

March 7, 2024

The General Manager

Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: Cutting of Newspapers of EOGM Notice

Dear Sir

Please find enclosed cutting of newspapers of notice of EOGM of EFG Hermes Pakistan Limited, published in today's newspapers one in "The Nation" and other in "Nawa-e-Waqt," in compliance with Rule book of PSX and Companies Act, 2017.

Thanking you

Sincerely



Shahid Kamal
Company Secretary
Encls: As above

Cc: The Director
Securities Market Division
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue
Blue Area, Islamabad.

Shaban 25, 1445
THURSDAY,
March 07, 2024

The Nation

EFHERMES

EFG HERMES PAKISTAN LIMITED

Registered Office: Office No. 904, 9th Floor, Emerald Tower, Plot No. G-19, Block-5, Clifton, Karachi, Pakistan. Ph: (+92 21) 35141100-04; Fax: (+92 21) 35141109

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that pursuant to the Order of the High Court of Sindh at Karachi, passed in Civil Miscellaneous Application No. 525 of 2024, in Petition bearing J. C. M. No. 8 of 2024, an Extraordinary General Meeting of EFG Hermes Pakistan Limited (the "Company") shall be held at, and conducted from, Pearl Hall, Regent Plaza Hotel, Main Shahra-e-Faisal, Karachi-75510, on Thursday, March 28, 2024 at 3:00p.m, including through video link facility, to transact the following business:

1. Special Business

Pursuant to the Order of the High Court of Sindh at Karachi, passed in Civil Miscellaneous Application No. 525 of 2024, in Petition bearing J. C. M. No. 8 of 2024, to consider and, if thought fit, to pass, with or without modification, the following resolution for, *inter alia*, the merger, by way of amalgamation, of the entire undertaking of Intermarket Securities Limited with and into the Company, along with all ancillary matters thereto, in accordance with the Scheme of Arrangement dated February 29, 2024, as approved by the Board of Directors, of the Company on February 28, 2024.

The resolution to be passed by the requisite majority of members of the Company under Sections 279 and 282 of the Companies Act, 2017, is as under:

"RESOLVED THAT the Scheme of Arrangement dated February 29, 2024, prepared under the provisions of Sections 279 to 283 and 285 of the Companies Act, 2017, for, inter alia, the merger, by way of amalgamation, of the entire undertaking of Intermarket Securities Limited with and into EFG Hermes Pakistan Limited (the "Company"), along with all ancillary matters thereto including, but not limited to, the change in the name of the Company, placed before the meeting for consideration and approval, be and is hereby approved and adopted, along with any modifications / amendments required, or conditions imposed by the High Court of Sindh at Karachi, subject to sanction by the High Court of Sindh at Karachi, in terms of the provisions of the Companies Act, 2017."

2. Other Business

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

Copies of the (a) Statement of Material Facts under Section 134(3) of the Companies Act, 2017 concerning the Special Business; (b) Statement under Section 281 of the Companies Act, 2017; (c) Scheme of Arrangement; and (d) Swap Computation Letter dated February 28, 2024, issued by Yousuf Adil, Chartered Accountants, are being circulated to the members along with this notice of the Extraordinary General Meeting.

By the Order of the Board
Mr. Shahid Kamal
Company Secretary

Karachi: March 7, 2024

Notes:

- The Share Transfer Books of the Company will remain closed for the period from March 21, 2024 to March 28, 2024 (both days inclusive) to determine entitlement for attending this meeting.
- Transfers received in order at the office of Company's share Registrar F.D. Registrar Services (Private) Limited 17th Floor, Saima Trade Tower A, I.I. Chundrigar Road Karachi, Pakistan ("Registrar") at the close of business on March 20, 2024 the last working day before the start of book closure date will be considered in time to attend and vote at the meeting.
- A member of the Company entitled to attend and vote at this meeting, may appoint another person as his/her proxy to attend and vote instead of him/her; moreover, for the purpose of E-Voting another person may also be appointed and act as proxy. Proxies, in order to be effective, must be received at the registered office of the Company not less than 48 hours before the time for holding the meeting.
- CDC shareholders entitled to attend and vote at the meeting must bring his/her participant ID and account/sub-account number along with original CNIC or original passport to authenticate his/her identity. In case of corporate entity, resolution of board of directors/power of attorney with specimen signature of the nominee shall be produced (unless provided earlier) at the time of the meeting.
- For appointing the proxy; CDC shareholders shall submit the proxy form as per above requirements together with attested copy of CNIC or passport of the beneficial owner and proxy. In case of corporate entity, the board of directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be submitted along with the proxy form to the Company.
- 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 original passport at the time of meeting.
- Members are requested to notify/submit the following information/documents, in case of book entry securities in CDS to their respective participants and in case of physical shares to the Registrar of the Company by quoting their folio numbers and name of the Company at the above mentioned address, if not earlier notified/submitted:
 - Change in their addresses, if any.
 - Members, who have not yet submitted attested photocopy of their valid CNIC are requested to submit the same along with folio numbers at earliest, directly to the Company's share Registrar F.D. Registrar Services (Private) Limited.
- The Securities and Exchange Commission of Pakistan, through its Circular No. 4 dated February 15, 2021, has directed the listed companies to ensure the participation of members in general meetings through electronic means as a regular feature in addition to holding physical meetings.
 - Accordingly, members who want to attend the meeting via video link/webinar must send their particulars (full name, copy of CNIC, Folio number, cell number, registered email address) through email at companysecretary@efg-hermes.com at least 48 hours before the time of the meeting.
 - After verification of the said particulars, a video link/ user ID & password will be sent through email to connect the meeting. It is clarified that members attending this meeting by availing above facility shall only vote through postal ballot (if required) in accordance with the relevant requirements.
 - Further, members can give their comments on the agenda item of the meeting at the above email address of the company secretary or on zoom chat room during meeting.
- Procedure for E-Voting:
 - 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 March 20, 2024.
 - 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 Digital Custodian Company Limited (being the e-voting service provider).
 - Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
 - E-Voting lines will start from March 25, 2024, 9:00 am and shall close on March 27, 2024 at 5:00 pm. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.
- Procedure for Voting through Postal Ballot:
 - Members opting for voting through postal ballot shall ensure that duly filled and signed ballot papers along with copy of valid Computerized National Identity Card (CNIC) / copy of passport (non-resident) should reach the Chairperson of the meeting through post on the Company's registered address: Office No. 904, 9th Floor, Emerald Tower, Plot No. G-19, Block 5, Clifton, Karachi, or e-mail at companysecretary@efg-hermes.com on or before March 27, 2024 during working hours. The signatures on the ballot paper shall match with the signature on CNIC. A postal ballot received after this time / date shall not be considered for voting.
 - Please note that in case of any dispute in voting including the casting of more than one vote, the Chairperson of the Meeting shall be the deciding authority.
 - For convenience of the members ballot paper is annexed to this notice and is also available for download on Company's www.efghermespakistan.com

11. For any query/information, members may contact the Company at email companysecretary@efg-hermes.com and/or the Share Registrar of the Company at above mentioned address. Members may also visit the website of the Company www.efghermespakistan.com for notices/information.

12. Copies of the Memorandum and Articles of Association of the Company, Statement under Section 134(3) of the Companies Act, 2017 in respect of the material facts of the special business, Statement under Section 281 of the Companies Act, 2017, Scheme of Arrangement dated February 29, 2024, Swap Computation Letter dated February 28, 2024 issued by Yousuf Adil, Chartered Accountants, special audited financial statements of the Company for the period ended September 30, 2023, and any other information relevant to the special business in respect of the Company shall be available upon request, and for inspection, by any person entitled to attend the Extraordinary General Meeting from the registered office of the Company, located at Office No. 904, 9th Floor, Emerald Tower, Plot No. G-19, Block 5, Clifton, Karachi, free of cost during normal office hours, from the date of this notice till the conclusion of the Extraordinary General Meeting. The said information shall also be placed for inspection of members of the Company during the Extraordinary General Meeting.

13. The notice of the Extraordinary General Meeting along with the statements, the Scheme of Arrangement and the special audited financial statements of the Company for the period ended September 30, 2023, have also been placed on the website of the Company.

Statement under Section 134(3) of the Companies Act, 2017 concerning the Special Business

The statement pertaining to the material facts of the special business to be transacted at the EOGM, including the nature and interests of the directors of the Company with respect to the Scheme of Arrangement, along with other ancillary information, may be obtained upon request by any person entitled to attend the EOGM from the registered office of the Company, situated at Office No. 904, 9th Floor, Emerald Tower, Plot No. G-19, Block 5, Clifton, Karachi, free of cost during normal office hours. The aforesaid statement has been sent along with the notices of the EOGM to the members.

Statement under Section 281 of the Companies Act, 2017 concerning the Special Business

The statement under section 281(1) (a) of the Companies Act, 2017 setting forth the terms of the Scheme of Arrangement and explanation of its effects, including the interests of the directors of the Company and the effect of those interests along with other ancillary information, may be obtained upon request by any person entitled to attend the EOGM from the registered office of the Company free of cost during normal office hours.

The aforesaid statement has been sent along with the notices of the EOGM to the members.

EFGHERMES

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Registered Office: Office No. 904, 9th Floor, Emerald Tower, Plot No. G-19, Block-5, Clifton, Karachi, Pakistan. Ph: (+92 21) 35141100-04; Fax: (+92 21) 35141109

BALLOT PAPER FOR VOTING THROUGH POST

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: ChairmanEFGHPakistan@EFG-HERMES.com

Folio / CDS Account Number	
Name of Shareholder/Joint Shareholders	
Name of Proxy Holder	
Registered Address	
Number of shares held	
CNIC/Passport Number (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 Number (copy to be attached)	

INSTRUCTIONS FOR POLL

1. Please indicate your Vote by ticking (✓) the relevant box.
2. In case both the boxes are marked as (✓), your ballot paper shall be treated as "Rejected".

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

Sr. No.	Description of Special Resolutions	No. of ordinary shares for which votes cast	I / We assent to the Resolutions (FOR)	I / We dissent to the Resolutions (AGAINST)
1	Pursuant to the Order of the High Court of Sindh at Karachi, passed in Civil Miscellaneous Application No. 525 of 2024, in Petition bearing J. C. M. No. 8 of 2024, to consider and, if thought fit, to pass, with or without modification, the following resolution for, inter alia, the merger, by way of amalgamation, of the entire undertaking of Intermarket Securities Limited with and into the Company, along with all ancillary matters thereto, in accordance with the Scheme of Arrangement dated February 29, 2024, as approved by the Board of Directors of the Company on February 28, 2024. The resolution to be passed by the requisite majority of members of the Company under Sections 279 and 282 of the Companies Act, 2017 is as under: <i>"RESOLVED THAT the Scheme of Arrangement dated February 29, 2024, prepared under the provisions of Sections 279 to 283 and 285 of the Companies Act, 2017, for, inter alia, the merger, by way of amalgamation, of the entire undertaking of Intermarket Securities Limited with and into EFG Hermes Pakistan Limited (the "Company"), along with all ancillary matters thereto including, but not limited to, the change in the name of the Company, placed before the meeting for consideration and approval, be and is hereby approved and adopted, along with any modifications/amendments required, or conditions imposed by the High Court of Sindh at Karachi, subject to sanction by the High Court of Sindh at Karachi, in terms of the provisions of the Companies Act, 2017."</i>			

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

Place:

Date:

NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER:

1. Duly filled postal ballot should be sent to the Chairman of the meeting, EFG Hermes Pakistan Limited, Office No. 904, 9th Floor, Emerald Tower, Plot No. G-19, Block-5, Clifton, Karachi, Pakistan or Email: ChairmanEFGHPakistan@EFG-HERMES.com
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach Chairperson of the meeting on or before March 27, 2024 during working hours. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. In case of representative of body corporate, corporation and Federal Government, postal ballot must be accompanied with copy of CNIC/Passport of authorized person, attested copy of Board Resolution, Power of Attorney, Authorization Letter etc. In accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In case of foreign body corporate etc. All documents must be attested from the counsel general of Pakistan having jurisdiction over the member.
7. Ballot Paper has also been placed at the website of the Company www.efghermespakistan.com. Members may download the ballot paper from the website or use original/photocopy published in newspapers.