

## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra Ordinary Meeting of Security Investment Bank Limited (the Company) will be held at the Registered Office of the Company located at Suite Number 3, 1st Floor, Junaid Plaza, I-10 Markaz, Islamabad, on 19 July 2023 at 10:30 a.m. to transact the following business:

### **ORDINARY BUSINESS**

- 1) To confirm the minutes of the Annual General Meeting held on 28 April 2023.

### **SPECIAL BUSINESS**

- 2) To consider and approve the change of principal line of business in Memorandum of Association of the Company and Company's Articles of Association by passing the resolutions as special resolutions, with or without modification, addition or deletion in terms of Companies Act, 2017
- 3) To consider and if deemed fit, to pass the resolutions with or without amendments, to alter/amend the Articles of Association of the bank, in order to bring them in conformity with the provisions of the Companies Act, 2017.
- 4) To consider and if deemed fit, to pass the following resolution as ordinary resolution to circulate the annual audited financial statements/ annual report to the members of the Company through QR enabled code and weblink instead of circulation of CD/DVD/USB/Hard copies of said audited financial statements/ annual report of the Company, with or without modification, addition(s) or deletion(s), as recommended by the Board of Directors:

**“RESOLVED THAT** approval of members of Security Investment Bank Limited be and is hereby accorded that the Company may circulate its annual report including annual audited financial statements, auditor's report, Director's report, Chairman's review report and other reports contained therein to the Members of the Company through QR enabled code and weblink replacing the distribution of CD/DVD/USB/Hard copies of audited financial statements/ annual report of the Company”

Statement under section 134 (3) of the Companies Act, 2017, pertaining to the special business referred to the above is annexed to this notice of meeting, being sent to the shareholders.

## **ANY OTHER BUSINESS**

- 3) To transact such other business as may be placed before the meeting with the permission of the chair.

## **BOOK CLOSURE**

The share transfer book of the company will remain closed from 13 July 2023 to 19 July 2023 (both days inclusive). Transfer applications received in order at the office of the Share Registrar of the Company (i.e. C & K Management Associates (Private) Limited, room number 404, Trade Tower, Abdullah Haroon Road, Karachi) by the close of business on 12 July 2023 will be treated in time for determining the entitlement of members to attend the Annual General Meeting of the Company.

By order of the board

Company Secretary

Karachi:

**26 June, 2023**

## **NOTES:**

- 1) A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his/her behalf. Proxies in order to be effective must be received at the office of the share registrar of the company duly stamped and signed not less than **48** hours before the meeting. A member may not appoint more than one proxy.
- 2) Members are requested to promptly communicate to the Share Registrar of the Company any change in their addresses.
- 3) CDC account holders and sub-account holders are required to follow the under mentioned guidelines as laid down by the Securities & Exchange Commission of Pakistan.
  - a) For attending the meeting.
    - i) In case of individuals, the account holder or sub-account holder shall bring his or her original CNIC or original passport along with Participant ID Number and the Account Number at the time of attending meeting.

ii) In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of meeting.

b) For appointing proxies

i) In case of individuals, the account holder or sub-account holder shall submit the proxy form as per the above requirement.

ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC number 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 or her original CNIC or original passport at the time of meeting.

v) In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted to the company along with proxy form.

4) Pursuant to Section 150 of the Income Tax Ordinance, 2001 and Finance Act, 2020 withholding tax on dividend income will be deducted for 'Filer' and 'Non-Filer' shareholders at 15% and 30% respectively. According to the Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer/Non-Filer' status of principal shareholder as well as joint holder(s) based on their shareholding proportions, in case of joint accounts. Members that hold shares with joint shareholders are requested to provide shareholding proportions of principal shareholder and joint holder(s) in respect of shares held by them to our Share Registrar in writing. In case the required information is not provided to our Registrar it will be assumed that the shares are held in equal shares by principal shareholder and joint holder(s).

5) **SUBMISSION OF COMPUTERISED NATIONAL IDENTITY CARD / NATIONAL TAX NUMBER**

We would like to bring it to the notice of our valued shareholders that the Securities & Exchange Commission of Pakistan (SECP) vide Notification No. SRO 831(I)/2012 dated 05 July 2012 in supersession of earlier Notification No. SRO 779(I)/2011 dated 18 August 2011, has directed all the listed companies to issue dividend warrant(s) only crossed as "A/C Payee Only" in the name of registered shareholder or in the name of authorised person where a registered shareholder authorises the Company to pay dividend, on his behalf, to any other person. The dividend warrant(s) should also bear the Computerised National Identity Card Number (CNIC) of the registered shareholder or the authorised person, except in case of minor(s) and corporate shareholders.

In view of the above, it is requested that the Members, who have not yet submitted photocopy of their valid CNIC are requested to send the same at the earliest directly to the Company Share Registrar.

The Corporate Shareholders are requested to provide at the earliest their National Tax Number directly to the Company Share Registrar.

#### **STATEMENT OF MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017**

##### **Changes in Principal Line of Business and Amendment in the Memorandum of Association**

Under the provisions of the Company's Act, 2017, a company may carry on or undertake any lawful business or activity and do any act or enter into any transaction being incidental and ancillary thereto which is necessary in attaining its business activities, however, the principal line to business of the company shall be mentioned in the Memorandum of Association of the company which shall not be inconsistent or contradictory with name of the Company. The "principal line of business" has been defined to mean the business in which substantial assets are held or likely to be held or substantial revenue is earned or likely to be earned by a company, whichever is higher. Accordingly, the Board of Directors of the company has recommended the alteration in Memorandum of Association by replacing its existing object clause III with the new clause III as mentioned hereinafter.

For the purpose aforesaid, it is proposed to consider and, if thought fit, to pass the following resolutions as special resolutions, with or without modification to amend the Memorandum of Association of the Company.

**"RESOLVED THAT** approval of the members of the Company for the change of principal line of business in Memorandum of Association of the Company and accordingly alter, by replacing, its existing object clause III of the Memorandum of Association of the Company in accordance with the provisions of the Companies Act, 2017 be substituted by adopting following main new object clause III."

**"To carry on, [based on and in conformity with the principles of Islamic Shariah], the businesses of Investment Finance Services, Leasing, Housing Finance Services, Venture Capital Investment, Discounting Services, and other allied and incidental forms of businesses and services, as a Non-Banking Finance Company (NBFC)".**

**"RESOLVED FURTHER THAT** the pursuant to provisions of section 38 of the Companies Act, 2017 (including any amendments thereto or re-enactment thereof) and subject to the approval of shareholders and Securities and Exchange Commission of Pakistan, permission and consents as may be required, the Company's Article of Association be and hereby altered as per the provisions of the Company's Act, 2017."

**"RESOLVED FURTHER THAT** the aforesaid alteration in the Memorandum of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be deemed appropriate by the authorized person or as may be suggested, directed and advice by the Securities and Exchange Commission of Pakistan which suggestions, direction or advice shall be deemed to have

been approved as part of the special resolution without the need of the members to pass as special resolution.”

“**RESOLVED FURTHER THAT** the Chief Executive Officer and/or Company Secretary and/or Chief Financial Officer be and is/are hereby authorized and empowered on behalf of the Company to do all acts, deeds and things, take all steps and actions necessary, ancillary and incidental for altering Memorandum rephrase/ change the main object clause of principal line of business in Memorandum of Association of the Company and Company’s Article of Association whenever or wherever it may require.”

“**RESOLVED FURTHER THAT** the certified copies of this resolutions be communicated to the concerned authorities, wherever required and shall remain in-force until notice in writing to the contrary be given.”

**Existing and proposed principal line of business of the company**

<b>Existing</b>	<b>Proposed</b>
<p><u>Sub-Clause 1 of Clause III:</u></p> <p>“Subject to an in accordance with all applicable laws, rules and regulations and in particular, the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 (hereinafter referred to as “the NBFC Rules”), to carry on the businesses of Investment Finance Services, Leasing, Housing Finance Services, Venture Capital Investment, Discounting Services, and other allied and incidental forms of businesses and services, as a Non-Banking Finance Company (NBFC) in Pakistan and in other parts of the world, subject to the fulfillment of the capital adequacy requirements and the approvals from the Securities and Exchange Commission of Pakistan (hereinafter referred to as “the Commission”) and other appropriate regulatory approvals.”</p>	<p>The existing sub-Clause (1) of Clause III of the Memorandum of Association be replaced by the following:</p> <p>“Subject to an in accordance with all applicable laws, rules and regulations and in particular, the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 (hereinafter referred to as the “NBFC Rules”), to carry on, [based on and in conformity with the principles of Islamic Shariah], the businesses of Investment Finance Services, Leasing, Housing Finance Services, Venture Capital Investment, Discounting Services, and other allied and incidental forms of businesses and services, as a Non-Banking Finance Company (NBFC) in Pakistan and in other parts of the world, subject to the fulfillment of the capital adequacy requirements and the approvals from the Securities and Exchange Commission of Pakistan (hereinafter referred to as the “Commission”) and other appropriate regulatory approvals.”</p>

**Reasons for change in principal line of business of the company**

The new wording in Clause III(1) of the Memorandum of Association of the Company is necessary to give effect to change in principal line of business of the Company to Islamic Shariah principles and to allow Islamic Shariah-compliant investments, facilities, instruments

and transactions. The proposed business can conveniently, efficiently and advantageously be combined with the existing business of the Company.

### **Changes/Amendment in the Articles of Association**

The existing Articles of Association of Security Investment Bank Limited were required to be revised to align it with legislative changes and requirements brought about the Companies Act, 2017, listed companies (Code of Corporate Governance) Regulations, 2019 read with Securities Act, 201, Pakistan Stock Exchange Rules, other applicable rules and regulations and ensure its conformity with the Securities Exchange Commission of Pakistan.

Accordingly, the board of directors of the bank in its meeting held on 26 June, 2023 has recommended amendments in the Articles of Association of the bank to bring in conformity with the Company's Act, 2017, the amendments of which shall be laid before the members at the Extra Ordinary General Meeting schedule of 19 July, 2023, in accordance with the requirements of section 134 (3) of the Companies Act, 2017.

For the purpose aforesaid, it is proposed to consider and, if thought fit, to pass the following resolutions as special resolutions, with or without modification to amend the Articles of Association of the Company.

**“RESOLVED THAT** the pursuant to all provisions of the Companies Act, 2017 including any statutory modification (s) thereto or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and are hereby accorded to alter the existing Articles of Association of the bank in order to align the same with the applicable provisions of the Companies Act, 2017 and the rules made there- under and accordingly to adopt the proposed changes in the Articles of Association .”

**“RESOLVED FURTHER THAT** the Chief Executive Officer and/or Company Secretary and/or Chief Financial Officer be and is/are hereby authorized and empowered on behalf of the Company to do all acts, deeds and things, take any and all necessary steps, to fulfil the legal, corporate and procedural formalities and file all necessary documents/returns as deemed necessary on this behalf and the matters ancillary thereto fully achieve the object of the aforesaid resolution.”

A comparison highlighting the changes proposed in the Articles of Association will be available on the Company's web site [www.sibl.com.pk](http://www.sibl.com.pk) physical copies of the same are also dispatched along with notice of Extra Ordinary General Meeting at members registered addresses.

### **Interest of directors and their relatives**

No Directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations of the Memorandum of Association of the Company except in their capacities as Directors/Chief Executive/Shareholders.

### **Availability of Relevant Documents**

A draft of the amended Memorandum of Association and Article of Association identifying the changes proposed in these documents, as on date is available for inspection at the registered office of the company from 9:00 am to 5:00 pm on any working day, up-to the last working day before the date appointed for the Extra Ordinary General Meeting.



**SECURITY INVESTMENT BANK LTD.**

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary General Meeting of Security Investment Bank Limited (the Company) will be held at the Registered Office of the Company located at Suite No. 3, 1st Floor, Junaid Plaza, I-10 Markaz, Islamabad, on 19 July 2023 at 10:30 am to transact the following business:

### **ORDINARY BUSINESS**

- To confirm the minutes of the Annual General Meeting held on 28 April 2023.

### **SPECIAL BUSINESS**

- To consider and approve the change of principal line of business in Memorandum of Association of the Company and Company's Articles of Association by passing the resolutions as special resolutions, with or without modification, addition or deletion in terms of Companies Act, 2017.
- To consider and if deemed fit, to pass the resolutions with or without amendments, to alter/amend the Articles of Association of the Bank, in order to bring them in conformity with the provisions of the Companies Act, 2017.
- To consider and if deemed fit, to pass the following resolution as ordinary resolution to circulate the annual audited financial statements/ annual report to the members of the Company through QR enabled code and weblink instead of circulation of CD/DVD/USB/Hard copies of said audited financial statements/annual report of the Company, with or without modification, addition(s) or deletion(s), as recommended by the Board of Directors:

**"RESOLVED THAT** approval of members of Security Investment Bank Limited be and is hereby accorded that the Company may circulate its annual report including annual audited financial statements, auditor's report, Director's report, Chairman's review report and other reports contained therein to the Members of the Company through QR enabled code and weblink replacing the distribution of CD/DVD/USB/Hard copies of audited financial statements/ annual report of the Company"

Statement under Section 134(3) of the Companies Act, 2017, pertaining to the special business referred to the above is annexed to this notice of meeting, being sent to the shareholders.

### **ANY OTHER BUSINESS**

- To transact such other business as may be placed before the meeting with the permission of the chair.

### **BOOK CLOSURE**

The share transfer book of the company will remain closed from 13 July 2023 to 19 July 2023 (both days inclusive). Transfer applications received in order at the office of the Share Registrar of the Company (i.e. C & K Management Associates (Pvt) Limited, Room No. 404, Trade Tower, Abdullah Haroon Road, Karachi) by the close of business on 12 July 2023 will be treated in time for determining the entitlement of members to attend the Extraordinary General Meeting of the Company.

By order of the Board

Karachi:

26 June 2023

Company Secretary

### **NOTES**

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his/ her behalf. Proxies in order to be effective must be received at the office of the share registrar of the company duly stamped and signed not less than 48 hours before the meeting. A member may not appoint more than one proxy.
- Members are requested to promptly communicate to the Share Registrar of the Company any change in their addresses.
- CDC account holders and sub-account holders are required to follow the under mentioned guidelines as laid down by the Securities & Exchange Commission of Pakistan.

#### **a. For attending the meeting**

- In case of individuals, the account holder or sub-account holder shall bring his or her original CNIC or original passport along with Participant ID Number and the Account Number at the time of attending meeting.
- In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of meeting.

#### **b. For appointing proxies**

- In case of individuals, the account holder or sub-account holder shall submit the proxy form as per the above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his or her original CNIC or original passport at the time of meeting.
- In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature shall be submitted to the company along with proxy form.

- Pursuant to Section 150 of the Income Tax Ordinance, 2001 and Finance Act, 2020 withholding tax on dividend income will be deducted for 'Filer' and 'Non-Filer' shareholders at 15% and 30% respectively. According to the Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer/ Non-Filer' status of principal shareholder as well as joint holder(s) based on their shareholding proportions, in case of joint accounts. Members that hold shares with joint shareholders are requested to provide shareholding proportions of principal shareholder and joint holder(s) in respect of shares held by them to our Share Registrar in writing. In case the required information is not provided to our Registrar it will be assumed that the shares are held in equal shares by principal shareholder and joint holder(s).

### **5. SUBMISSION OF COMPUTERISED NATIONAL IDENTITY CARD/NATIONAL TAX NUMBER**

We would like to bring it to the notice of our valued shareholders that the Securities & Exchange Commission of Pakistan (SECP) vide Notification No. SRO 831(I)/2012 dated 05 July 2012 in supersession of earlier Notification No. SRO 779(I)/2011 dated 18 August 2011, has directed all the listed companies to issue dividend warrant(s) only crossed as "A/C Payee Only" in the name of registered shareholder or in the name of authorised person where a registered shareholder authorises the Company to pay dividend, on his behalf, to any other person. The dividend warrant(s) should also bear the Computerised National Identity Card Number (CNIC) of the registered shareholder or the authorised person, except in case of minor(s) and corporate shareholders.

In view of the above, it is requested that the Members, who have not yet submitted photocopy of their valid CNIC are requested to send the same at the earliest directly to the Company Share Registrar.

The Corporate Shareholders are requested to provide at the earliest their National Tax Number directly to the Company Share Registrar.

## **STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017**

### **Changes in Principal Line of Business and Amendment in the Memorandum of Association**

Under the provisions of the Company's Act, 2017, a company may carry on or undertake any lawful business or activity and do any act or enter into any transaction being incidental and ancillary thereto which is necessary in attaining its business activities, however, the principal line to business of the company shall be mentioned in the Memorandum of Association of the company which shall not be inconsistent or contradictory with name of the Company. The "principal line of business" has been defined to mean the business in which substantial assets are held or likely to be held or substantial revenue is earned or likely to be earned by a company, whichever is higher. Accordingly, the Board of Directors of the company has recommended the alteration in Memorandum of Association by replacing its existing object Clause-III with the new Clause-III as mentioned hereinafter.

For the purpose aforesaid, it is proposed to consider and, if thought fit, to pass the following resolutions as special resolutions, with or without modification to amend the Memorandum of Association of the Company.

**"RESOLVED THAT** approval of the members of the Company for the change of principal line of business in Memorandum of Association of the Company and accordingly alter, by replacing, its existing object Clause-III of the Memorandum of Association of the Company in accordance with the provisions of the Companies Act, 2017 be substituted by adopting following main new object Clause-III."

**"To carry on, (based on and in conformity with the principles of Islamic Shariah), the businesses of Investment Finance Services, Leasing, Housing Finance Services, Venture Capital Investment, Discounting Services, and other allied and incidental forms of businesses and services, as a Non-Banking Finance Company (NBFC)".**

**"RESOLVED FURTHER THAT** the pursuant to provisions of Section 38 of the Companies Act, 2017 (including any amendments thereto or re-enactment thereof) and subject to the approval of shareholders and Securities and Exchange Commission of Pakistan, permission and consents as may be required, the Company's Article of Association be and hereby altered as per the provisions of the Company's Act, 2017."

**"RESOLVED FURTHER THAT** the aforesaid alteration in the Memorandum of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be deemed appropriate by the authorized person or as my be suggested, directed and advice by the Securities and Exchange Commission of Pakistan which suggestions, direction or advice shall be deemed to have been approved as part of the special resolution without the need of the members to pass as special resolution."

**"RESOLVED FURTHER THAT** the Chief Executive Officer and/ or Company Secretary and/ or Chief Financial Officer be and is / are hereby authorized and empowered on behalf of the Company to do all acts, deeds and things, take all steps and actions necessary, ancillary and incidental for altering Memorandum rephrase/ change the main object clause of principal line of business in Memorandum of Association of the Company and Company's Article of Association whenever or wherever it may require."

**"RESOLVED FURTHER THAT** the certified copies of this resolutions be communicated to the concerned authorities, wherever required and shall remain in-force until notice in writing to the contrary be given."

### **EXISTING AND PROPOSED PRINCIPAL LINE OF BUSINESS OF THE COMPANY**

Existing	Proposed
<p>Sub-Clause-I of Clause-III:</p> <p>"Subject to an in accordance with all applicable laws, rules and regulations and in particular, the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 (hereinafter referred to as "the NBFC Rules"), to carry on the businesses of Investment Finance Services, Leasing, Housing Finance Services, Venture Capital Investment, Discounting Services, and other allied and incidental forms of businesses and services, as a Non-Banking Finance Company (NBFC) in Pakistan and in other parts of the world, subject to the fulfillment of the capital adequacy requirements and the approvals from the Securities and Exchange Commission of Pakistan (hereinafter referred to as "the Commission") and other appropriate regulatory approvals."</p>	<p>The existing sub-Clause (I) of Clause-III of the Memorandum of Association be replaced by the following:</p> <p>"Subject to an in accordance with all applicable laws, rules and regulations and in particular, the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 (hereinafter referred to as the "NBFC Rules"), to carry on, [based on and in conformity with the principles of Islamic Shariah], the businesses of Investment Finance Services, Leasing, Housing Finance Services, Venture Capital Investment, Discounting Services, and other allied and incidental forms of businesses and services, as a Non-Banking Finance Company (NBFC) in Pakistan and in other parts of the world, subject to the fulfillment of the capital adequacy requirements and the approvals from the Securities and Exchange Commission of Pakistan (hereinafter referred to as the "Commission") and other appropriate regulatory approvals."</p>

### **Reasons for change in Principal Line of Business of the Company**

The new wording in Clause-III(1) of the Memorandum of Association of the Company is necessary to give effect to change in principal line of business of the Company to Islamic Shariah principles and to allow Islamic Shariah-compliant investments, facilities, instruments and transactions. The proposed business can conveniently, efficiently and advantageously be combined with the existing business of the Company.

### **Changes/ Amendment in the Articles of Association**

The existing Articles of Association of Security Investment Bank Limited were required to be revised to align it with legislative changes and requirements brought about the Companies Act, 2017, listed companies (Code of Corporate Governance) Regulations, 2019 read with Securities Act, 201, Pakistan Stock Exchange Rules, other applicable rules and regulations and ensure its conformity with the Securities Exchange Commission of Pakistan.

Accordingly, the board of directors of the bank in its meeting held on 26 June, 2023 has recommended amendments in the Articles of Association of the bank to bring in conformity with the Company's Act, 2017, the amendments of which shall be laid before the members at the Extraordinary General Meeting schedule of 19 July, 2023, in accordance with the requirements of Section 134(3) of the Companies Act, 2017.

For the purpose aforesaid, it is proposed to consider and, if thought fit, to pass the following resolutions as special resolutions, with or without modification to amend the Articles of Association of the Company:

**"RESOLVED THAT** the pursuant to all provisions of the Companies Act, 2017 including any statutory modification(s) thereto or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and are hereby accorded to alter the existing Articles of Association of the bank in order to align the same with the applicable provisions of the Companies Act, 2017 and the rules made there-under and accordingly to adopt the proposed changes in the Articles of Association."

**"RESOLVED FURTHER THAT** the Chief Executive Officer and/ or Company Secretary and/ or Chief Financial Officer be and is/are hereby authorized and empowered on behalf of the Company to do all acts, deeds and things, take any and all necessary steps, to fulfil the legal, corporate and procedural formalities and file all necessary documents/ returns as deemed necessary on this behalf and the matters ancillary thereto fully achieve the object of the aforesaid resolution."

A comparison highlighting the changes proposed in the Articles of Association will be available on the Company's website [www.sibl.com.pk](http://www.sibl.com.pk) physical copies of the same are also dispatched along with notice of Extraordinary General Meeting at members registered addresses.

### **Interest of Directors and their Relatives**

No Directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations of the Memorandum of Association of the Company except in their capacities as Directors / Chief Executive / Shareholders.

### **Availability of Relevant Documents**

A draft of the amended Memorandum of Association and Article of Association identifying the changes proposed in these documents, as on date is available for inspection at the registered office of the company from 9:00 am to 5:00 pm on any working day, up-to the last working day before the date appointed for the Extraordinary General Meeting.

