



TRG PAKISTAN LTD.
24th FLOOR, SKY TOWER WEST WING
DOLMEN, HC-3, BLOCK-4, MARINE DRIVE,
CLIFTON, KARACHI - 75600, PAKISTAN

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WEB-SITE <http://trgpcorp.com>

Notice of Extraordinary General Meeting

Notice is hereby given that an **Extraordinary General Meeting** of TRG Pakistan Limited (the "**Company**") will be held at ICAP Auditorium, The Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton Karachi, Pakistan on **Tuesday, January 11, 2022 at 10:00 a.m.** to transact the following business:

Ordinary Business

1. To confirm the Minutes of the Annual General Meeting of the Company held on October 28, 2021.
2. To elect Ten (10) directors, being the number of directors fixed by the Board, for a period of three years, commencing from January 14, 2022 in accordance with the provisions of Section 159 of the Companies Act, 2017 and Articles of Association of the Company.

The names of the retiring directors who are eligible for re-election are as under:

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|-------------------------------|-----------------------------------|
| 1. Mr. Muhammad Ali Jamel | 6. Mr. Zafar Iqbal Sobani |
| 2. Mr. Peter H.R Riepenhausen | 7. Mr. Mohammedulla Khan Khaishgi |
| 3. Mr. Ameer S. Qureshi | 8. Mr. Asad Nasir |
| 4. Mr. Patrick McGinnis | 9. Ms. Sabiha Sultan Ahmad |
| 5. Mr. John Leone | 10. Mr. Hasnain Aslam |

Other Business

3. To transact any other business as may be placed before the meeting with the permission of the Chair.

Karachi, December 21, 2021

By Order of the Board

Rahat Lateef
Company Secretary

NOTES:

1. All members are entitled to attend and vote at Meeting.
2. The Share Transfer Books of the Company will remain closed from December 29, 2021 to January 11, 2022 (both days included). Transfers received by our registrars, Messrs THK Associates (Pvt) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500 at the close of business on December 28, 2021 will be treated in time for the purpose of attending the meeting.
3. The term of the office of the present Board of Directors of the Company will expire on January 14, 2022. In terms of Section 159(1) of the Companies Act, 2017 ("Act") the Board of Directors in its meeting held on October 28, 2021 has fixed the number of elected Directors at 10 (Ten) to be elected in the EOGM of the Company for the period of next three years.

Any person who seeks to contest the election to the office of a director, whether the retiring director or otherwise, shall file the following documents with the Company Secretary, at the Registered Office of the Company located at 24th Floor, Sky Towers, West Wing, Dolmen, HC-3, Block-4, Marine Drive, Clifton, Karachi not later than 14 days before the date of EOGM:

- (a) Notice of his / her intention to offer him / herself for the election to the Office of Director in terms of section 159(3) of the Act;
- (b) Consent to act as Director in Form-28, as prescribed under the Companies (General Provisions and Forms) Regulation, 2018;
- (c) A detail profile along with his/her office address as required under SECP's SRO 634(1)2014 dated July 10, 2014;

- (d) Declaration in respect of being compliant with the requirement of the Listed Companies (Code of Corporate Governance) Regulations 2019 and the eligibility criteria, as set out in Section 153 of the Act to act as director or an independent director of a listed company;
- (e) A director must be holding 1 qualification share of the Company at the time of filing of his / her consent to act as director. The aforesaid qualification shall not be applicable for instances mentioned in Section 153(i) of the Act;
- (f) Attested copy of valid CNIC and NTN;
- (g) Independent director(s) will be elected through the process of election of director in terms of section 159 of the Act and he/she shall meet the criteria laid down in Section 166 of the Act, the Companies (Manner and Selection of Independent Directors) Regulations 2018 and Guide Book on Corporate Governance and Frequently Asked Question June 5, 2020, accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:
 - Declaration by independent director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019;
 - Undertaking on non-judicial stamp paper that he / she meets the requirements 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 no later than seven days before the date of said meeting, in term of section 159 (4). Further, the website of the Company will be updated with the required information.

4. A member entitled to attend and vote at the EOGM may appoint another member 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.
5. Form of Proxy is attached with the notice of EOGM, which is also available on the company's website.
6. Form of proxy, in order to be valid, must be properly filled-in/executed and received at the registered office of the Company situated at 24th Floor, Sky Towers, West Wing, Dolmen, HC-3, Block-4, Marine Drive, Clifton, Karachi not later than 48 hours before the time of the meeting.
 - In case of individuals, the Account Holders or Sub-account Holders and / or the persons whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit their proxy forms as per the above-mentioned requirements.
 - The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be stated on the form;
 - Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be provided with the proxy form;
 - 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.
7. Pursuant to Companies (Postal Ballot) Regulations, 2018, for the purpose of election of directors, where in case number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right to vote through postal ballot, that is voting by post in accordance with the requirements and procedures contained in the aforesaid Regulation.
8. The Company shall provide video link facility to those member(s) who hold minimum 10% shareholding of the total paid-up capital and resident of city other than Karachi where Company's Extraordinary General Meeting is taking place, upon request. Such member(s) should submit request in writing to the Company at least ten days before the date of the meeting.
9. Members are requested to notify any change in their address immediately.

Statement of Material Facts under Section 166(3) of the Companies Act, 2017 relating to justification for choosing the appointee for appointment as independent director

In compliance of Section 166(3) of the Companies Act, 2017, for an independent director, consent papers will be accepted from those persons who are following Section 166(2) of the Companies Act, 2017.