



EAST WEST INSURANCE CO., LTD.

HEAD OFFICE:

EWI/KHO/CS/2016-²/1157

July 27, 2016

The Deputy General Manager

Pakistan Stock Exchange (Guarantee) Ltd.
Stock Exchange Building,
Stock Exchange Road,
Karachi

Subject: **APPROVAL OF DATE & TIME FOR HOLDING THE
EXTRAORDINARY GENERAL MEETING.**

Dear Sir,

We intend to hold our Extraordinary General Meeting at 11:00 P.M on Saturday, September 10, 2016 At Registered Office of the Company located at 27, Regal Plaza Jinnah Road, Quetta.

You are requested to kindly accord your approval to the date and time for holding the meeting.

Yours faithfully,

EAST WEST INSURANCE CO., LTD.


SHABBIR ALI KANCHWALA
Company Secretary

Encl: AGM Notice

THE ONLY PUBLIC LIMITED INSURANCE COMPANY OF BALUCHISTAN

REGISTERED OFFICE : 27, Regal Plaza, Jinnah Road, Quetta. Phones : (081) 2822913, 2821397 Fax: (081) 2821460

HEAD OFFICE : 401 - 404, Block "B", 4th Floor, Lakson Square Building No. 3, Sarwar Shaheed Road, Karachi.

PABX : 021-35630400-11 Fax: 021-35630414-35630415 E-mail : info@eastwestinsurance.com.pk Web: www.eastwestinsurance.com.pk

BRANCHES ALL OVER PAKISTAN

**NOTICE OF EXTRAORDINARY
GENERAL MEETING**



EAST WEST INSURANCE COMPANY LTD

- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- e. In case corporate entity, the Board, resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the company.

STATEMENT UNDER SECTION 160 (1) (B) OF THE COMPANIES ORDINANCE, 1984, PERTAINING TO SPECIAL BUSINESS.

This statement sets out the material facts pertaining to the special business to be transacted at the Extraordinary General Meeting of the Company to be held on September 10, 2016.

1. Item 2 regarding increase in Authorized Capital:

The Authorized Share Capital of East West Insurance Company Limited at present is Rs. 500,000,000. In order to take care of expansion, it is considered necessary to increase the Authorized Share Capital from 500,000,000 to Rs. 750,000,000.

2. Item 3 regarding investment in associated company:

- a. The Board of Directors of the Company in their meeting held on July 22, 2016 resolved to make further investment in the associated company, East West Life Assurance Company Limited, subject to the consent and approval of members under section 208 of the Companies Ordinance, 1984.
- b. East West Life Assurance Company Limited is an associated company by virtue of common directorship of Chief Justice (R) Mian Mahboob Ahmad, Mr. Naved Yunus, Mr. Javed Yunus, Mr. Pervez Yunus, Mr. Maheen Yunus and Mr. Umeed Ansari.
- c. East West Insurance Company Limited intends to acquire up to 5,500,000 ordinary shares from the prevailing market price not exceeding PKR 18 per share for an amount not exceeding PKR 99 million.
- d. Except for the common directorship as mentioned above, the directors, sponsors, majority shareholders of the company and their relatives have no vested interest, directly or indirectly, in East West life Assurance Company limited and the proposed investment therein, except to the extent of their/spouses/children, shareholdings in the investee company.
- e. East West Life Assurance has no interest in the Company except that it is an associated company of the East West insurance Company Limited. The directors, sponsors and majority shareholders of East West Life Assurance Company limited have no interest except to the extent of their/spouses/children, shareholdings, if any in the East West Insurance Company Limited.

The information required under Regulation 3 (1) (a) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulation, 2012 is as under:

S.No	Description	information Required
1	Name of associated company	East West Life Assurance Company Limited
2	Criteria for Associated relationship	Common directorship
3	Purpose, benefit and period of investment	Strategic long-term investment for the company and to earn dividend and capital appreciation in the long run
4	Maximum amount of investment	Upto PKR 99 Million
5	Maximum price at which securities to be acquired.	Upto PKR 18 per share
6	Maximum number of securities to be acquired	Upto 5,500,000 ordinary shares
7	Number of securities and percentage thereof held before and after the proposed investment.	Present shareholding: 5,794,796 Shareholding after the proposed investment 11,294,796 shares percentage before proposed investment: 9.75% percentage after proposed investment: 19. %
8	Average of the preceding 12 weekly average price of the security intended to be acquired.	PKR 19 (from April 24, 2016 to July 22, 2016)
9	Break-up value of securities intended to be acquired on the basis of the last audited financial statements.	PKR 3.36 per share as per audited financial statements.
10	Earnings per share of the associated company for the last 3 year	Dec. 31, 2015 PKR (0.0027) Dec. 31, 2014 PKR 0.49 Dec. 31, 2013 PKR 0.10
11	Source of funds from which securities will be acquired a) Justification for investment through borrowings b) Details of guarantee & assets pledged for obtaining such funds	Own funds The gains/returns/dividend are expected to higher than the cost of funds
12	Salient features of all agreements entered into with the associated company or associated undertakings or with the company with regards to the proposed investment.	Purchase of shares from the secondary market. Therefore, this is not applicable
13	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives in the associated company and the proposed transaction.	Except for the common directorship Chief Justice (R) Mian Mahboob Ahmad, Mr. Naved Yunus, Mr. Javed Yunus, Mr. Pervez Yunus, Mr. Maheen Yunus and Mr. Umeed Asnari, the directors, sponsors, majority shareholders of the company and their relative have no vested interest, directly or indirectly, in East West Life Assurance Co., Ltd., and the proposed investment therein, except to the extent of their/spouses/ children, shareholding in the investee company.
14	Any other important details necessary for the members to understand the transaction	None
15	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely,- (i) description of the project and its history since conceptualization; (ii) starting and expected dated of completion of work; (iii) time by which such project shall become commercially operational; and (iv) expected time by which the project shall start paying return on investment;	Not applicable

Other information to members:

- a total investment approved,
(By the member in their meeting held on April 3, 2015)
- b amount of investment made to date;
- c reason for not having made complete investment so far where resolution required it to be implemented in specified time; and
- d material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company.

Upto PKR 108 Million

PKR 58 Million

Share price increased beyond the approved price i.e.

Rs. 18/- per share

Earnings per share and profit declined



EAST WEST INSURANCE CO., LTD.

Registered Office at 27, Regal Plaza, Jinnah Road Quetta

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of East West Insurance Company Limited will be held on Saturday, September 10, 2016, at 11:00 A.M at the Registered Office of the Company located at 27, Regal Plaza, Jinnah Road, Quetta, to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of Annual General Meeting of the Company held on April 27, 2016.

SPECIAL BUSINESS:

2. The Board of Directors has to decide to increase the Authorized Capital of the company to facilitate the further issue of capital. To consider and if thought fit to pass following Resolution.

RESOLVED that the Authorized Capital of the Company be increased from Rs. 500,000,000 (Rupees Five Hundred Million) to Rs. 750,000,000 (Rupees Seven Hundred Fifty Million) and divided in 75,000,000 ordinary shares of Rs. 10/- each. That respective clause of Memorandum and Articles of Association of the company be amended to the extent of increased Authorized Capital and division thereof to become effective immediately.

3. **Investment in East West Life Assurance Company Limited**

To consider and if thought fit to pass the following resolution as Special Resolution with or without any modification:

“RESOLVED that the Company’s sought for approval by the members as required under Section 208 of the Companies Ordinance, 1984, is hereby accorded and the Company be and is hereby authorized to further invest the Company’s funds to make long term equity investment by way of purchase 5,500,000 Ordinary shares of East West Life Assurance Company Limited, an associated company time to time from the secondary market at the price mutually agreed between seller and our company not exceeding PKR 18/- per share subject to compliance with all legal requirements.

Other Business

4. To consider other business with the permission of the chair.

A statement of material facts under Section 160(1) (b) of the Companies Ordinance, 1984 relating to the special business to be transacted is sent to all the shareholders with the Notice of this AGM

By the order of the board

Shabbir Ali Kanchwala
Company Secretary
Karachi: 22nd July, 2016.

Notes:

1. The Share Transfer Books of the company will remain closed from September 3, 2016 to September 10, 2016, both days inclusive. Transfers received in order at Company’s Share Registrar, THK Associates (Private) Limited, 2nd Floor, State Life Building -3, Dr. Ziauddin Ahmed Road, Karachi, at the close of business on September 2, 2016 will be treated in time for purposes of transfer of shares to the transferees.
2. A member of the company entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her.
3. Proxies must be received at the Registered Office of the Company not less than 48 hours before the time of meeting.
4. Beneficial owner of the shares registered in the name of Central Depository Company of Pakistan (CDC) and/or their proxies will have to follow the following guidelines as laid down by the Securities and Exchange Commission of Pakistan.
 - A. For Attending the Meeting**
 - a. In case of individuals, the account holder and/or sub account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport along with Participant ID number and the account number at the time of attending the Meeting.
 - b. In case of corporate entity, the Board’s resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.
 - B. For Appointing Proxies**
 - a. In case of individuals, the account holder and/or sub account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
 - b. The proxy form shall be witnessed by two persons, whose names, address and CNIC numbers shall be mentioned on the form.

PROXY FORM

I/We.....of.....being a member of East West Insurance

Company Ltd hereby appoint

Mr.....of.....or

Failing him Mr.....of.....as
my/our proxy

To vote for me/us and on my/our behalf at the Extraordinary General Meeting of the
Company to be held on September 10, 2016 at 11:00 A.M at the Registered Office at 27,
Regal Plaza, Jinnah Road Quetta and at any adjournment thereof.

Signed this.....day of.....2016

WITNESSES:

1- Signature.....

Name.....

Address.....

.....

NIC No.

2- Signature.....

Name.....

Address.....

.....

NIC No.

**Rupees Five
Revenue Stamp**

Signature.....

Holder of.....Ordinary Shares

Share Register Folio No.....

“CDC” Participant’s ID No.....A/c. No.....