کا آئی ڈی نمبر اور اپنا
اکاؤنٹ نمبر ہمراہ لائیں۔



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