

Jubilee

LIFE INSURANCE

NJLI/KSE/2016/213
October 10, 2016

The General Manager,
Pakistan Stock Exchange Limited
(Formerly Karachi Stock Exchange Limited)
Stock Exchange Building
Stock Exchange Road,
Karachi.

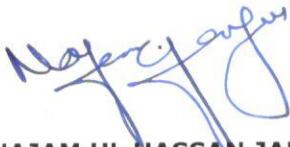
NOTICE OF EXTRAORDINARY GENREAL MEETING (EOGM)

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on November 04, 2016 of Jubilee Life Insurance Company Limited, which will be published on October 14, 2016 in Newspapers namely Business Recorder and Nawa-e-Waqt of Karachi and Islamabad.

Kindly circulate the same among your members.

Sincerely yours,
FOR JUBILEE LIFE INSURANCE COMPANY LIMITED



NAJAM UL HASSAN JANJUA
COMPNAV SECRETARY

Encl: as Above



JUBILEE LIFE INSURANCE COMPANY LIMITED
Notice of 9th Extraordinary General Meeting

Notice is hereby given that the 9th Extraordinary General Meeting of the Shareholders of Jubilee Life Insurance Company Limited "Company" will be held on Friday, 4th November 2016 at 11.00 a.m. at, Auditorium, Habib Bank Tower, Jinnah Avenue, Islamabad to transact the following business.

Ordinary Business

1. To Confirm the Minutes of 21st Annual General Meeting held on March 28, 2016.

Special Business

1. To consider, if thought fit, to pass the following resolution(s) to amend the Articles of Association of the Company for the purpose of compliance with the mandatory e-voting requirements as prescribed in the "Companies (E-voting) Regulations, 2016" as Special Resolution:

RESOLVED THAT:

- (i) In Article 3 of the "Articles of Association" of the company, a new sub- Article (qq) be inserted after existing sub-Article (q) as under:

"E-Voting means the exercise of voting right through an intermediary in accordance with the applicable laws".

- (ii) In Article 65 of the "Articles of Association" of the company, a new sub- Article 65-A be inserted after existing Article 65 as under:

"Members may exercise voting rights at general meetings through electronic means if the Company receives the requisite demand for poll in accordance with the applicable laws. The Company shall facilitate E-voting in the manner and as per the requirements prescribed by the Commission".

- (iii) Article 67 of the "Articles of Association" of the Company be amended as under:

"The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or if such appointer is a corporation under its common seal or the hand of its Attorney. A proxy holder need not be a Member. Notwithstanding the above, in case of E-voting, both members and non-members can be appointed as proxy".

- (iv) Article 68 of the "Articles of Association" of the Company be amended as under:

"The instrument appointing a Proxy and power-of-Attorney or other authority (if any), under which it is signed or a notarially certified copy of that power of Attorney, shall be deposited at the Office not less than forty-eight hours before the time for holding meeting in which the person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid. For the purposes of E-voting, the instrument appointing the proxy shall be in such form and provided to the Company in the manner stipulated under the applicable laws" and Articles of Association of the Company.

FURTHER RESOLVED THAT provisions and requirements for e-voting as prescribed by SECP from time to time shall be deemed to have been incorporated in the Articles of Association irrespective of the other provisions of the Articles of Association and not withstanding anything contradictory therein.

FURTHER RESOLVED THAT the Chief Executive Officer and/or Company Secretary are hereby singly authorized to do all acts, deeds and things and take all steps necessary to complete the legal formalities and file the required documents as may be necessary or ancillary for the purpose of implementing the aforesaid Resolution in connection with effectuating the above changes in the Articles of Association of the Company.

Dissemination of Annual Audited Accounts through CD/DVD/USB

2. To consider dissemination of Annual Audited Accounts through CD/DVD/USB instead of transmitting the same in the form of hard copies. However, for convenience of Shareholders standard request form will be uploaded on the company's website for those who opt to receive annual audited accounts at their registered addresses or through email.

RESOLVED THAT dissemination of information regarding annual accounts to the shareholders of the Company in soft form i.e. /CD/DVD/USB as notified by Securities & Exchange Commission of Pakistan vide its SRO No. 470(1)/2016 dated May 31, 2016, be and is hereby approved.

FURTHER RESOLVED THAT the Chief Executive Officer and/or Company Secretary jointly or singly be and are hereby authorized to take all required necessary steps to implement the above resolution(s).

3. To transact any other business as may be placed before the Meeting with the permission of the Chair.

Dated October 14, 2016
Karachi

By order of the Board
Najam Ul Hasan Janjua
Company Secretary

Notes:

1. The Share transfer books of the Company shall remain closed from 29-10-2016 to 04-11-2016 (both days inclusive). Transfers received in order by our registrar, M/s Central Depository Company of Pakistan Limited, CDC Share Registrar Service, CDC House, 99-B, Block-B, SMCHS, Main Sharah-e-Faisal, Karachi-74400, at the close of business on 28-10-2016 will be treated in time for the purpose of attending the meeting.
2. A Member of the company entitled to attend and vote at this Meeting shall be entitled to 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.
3. A Member shall not be entitled to appoint more than one proxy to attend any one meeting. If any Member appoints more than one proxy for any one meeting and more than one instruments of proxy are deposited with the Company, all such instruments of proxy shall be rendered invalid.
4. Proxies, in order to be effective, must be received by / lodged with the Company at its Registered Office 26-D, 3rd floor, Kashmir Plaza, Jinnah Avenue, Blue Area, Islamabad not less than 48 hours before the Meeting.
5. Members are requested to immediately notify any change in their addresses.

6. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.
7. In pursuance with the Securities & Exchange Commission of Pakistan (SECP) notification No. SRO 779(1)/2011 dated August 18, 2011 and SRO. 831 (1)/2012 dated July 05, 2012, the shareholders possessing physical shares are requested to immediately send a copy of their Computerized National Identity Card (CNIC) to our Registrar Office, Central Depository Company of Pakistan Limited, CDC House, 99-B, Block B, SMCHS, Main Sharah-e-Faisal, Karachi for printing / insertion of CNIC number on respective Dividend Warrant. In case of non-receipt of the copy of valid CNIC and non-compliance of the above requirement, the Company will be constrained to withhold dispatch of Dividend Warrants to such shareholders. Corporate entities are also requested to submit their NTN at the address of our Registrar as given above.

A. FOR ATTENDING THE MEETING:

- (i) In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Regulations shall authenticate his/her original valid Computerized National Identity Card (CNIC) or the original Passport at the time of attending the meeting.
- (ii) The shareholders registered on CDC are also requested to bring their particulars, I.D. numbers and account numbers in CDS.
- (iii) In case of corporate entity, the Board of Directors' resolution/power of Attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of meeting.

B. FOR APPOINTMENT OF PROXIES:

- (i) In case of individuals, the account holder or sub-account holder and / or the persons whose registration details are uploaded as per the Regulations shall submit the proxy form as per requirement notified by the Company.
- (ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers 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 / her original CNIC or original passport at the time of the meeting.
- (v) In case of corporate entity being a Member, the Board of Directors' resolution / power of attorney with specimen signature of the nominee / attorney shall have to be submitted (unless it has been provided earlier) along with the proxy form to the Company.

Statement of Material Facts

Pursuant to Section 160(1)(b) of the Companies Ordinance, 1984 pertaining to the special business:

Resolution No. 1

This statement sets out the material facts concerning the special business given in the notice, intended to be transacted at the Extraordinary General Meeting of the Company to be held on Friday, 4th November 2016.



The directors of the Company have recommended the alteration of the Articles of Association of the Company to the extent of inserting and amended a new and sub-Article therein which will give the members the option to be part of the decision making in the general meeting of the Company through electronic means. The same is being carried out in order to facilitate voting through electronic means and to bring about and implement the SECP directive under the Companies (E-Voting) Regulations 2016, communicated through Notification No. SRO 43(1)/2016 dated January 22, 2016. The Directors are not interested, directly or indirectly, in the above business.

Resolution No. 2

In order to implement SECP directions with respect to transmit / circulate information such as annual audited accounts through CD/DVD/USB instead of hard copies, resolution is part of the notice for concurrence of shareholders to adopt the Securities & Exchange Commission of Pakistan SRO No. 470(1)/2016 dated May 31, 2016.