



CENTURY PAPER & BOARD MILLS LIMITED

CORPORATE DEPARTMENT

LAKSON SQUARE, BLDG. NO. 2, SARWAR SHAHEED ROAD, KARACHI - 74200, PAKISTAN.

TEL: 92-21-3840 0000, FAX : 92-21-3568 4336 & 3568 3410, Website : www.centurypaper.com.pk, E-mail : mansoor-ahmed@centurypaper.com.pk

May 31, 2023

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Dear Sir,

NOTICE OF EXTRAORDINARY GENERAL MEETING

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on Wednesday, June 21, 2023 for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you,

Yours faithfully,
For **CENTURY PAPER & BOARD MILLS LIMITED**


(MANSOOR AHMED)
Company Secretary

Encl: as above.



CENTURY PAPER & BOARD MILLS LIMITED

LAKSON SQUARE, BUILDING NO.2, SARWAR SHAHEED ROAD, KARACHI-74200, PAKISTAN

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **CENTURY PAPER & BOARD MILLS LIMITED** will be held on Wednesday, June 21, 2023 at 11:00 a.m. at PSX Auditorium, Pakistan Stock Exchange Building, Stock Exchange Road, Karachi as well as through Electronic means/Video link facility to transact the following business:

SPECIAL BUSINESS

To consider, to increase the Authorized Capital of the Company from Rs. 4,100,000,000/- to Rs. 10,000,000,000/- divided into 1,000,000,000 ordinary shares of Rs. 10/- each and if thought fit to pass a special resolution in the matter.

Statement of Material facts as required under Section 134 of the Companies Act, 2017 in respect of Special Business is annexed.

By Order of the Board


(MANSOOR AHMED)
Company Secretary

Karachi : May 30, 2023

NOTES:

1. The share transfer books of the Company will remain closed from June 14, 2023 to June 21, 2023 (both days inclusive). Transfers received in order by the Shares Registrar of the Company, M/s. FAMCO Associates (Private) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S, Shakra-e-Faisal, Karachi up to the close of business on June 13, 2023 will be treated in time for purpose of attending the Extraordinary General Meeting (EOGM).
2. Participation in the EOGM proceedings via physical presence or through video link facility:
The arrangement for attending the EOGM through electronic means will be as under:
 1. To facilitate our members who want to attend EOGM through Zoom application - a video link facility will be provided.
 2. Shareholders interested in attending the EOGM through Zoom application are hereby requested to get themselves registered with the Company Secretary office by providing the following details at the earliest but not later than 48 hours before the time of EOGM (i.e. before 11:00 a.m. on June 19, 2023) through following means:
 - a) Mobile/WhatsApp: 0315 5008228
 - b) E-mail: mansoor-ahmed@centurypaper.com.pk

Shareholders are advised to mention Name, CNIC Number, Folio/CDC Account Number, cell number and email ID for identification.

Upon receipt of the above information from the interested shareholders, the Company will send the login credentials at their e-mail address. On the date of EOGM, shareholders will be able to login and participate in the EOGM proceedings through their smartphone/computer devices.

3. A member, who has deposited his/her shares into Central Depository Company of Pakistan Limited, must bring his/her participant's ID number and CDC account/sub-account number along with original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.

4. A member entitled to attend and vote at the Extraordinary General Meeting 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. A proxy must be a member of the Company.
5. 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 Lakson Square, Building No.2, Sarwar Shaheed Road, Karachi not later than 48 hours before the time of the meeting, excluding holidays.
6. Members holding shares in physical form are requested to promptly notify Shares Registrar of the Company of any change in their addresses. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service.
7. Pursuant to Companies (Postal Ballot) Regulations, 2018, read with Sections 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.
8. Form of Proxy is enclosed.

**STATEMENT OF MATERIAL FACTS CONCERNING SPECIAL
BUSINESS PURSUANT TO SECTION 134 OF THE COMPANIES ACT, 2017**

The statement sets out the material facts concerning the Special Business of the Notice will be considered to be passed by the members. The purpose of the Statement is to set forth the material facts concerning such Special Business.

Increase in Authorized Capital to be passed as a Special Resolution

At present the authorized capital of the Company is Rs. 4,100,000,000/- and the paid-up capital is Rs. 2,231,738,480/-. The Board of Directors recommends to increase the authorized capital of the Company to Rs. 10,000,000,000/- in order to facilitate increase in the paid-up capital as and when required to do so, and if thought fit by the members to pass the following resolution as a special resolution.

"RESOLVED that the Authorized Capital of the Company be and is hereby increased to Rs. 10,000,000,000/- divided into 1,000,000,000 ordinary shares by creation of 590,000,000 new ordinary shares of Rs. 10/- each and that Clause V of the Memorandum of Association and Clause 3 of the Articles of Association of the Company be and are hereby amended accordingly."

The Directors are interested in this business only to the extent of their shareholding in the Company.