

FIRST CAPITAL SECURITIES CORPORATION LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of the Shareholders of First Capital Securities Corporation Limited ("the Company" or "FCSC") will be held on Wednesday, 28 October 2026 at 11:45 a.m. at Company's Registered Office, First Capital House, 96-B-1, M.M. Alam Road, Gulberg-III Lahore to transact the following business:

Ordinary Business

1. To confirm the minutes of Annual General Meeting held on 28 October 2025;
2. To receive, consider and adopt the audited financial statements of the Company for the year ended 30 June 2026 together with the Chairman's Review, Directors' Report and Auditors' reports thereon;
3. To appoint the Auditors of the Company for the year ending 30 June 2027 and to fix their remuneration;

Special Business;

(I) To make additional equity investment in Pace Barka Properties Limited, in this regard to pass the following special resolutions with or without modifications;

"RESOLVED THAT the Chief Executive/any Director of the Company be and is hereby authorized to take all necessary steps to make additional equity investment(s) in the Share Capital of Pace Barka Properties Limited ("Pace Barka"), up to the extent of 1,500 million (Rupees fifteen hundred million only) in accordance with the provisions of section 199 of the Companies Act, 2017, on such terms and conditions as to be authorized by the Board of Directors of the Company. Further, the Chief Executive/any Director of the Company is also authorized to disinvest such investments, from time to time on terms and conditions to be authorized by the Board of Directors of the Company".

"RESOLVED FURTHER THAT the Chief Executive/any Director of the Company be and is hereby authorized to complete all necessary required corporate and legal formalities for the completion of subject investments, including necessary filings etc."

(II) Disposal of the Entire Shareholding (100%) of the Company in Ever Green Water Valley (Pvt.) Limited, a wholly owned subsidiary of the Company. In this regard to pass the following ordinary resolutions with or without modifications;

"RESOLVED THAT the Chief Executive of the Company be and is hereby authorized to take all necessary steps to make disinvestment upto 715,400 ordinary shares of Rs. 100/- each (100%) in Ever Green Water Valley (Pvt.) Limited, a subsidiary of the Company, to Pace (Pakistan) Limited, an associated company or to any prospective buyer in the market, on such terms and conditions as may be approved by the Board of Directors of the Company".

"RESOLVED FURTHER THAT the Chief Executive officer/the Company Secretary of the Company be and is hereby authorized to complete any or all necessary required corporate and legal formalities for the completion of aforesaid transactions."

(III) Disposal of 16,561,634 ordinary shares of Rs. 10.00 each (78.86% of total Shareholding) in First Capital Investments Limited, subsidiary of the Company. In this regard to pass the following ordinary resolutions with or without modifications;

“RESOLVED THAT the Chief Executive of the Company be and is hereby authorized to take all necessary steps to make disinvestment upto 16,561,634 ordinary shares of Rs. 10.00/- each entire shareholding in First Capital Investments Limited, subsidiary of the Company to Mr. Imran Hafeez or any prospective buyer in the market on such terms and conditions as may be approved by the Board of Directors.

“RESOLVED FURTHER THAT the Chief Executive officer/any one of the Directors/the Company Secretary of the Company be and is hereby authorized to complete all necessary required corporate, regulatory and legal formalities, including approval of Securities & Exchange Commission of Pakistan”

It may be noted that no gift will be distributed in the general meeting. Shareholders are advised to take note of meeting etiquettes as prescribed in the Guidelines for professional conduct in General Meetings issued by SECP.

By order of the Board


Sajjad Ahmad
Company Secretary

Lahore:
07 October 2026

Notes:-

- 1) In accordance with Section 223 of the Companies Act, 2017 and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the annual report including the financial statements of the Company for the year ended June 30, 2026 can be viewed using the following link and QR enabled code:

- a) Weblink: <https://pacepakistan.com/company-financials.html?company=fcsc>
b) QR Enabled Code:



- c) The annual report for the year ended June 30, 2026 is also available on website of the Company i.e. www.pacepakistan.com

d) Transmission of Annual Financial Statements through Email:

In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide SRO 787 (I)/2014 dated September 8, 2014, those shareholders who desire to receive Annual Financial Statements in future through email instead of receiving the same by post are advised to give their formal consent along with their valid email address on a standard request form which is available at the Company's website i.e. www.pacepakistan.com and send the form, duly signed by the shareholder, along with copy of his/her CNIC to the Company's Share Registrar M/s Corplink (Pvt) Limited.

1. The Share Transfer Books of the Company will remain closed from 21 October 2026, to 28 October 2026 (both days inclusive). Transfers received in order at the office of our Share Registrar/Transfer Agent Corplink (Pvt) Limited by the close of business on 20 October 2026, will be treated in time for the aforesaid purpose.
2. A member entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her.
3. An individual beneficial owner of shares from CDC must bring his/her original CNIC or Passport, Account, and Participant's I.D. numbers to prove his/her identity. A representative of corporate members from CDC, must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of the nominee.

4. Online participation in the Annual General Meeting ("AGM")

As per the Section 132(2) of Companies Act, 2017, if the Company received request from shareholder holding an aggregate of 10% or more shareholding residing at another city, such shareholder may request a video conferencing facility for the purpose of participating in AGM at such location by sending a request to the Company at least 7 days prior to the date of AGM, the Company will arrange such facility in that city subject to the availability of such facility in that city.

For online participation in the AGM, the shareholders whose names appears in the books of the Company by the close of 20 October 2026 are requested to get themselves registered by 27 October 2026 till 11:30 a.m. on sajjadahmad@pacepakistan.com; jawahar@pacepakistan.com by providing the following details:

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	** Email ID	** Mobile Phone No.
	First Capital Securities Corporation Limited				

**Shareholders/proxyholders are requested to provide active email addresses and mobile phone number. The notice will be issued to all the members through email as well in terms of requirements of SRO.452(I)2025.

Login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the AGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

- a) Shareholders may send their comments and suggestions relating to the agenda items of the AGM to sajjadahmad@pacepakistan.com; jawahar@pacepakistan.com latest by 27 October 2026 till 11:30 a.m., at above-given address or WhatsApp, # 0303-4444800, 0302-8440935. Shareholders are required to mention their full name, CNIC No and Folio No. for this purpose.

- b) Shareholders will be encouraged to participate in the AGM to consolidate their attendance and participation through proxies.

5. E-Voting / Postal ballot

All the members have to exercise their right through poll/postal ballot in terms of SRO.451(I)2025 dated March 13, 2025. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website <https://pacepakistan.com/> to download.

Procedure for e-Voting

- a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on 20 October 2026.
- b) The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of **Corplink (Pvt.) Limited** (being the e-voting service provider).
- c) Identity of the Members intending to cast vote through E-Voting shall be authenticated through electronic signature or authentication for login.
- d) Members shall cast vote online at any time from 25 October 2026, 9:00 a.m. to 27 October 2026. Voting shall close on 27 October 2026, at 5:00 p.m. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

Procedure for voting through postal ballot paper

The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's address at First Capital House, 96-B-1, M.M. Alam Road, Gulberg-III Lahore. or email at sajjadahmad@pacepakistan.com or ; jawahar@pacepakistan.com one day before the day of poll, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

Appointment of Scrutinizer

M/s Malik Haroon Ahmad & Company, Chartered Accountants has been appointed as scrutinizer in terms of Regulation 11 of the Postal Ballot Regulations;

6. Conversion of physical shares into the Book-Entry Form

In pursuance of Regulation 44 of Companies Regulations, 2024 and Section 72 of the Companies Act, 2017 all companies required to replace its physical shares with book-entry form shall apply to a Central Depository in terms of the relevant Regulations for declaration of company's shares as eligible securities and comply with the requirements of the Central Depository for issuance of shares in book entry form.

The Shareholders having physical shareholding are encouraged to open CDC sub - account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form.

7. Change of Address

- 1. Members having physical shareholding are requested to notify changes in address immediately, if any, in their registered addresses to our Share Registrar, **Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore.**
- 2. In case shares are held in CDC then the request notifying the change in address must be submitted directly to broker/participant/CDC Investor Account Services.

8. Submission of Copy of CNIC

1. Individual members having physical shareholding and who have not yet submitted photocopy of their valid CNIC are requested to send notarized copy of their valid CNIC immediately to our Share Registrar, Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore.
2. In case shares are held in CDC then the request to update CNIC must be submitted directly to broker/participant/CDC Investor Account Services.

9. Proxy

1. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or an attested copy of power of attorney must be deposited at the Registered Office of the Company situated at First Capital House, 96-B-1, M.M. Alam Road, Gulberg-III Lahore at least 48 hours before the time of the meeting.
2. For appointing proxies, the shareholders will further have to follow the under mentioned guidelines:
 - a. In case of individuals having physical shareholding or 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 accordingly.
 - b. The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
 - c. Notarized copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - d. 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.

STATEMENT UNDER SECTION (3) OF SECTION 134 OF THE COMPANIES ACT, 2017

This statement sets out the material facts pertaining to the special business as to be transacted at the Annual General Meeting ("AGM") of the Company to be held on 28 October 2026.

INVESTMENT IN PACE BARKA PROPERTIES LIMITED ("PACE BARKA")

The Board of Directors of the Company in their meeting held on 25 September 2026, decided to make additional long term investment in the share capital of Pace Barka Properties Limited ("Pace Barka") by way of purchase of shares from other Shareholders including Pace (Pakistan) Limited.

It is also approved by the Board of Directors that an authorization of Shareholders be obtained in favour of Chief Executive officer/any Director to take all necessary steps to make additional equity investment(s) in the Share Capital of Pace Barka, up to the extent of 1,500 million (Rupees fifteen hundred million only) in accordance with the provisions of section 199 of the Companies Act, 2017, on such terms and conditions as to be authorized by the Board of Directors of the Company. Further, the Chief Executive/any Director of the Company is also authorized to disinvest such investments, from time to time on terms and conditions to be authorized by the Board of Directors of the Company.

Pace Barka was incorporated on 22 November 2005 as a public company. The main objectives of Pace Barka are to acquire/purchase, construct and develop properties, hotels, shopping malls, apartment buildings, office blocks, commercial buildings, etc. and sales and management thereof. The registered office of Pace Barka is located at First Capital House, 96-B-1, M.M. Alam Road, Gulberg-III Lahore. The existing Authorized Share Capital of Pace Barka is Rs. 4,800,000,000 divided into 480,000,000 ordinary shares of Rs.10/- each. The issued, subscribed and paid up capital is Rs. 4,799,999,940/- divided into 479,999,994 ordinary shares of Rs.10/- each.

The Shareholders of Pace Barka consists of the Company holds 147,670,912 shares (30.76%), Parkview Holdings Corporation holds 68,331,363 shares (14.23%), Late Sheikh Sulieman Ahmed Said Al-Hoqani holds 73,924,500 shares (15.40%), Saudi Pak Industrial & Agricultural Investment

Co. Limited holds 16,875,000 shares (3.52%), Faysal Bank Limited holds 5,200,000 (1.08%), Tawasul Healthcare (Pvt.) Limited holds 4,500,000 shares (0.94%), Pace (Pakistan) Limited holds 73,861,376 shares (15.38%), Media Times Limited holds 86,596,645 shares (18.04%), and other shareholders hold 3,038,701 shares (0.63%) of the total paid up capital of Pace Barka.

Pace Barka is developing a premium multiuse project near Alama Iqbal International Airport Lahore which comprises a proposed 5-star hotel, a world class shopping mall, proposed serviced & Pace-managed apartments. The project is located near Lahore International Airport and is surrounded by number of high-end housing societies like Army Housing Scheme and Defence Housing Authority.

In addition to the above, Pace Barka also holds 48% of the shareholding in Pace Woodlands (Pvt.) Limited, a residential housing scheme, located at Bedian Road, Lahore Cantt. The housing scheme is comprised of 160 houses on a total area of 160 kanals.

The management of the Company considers this investment to be beneficial. The investments in Pace Barka shares shall be made from the available cash resources and/or the future internal cash generations of the Company including through sale of assets available. The benefits likely to accrue to the Company shall include income on equity investment in the shape of dividends and capital gains. The Company shall comply the requirements of section 199 of the Companies Act, 2017 for the purpose of these investments. All the benefits accrued to Pace Barka, through growth in its business operations will become part of the returns of the Company and its shareholders.

INFORMATION AS REQUIRED UNDER REGULATION 3(A) OF THE COMPANIES (INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017

The Company is fully authorized by its Memorandum of Association to make such investment. The investment would be made at such time(s), as the Chief Executive may think appropriate on behalf of the Company and would disinvest(s) as and when appropriate. The Chief Executive of the Company or the Company Secretary are also authorized to take all the necessary corporate and legal formalities in connection with the proposed investment where required.

The information required under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017:

Investment in the form of Equity;

(i)	Name of the associated company or associated undertaking	Pace Barka Properties Limited,						
(ii)	Basis of relationship	Common Directorship						
(iii)	Earnings per share for the last three years	<table> <tr> <td>June 2024</td> <td>2025</td> <td>2026</td> </tr> <tr> <td>RS.(1.25)</td> <td>RS(4.49)</td> <td>RS (1.04)</td> </tr> </table>	June 2024	2025	2026	RS.(1.25)	RS(4.49)	RS (1.04)
June 2024	2025	2026						
RS.(1.25)	RS(4.49)	RS (1.04)						
(iv)	Break-up value per shares, based on latest financial statements	PKR 18.56 /- per share						
(v)	Financial Position, including main items of statement of financial position and profit & Loss account on the bases of latest financial statements; and	<u>Financial Year Ended 2026</u> Share Capital & Reserves PKR 8,910.594 million Non-Current Liabilities RS 1,322.954 million Current Liabilities RS 2,481.814 million Non-Current Assets RS 8,548.152 million Current Assets RS 4,167.210 million Operating Profit RS 524.492 million Net profit for F/Y 2026 is RS 500.893 million						
(vi)	In case of investment in relation to a project of associated company or							

	associated undertaking that has not commenced operations, following further information;	
	(I) Description of the project and its history since conceptualization;	Pace Barka is focusing on completion of development of Pace Circle Project, a premium multiuse project near Alama Iqbal International Airport Lahore which comprises a 5-star proposed hotel, a world class shopping mall, proposed serviced & Pace-managed apartments. The project is located near Lahore International Airport and is surrounded by number of high-end housing societies like Army Housing Scheme and Defence Housing Authority. Total planned constructed area consists of around 1.67 million square feet (including basement). The civil work on Serviced Apartment and Shopping Mall Building has been almost completed
	(II) Starting date and expected date of completion of work; (III) Time by which such project shall become commercially operational; (IV) Expected time by which the project shall start paying return on investments and; (V) Funds invested or to be invested by the promoters, sponsors, associated company or undertaking distinguishing between cash and non cash amounts.	Starting date is 2005 and expected date of completion for Retail and Apartments is 31-12-2027 and for Hotel is 31-12-2028. 31-12-2027 31-12-2028 RS. 4,799,999,994 has been invested by all shareholders in Pace Barka.
	Maximum amount of investment to be made	PKR 1,500,000,000 (Rupees one thousand five hundred million only)
	Purpose, benefits likely to accrue to the investing company its members from such investment and period of investments;	Utilization of the Company's available/future cash resources including sale of assets for better prospective returns to shareholders
	Sources of funds to be utilized for investment;	Available cash resources and/or future internal cash generation from the operations of Company or through sale of other assets
	Salient features of the agreement(s), if any with associated company or associated undertaking with regards to the proposed investment;	NA
	Direct or indirect interest of Directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	Mr. Salmaan Taseer (late) holds 2,613,701 shares (0.54%) of the total shareholding, which is under succession. Rest the Directors of the Company and their relatives (if any) are interested to the extent of their shareholdings (nominee Shareholdings).
	In case any investment in associated company or associated has already been made, the performance review of such investment	The investment was made, from time to time at an average cost of Rs. 11.50 per share against Par value of Rs. 10.00 each, now the break-up

including complete information/justification for any impairment or write offs; and;	value of the shares is Rs. 18.56 per share.
Any other important details necessary for the members to understand the transaction	Additional Equity Investment in Associated Company
Maximum price at which securities will be acquired	The fair value at the date of acquisition to be determined in accordance with law.
In case the purchase price is higher than market value in the case of listed entity and fair value in case of unlisted securities, justification thereof;	NA
Maximum number of securities to be acquired	Tentatively 73,861,376 shares at a rate of Rs 18.00 /-per share
Number of securities and percentage thereof held before and after the proposed investment;	Before =147,670,912 shares shares = 30.76% After =221,532,288 shares = 46.15%
Fair value determined in terms of sub regulation (1) of regulation 05 for investments in unlisted securities.	The fair value is to be determined at the time of acquisition of shares. The break up value is Rs. 18.56/- per share as at 30 June 2026

DISPOSAL OF THE ENTIRE SHAREHOLDING (100%) OF THE COMPANY IN EVER GREEN WATER VALLEY (PVT.) LIMITED A SUBSIDIARY OF THE COMPANY

The Board of Directors of the Company in their meeting held on 25 September 2026, decided to dispose off 715,400 shares the entire shareholding of the Company in Ever Green Water Valley (Pvt.) Limited ("EGWV" or Evergreen), a subsidiary of the Company to Pace (Pakistan) Limited, an associated undertaking.

Further, the Board of Directors recommended to the Shareholders that an authority be given to the Chief Executive of the Company to negotiate terms and conditions of the sale with Pace (Pakistan) Limited and recommend terms and conditions of disposal to the Board of Directors for final decision on the sale of shares of EGWV. The sale price per share of EGWV shall be equal to fair value of the shares to be determined in accordance with law, on the date of disposal.

EGWV was incorporated on 22 December 2005 and previously registered (currently in process of renewal) with Pakistan Engineering Council (Category C-2); EGWV is carrying on the activities of providing the state of the art, leading edge, high quality construction (civil works) and water purification systems across the country under the supervision of qualified team of professionals in all areas of civil engineering, material engineering, management, Information Technology, Human Resources and finance. Evergreen's Management Team is engaged in Complete Construction (Structural work and Finishing works) of Shopping Malls, Housing Schemes and structural work of Commercial buildings

The registered office of Ever Green Water Valley (Pvt.) Limited is located at 96-B/I, M.M Alam Road, Gulberg III, Lahore. The existing Authorized Share Capital of EGWV is Rs. 150,000,000 divided into 1,500,000 ordinary shares of Rs.100/- each. The issued, subscribed and paid up capital is Rs. 71,540,000/- divided into 715,400 ordinary shares of Rs.100/- each.

Ever Green Water Valley (Pvt.) Limited is subsidiary of the Company and the Company holds 100% shareholding i.e. 715,400 of EGWV.

The break-up value per share of EGWV is Rs. 415.922 per share as per latest Annual Audited Accounts as at 30 June 2026. An extract of Profit & Loss Account of EGWV for last three years is as under:

Particulars	June 2026 (Rupees)	June 2025 (Rupees)	June 2024 (Rupees)
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Operating Profit/(Loss)	227,720,415	60,015,587	85,989,519
Net Profit (loss) after Tax	(93,416,277)	141,159,044	119,641,589
Earning / (loss) per Share – Basic and Diluted	(130.57)	197.31	167.24

The financial position of EGWV for last three years is as under:

Particulars	June 2026 (Rupees)	June 2025 (Rupees)	June 2024 (Rupees)
Assets			
Non-Current Assets	386,698,473	400,988,862	529,463,034
Current Assets	399,711,718	429,277,474	431,082,107
Total Assets	786,410,191	830,266,336	960,545,141
Equity and Liabilities			
Total Equity (Share Capital and Reserves)	297,550,933	389,242,194	248,083,150
Non-Current Liabilities	30,171,423	41,922,545	23,484,892
Current Liabilities	458,687,835	399,101,597	688,977,100
Total Liabilities	488,859,258	441,024,142	712,461,991

The total fair value of EGWV's shares is Rs. 410.65 million on the bases of latest financial statements of the EGWV as at 30 June 2026. The rationale behind the disposal of this investment is that subsidiary that the core business of EGWV is construction and allied business whereas the principal business of the Company is equity investment and money market operations. So to keep like business, the management intends to dispose EGWV.

The management of Pace (Pakistan) Limited, an associated company, has approached the Company and shown intention to acquire the complete shareholding of EGWV as its operations are more like Pace's operations being a real estate marketing and development company.

It is also approved in the aforesaid Board of Directors meeting that an authorization of Shareholders be obtained for providing an authorization to Chief Executive officer or the Company Secretary of the Company to complete all necessary corporate and legal formalities for the purpose of the disposal of shares in the subsidiary of the Company.

Disclosures under S.R.O 423 (I)/2018 dated 03 April 2018

Name of Subsidiary	Ever Green Water Valley (Pvt.) Limited ("EGVW")
Cost and Book Value of Investment in Subsidiary	Cost is Rs 36.97/- per share and the book value is Rs. 415.922/- per share
Total Market Value of Subsidiary based on the value of Shares of the Subsidiary company	The tentative total market value of subsidiary is around Rs. 293.779 million based on the fair value Rs. 410.65 per share as on 30 June 2026.
In case of listed subsidiary company	Not applicable
In case of non-listed subsidiary value	The fair value is to be determined at the time of sale

determined by a registered valuer	of subsidiary
Net worth of subsidiary as per latest audited financial statements	Rs 297.550 million
Total consideration for disposal of investment in subsidiary, bases of determination of consideration and its utilization	The sale Consideration for disposal of Investment in subsidiary will be not less than fair value of the shares of subsidiary to be determined in accordance with law. The Company will utilize the sale proceeds to put money in the alternate business plan.
Quantitative and qualitative benefits expected to accrue to the members	The core business of EGWV is construction and allied business whereas the principal business of the Company is equity investment and money market operations. So to keep like business, the management intends to dispose EGWV.

DISPOSAL OF THE ENTIRE SHAREHOLDING (100%) OF THE COMPANY IN FCIL A SUBSIDIARY OF THE COMPANY

The Board of Directors of the Company in their meeting held on 25 September 2026, decided to dispose off the entire shareholding of the Company i.e. 16,561,634 shares having a par value of Rs. 10.00 each (78.86% of the total shareholding) in First Capital Investments Limited ("FCIL"), a subsidiary of the Company to Mr. Imran Hafeez, Existing CEO of the Company, an individual who is currently in the employment of FCIL or to any other prospective buyer in the market. It is also proposed that terms and conditions of sale/disposal shall be approved by the Board of Directors upon recommendation of CEO, in the best interest of the Company.

It is also proposed that an authorization of Shareholders be obtained for providing an authorization to Chief Executive officer/any Director or the Company Secretary of the Company to complete all necessary corporate, regulatory and legal formalities for the purpose of the disposal of shares in the subsidiary of the Company including approval from Securities and Exchange Commission of Pakistan.

FCIL was incorporated on 27 October 1994 as a Private Limited Company. The principal activity of FCIL is to provide Asset Management Services to First Capital Mutual Fund, an open end Equity Scheme/fund, under a license from Securities & Exchange Commission of Pakistan.

The registered office of FCIL is located at First Capital House, 96-B/1, M.M. Alam Road, Gulberg III, Lahore. The existing Authorized Share Capital of FCIL is Rs.325,000,000/- (Rupees three hundred twenty five million only) divided into 32,500,000 ordinary shares of having a par value of Rs.10/- each. The issued, subscribed and paid up capital is Rs.210,001,440/- divided into 21,000,144 ordinary shares of Rs.10/- each. The company own 78.85% shareholding in FCIL.

The break-up value per share of FCIL is Rs 14.76 per share as per latest Annual Audited Accounts as at 30 June 2026.

An extract of Profit & Loss Account of FCIL for last three years is as under:

Particulars	June 2026 (Rupees)	June 2025 (Rupees)	June 2024 (Rupees)
Operating Profit/(Loss)	37,976,562	33,441,264	32,877,934
Net Profit/(Loss) after Tax	43,307,802	31,669,990	32,780,792

Earnings/(Loss) per Share – Basic and Diluted	2.06	1.51	1.56
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The financial position of FCIL for last three years is as under:

Particulars	June 2026 (Rupees)	June 2025 (Rupees)	June 2024 (Rupees)
Non-Current Assets	137,602,952	140,975,086	142,061,200
Current Assets	187,357,465	146,754,749	111,598,540
Total Assets	324,960,417	287,729,835	253,659,740
Total Equity (Share Capital and Reserves)	309,977,782	266,264,237	234,556,492
Non-Current Liabilities	3,673,379	3,487,989	2,929,535
Current Liabilities	11,309,256	17,977,609	16,173,613
Total Liabilities	324,960,417	287,729,835	253,659,740

The total fair value of FCIL's shares is Rs. 239.150 million on the bases of latest financial statements of the FCIL's as at 30 June 2026. However, the sale Consideration of shares of FCIL will be not less than fair value of the shares determined in accordance with law, at the time of sale.

All the directors of the Company including the Chief Executive are and their relatives (if any) are interested to the extent of their shares that are held by them in the Company. The effect of the resolutions on the interest of these directors including the Chief Executive and their relatives (if any) does not differ from its effect on the like interest of other shareholders.

Further, copies of all prior period audited accounts, Memorandum of Association & Articles of Associated, financial projects etc., of FCIL may be inspected at Registered office of the Company.

Disclosures under S.R.O 423 (I)/2018 dated 03 April 2018

Name of Subsidiary	First Capital Investments Limited ("FCIL")
Cost and Book Value of Investment in Subsidiary	Cost is Rs 9.53/- per share and the book value is Rs. 14.76/- per share
Total Market Value of Subsidiary based on the value of Shares of the Subsidiary company	The tentative total market value of subsidiary is around Rs. 239.150 million based on the fair value per share of Rs. 14.44 determined on 30 June 2026.
In case of listed subsidiary company	Not applicable
In case of non-listed subsidiary value determined by a registered valuer	The fair vale to be determined at the time of sale of subsidiary
Net worth of subsidiary as per latest audited financial statements	Rs 309.977 million
Total consideration for disposal of investment in subsidiary, bases of determination of consideration and its utilization	The sale Consideration for disposal of Investment in subsidiary will be not less than fair value of the shares of subsidiary to be determined in accordance with law. The Company will utilize the sale proceeds to put money in the alternate business plan.

Quantitative and qualitative benefits expected to accrue to the members	The rationale behind the disposal of FCIL is that the operational cost of running the operations of Asset Management Company is increasing day by day and FCIL may not survive with existing revenue streams. Upon disposal of shareholding of subsidiary company, the company will put proceeds in some alternate profitable venture especially in Real Estate sector.
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INSPECTION OF DOCUMENTS

Copies of the Memorandum and Articles of Association, Statement under section 134(3) of the Companies Act, 2017, latest pattern of shareholding and variation in shareholding of the shareholders, having 10% or more in the Company during the last six months, financial projections/plan of the Company, audited annual accounts for the last three years of the Company, FCIL, EGWV and Pace Barka and all other related information of the Company may be inspected during the business hours at the Registered Office of the Company from the date of the publications of the this notice till the conclusion of the Annual General Meeting.

INTEREST OF DIRECTORS AND THEIR RELATIVES

All the directors of the Company, Pace Barka, EGWV and FCIL including the Chief Executive are and their relatives (if any) are interested to the extent of their shares that are held by them. Mr. Salmaan Taseer (late) holds 2,613,701 (0.54%) of the total shareholding in Pace Barka, which is under succession. Rest the Directors of the Company and their relatives (if any) are interested to the extent of their shareholdings. The effect of the resolutions on the interest of these directors including the Chief Executive and their relatives (if any) does not differ from its effect on the like interest of other shareholders. They have no other interest in the special business and / or resolutions except as specified herein.

FIRST CAPITAL SECURITIES CORPORATION LIMITED
BALLOT PAPER FOR VOTING THROUGH POST

For the Special Business at the Annual General Meeting to be held on Wednesday, 28 October 2026 at 11:45 a.m. at Company's Registered Office, First Capital House, 96-B/1, Lower Ground Floor, M.M. Alam Road, Gulberg-III Lahore as well as through electronic means. Designated email address of the Chairman at which the duly filled in ballot paper may be sent: sajjadahmad@pacepakistan.com; jawahar@pacepakistan.com

Name of shareholder/joint shareholder(s)	
Registered Address:	
Folio /CDC Participant / Investor ID with sub-account No.	
Number of shares held	
CNIC / Passport No. (in case of foreigner) (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)	
Name of Authorized Signatory:	
CNIC / Passport No. (in case of foreigner) of Authorized Signatory – (copy to be attached)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (☐) mark in the appropriate box below:

Agenda No.	Nature & Description of Resolution	No. of ordinary shares for which vote is cast	I/We assent to the Resolution(s) (FOR)	I/We assent to the Resolution(s) (AGAINST)
	<u>Special Business</u>			
1.	(I) To make additional equity investment in Pace Barka Properties Limited, in this regard to pass the following special resolutions with or without modifications; “RESOLVED THAT the Chief Executive/any Director of the Company be and is hereby authorized to take all necessary steps to make additional equity investment(s) in the Share Capital of Pace Barka Properties Limited (“Pace Barka”), up to the extent of 1,500 million (Rupees fifteen hundred million only) in accordance with the provisions of section 199 of the Companies Act, 2017, on such terms and conditions as to be authorized by the Board of Directors of the Company. Further, the Chief Executive/any Director of the Company is also authorized to disinvest such investments, from time to time on terms and conditions to be			

	authorized by the Board of Directors of the Company”. “RESOLVED FURTHER THAT the Chief Executive/any Director of the Company be and is hereby authorized to complete all necessary required corporate and legal formalities for the completion of subject investments, including necessary filings etc.”			
2	(II) Disposal of the Entire Shareholding (100%) of the Company in Ever Green Water Valley (Pvt.) Limited, a wholly owned subsidiary of the Company. In this regard to pass the following ordinary resolutions with or without modifications; “RESOLVED THAT the Chief Executive necessary steps to make disinvestment u Ever Green Water Valley (Pvt.) Limited, an associated company any prospective be approved by the Board of Directors of “RESOLVED FURTHER THAT the Chief be and is hereby authorized to compl formalities for the completion of aforesaid			
3	(III) Disposal of 16,561,634 ordinary shares of Rs. 10.00 each (78.86% of total Shareholding) in First Capital Investments Limited, subsidiary of the Company. In this regard to pass the following ordinary resolutions with or without modifications; “RESOLVED THAT the Chief Executive of the Company be and is hereby authorized to take all necessary steps to make disinvestment upto 16,561,634 ordinary shares of Rs. 10/- each entire shareholding in First Capital Investments Limited, subsidiary of the Company to Mr. Imran Hafeez or any prospective buyer in the market on such terms and conditions as may be approved by the Board of Directors.			

	“RESOLVED FURTHER THAT the Chief Executive officer/any one of the Directors/the Company Secretary of the Company be and is hereby authorized to complete all necessary required corporate, regulatory and legal formalities, including approval of Securities & Exchange Commission of Pakistan”			
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NOTES:

1. Dully filled postal ballot should be sent to the Chairman of Pace Pakistan Limited at First Capital House, 96-B-1, M.M. Alam Road, Gulberg-III Lahore, Pakistan. or
2. ([Email:sajjadahmad@pacepakistan.com](mailto:sajjadahmad@pacepakistan.com);jawahar@pacepakistan.com).
3. Copy of CNIC/ Passport No. (in case of foreigner) should be enclosed with the postal ballot form.
4. Postal ballot forms should reach the Chairman within business hours by or before 27 October, 2026. Any postal ballot received after this date, will not be considered for voting.
5. Signature on postal ballot should match with signature on CNIC/ Passport No. (in case of foreigner).
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
7. This postal Poll paper is also available for download from the website of Pace Pakistan Limited at <https://pacepakistan.com>. Shareholders may download the ballot paper from website or use the same ballot paper published in newspapers.

Signature of shareholder(s)/ Proxy Holder(s)/Authorized Signatory

(In case of corporate entity, please affix company stamp)

Place: _

Date: _____



FCSC

FORM OF PROXY

The Company Secretary
First Capital Securities Corporation Limited
First Capital House
96-B/1, L.G.Floor, M.M. Alam Road
Gulberg-III
Lahore

Folio No./CDC A/c No.: _____

Shares Held: _____

I/We _____ S/o D/o W/o _____
CNIC _____ being the member(s) of First
Capital Securities Corporation Limited hereby appoint Mr./Mrs./Ms./ _____ S/o
D/o W/o _____ CNIC _____ or failing him / her Mr. / Mrs. Miss
_____ S/o. D/o. W/o. _____ CNIC
_____ as my/our proxy to vote for me/us and on my/our behalf at the Annual
General Meeting of the Company to be held on 28 October 2026 at 11:45 a.m. and at any adjournment
thereof.

Signed under my/our hands on this _____ day of _____, 2026
Affix Revenue Stamp of
Rupees Fifty

Signature of member
(Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

Signature of Witness 1 Signature of Witness 2

Notes

1. A member eligible to attend and vote at the meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the Registered Office not later than 48 hours before the time for holding the meeting.
2. In order to be valid, an instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the Registered Office of the Company, First Capital House, 96-B/1, Lower Ground Floor, M.M. Alam Road, Gulberg-III, Lahore, not less than 48 hours before the time of the meeting.
 - a) Individual beneficial owners of CDC entitled to attend and vote at the meeting must bring his/her participant ID and account/sub-account number along with original CNIC or passport to authenticate his/her identity. In case of Corporate entity, resolution of the Board of Directors/Power of attorney with specimen of nominees shall be produced (unless provided earlier) at the time of meeting.
 - b) For appointing of proxies, the individual beneficial owners of CDC shall submit the proxy form as per above requirement along with participant ID and account/sub-account number together with attested copy of their CNIC or Passport. The proxy form shall be witnessed by two witnesses with their names, addresses and CNIC numbers. The proxy shall produce his/her original CNIC or Passport at the time of meeting. In case of Corporate entity, resolution of the Board of Directors/Power of attorney along with specimen signatures shall be submitted (unless submitted earlier) along with the proxy form.