

## JS GLOBAL CAPITAL LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING (EOGM)

Notice is hereby given that the Extra Ordinary General Meeting ("EOGM") of the members of JS Global Capital Limited (the "Company") will be held on Tuesday, August 20, 2019 at 10:00 a.m. at Ramada Karachi Creek, Zulfikar Street 1, Phase 6 Defence Housing Authority Zone A, Karachi, to transact the following businesses:-

#### Special Business:

1. To consider and if thought fit, to pass the following resolution as Special Resolution (with or without modification):

"Resolved that consent and approval of members of JS Global Capital Limited (the "Company") be and are hereby accorded under Section 199 of the Companies Act, 2017, for long term investment up to a maximum of Rs.20 million in the rated, perpetual, unsecured, subordinated, non-cumulative and contingent convertible listed mudaraba sukuk certificates being issued by Bank Islami Pakistan Limited (BIPIL) as redeemable capital under Section 66 of the Companies Act, 2017, carrying a monthly coupon of three-month KIBOR plus 2.75% per annum (which shall not be less than the average borrowing cost of the company or KIBOR for the relevant period, whichever is higher), as per other terms and conditions of loan agreement in writing and as disclosed to the members.

#### Further resolved that:

"The Chief Executive Officer jointly with Chief Operating Officer and/or Chief Financial Officer and/or Head of Money Market and/or Head of Risk & Compliance (hereinafter the "Authorized Persons") be and are hereby jointly authorized and empowered to take all such necessary, ancillary and incidental steps and to do or cause to be done all such acts, deeds and things that may be required including execution and signing of agreements and all required documents for the purpose of giving effect to this special resolution.

2. To consider and if deemed fit, to pass with or without modifications (s), addition(s) or deletion(s), the following Special Resolution(s) under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, for the purchase / buy-back by the Company up to a maximum of 7,450,000 issued ordinary shares of the Company having paid-up / face value of PKR 10/- (Pak Rupees Ten Only) each at a purchase price of PKR 55/- (Pak Rupees Fifty Five Only) per share as recommended by the Board of Directors of the Company.

#### Resolved that:

"Subject to compliance with the provisions of applicable laws, regulations and permission required, if any, approval of the members of JS Global Capital Limited (the "Company") be and are hereby accorded under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, to purchase / buy-back up to a maximum of 7,450,000 issued ordinary shares of the Company having paid-up / face value of PKR 10/- (Pak Rupees Ten Only) each of the Company (19.60% of the total outstanding shares of the Company) at a purchase price of PKR 55/- (Pak Rupees Fifty Five Only) per share through tender offer."

#### Further resolved that:

"The ordinary shares purchased pursuant to these special resolution(s) shall be cancelled and issued share capital shall accordingly be reduced by the aggregate paid-up / face value of the cancelled shares."

#### Further resolved that:

"Purchase / buy-back shall be made through the mode of tender offer, and the purchase period shall be for thirty days starting from August 26, 2019 and ending on September 24, 2019 (both days inclusive)."

#### Further resolved that:

"The purchase / buy-back by the Company of its own shares shall be made by utilizing PKR 410,067,028 (distributable profits of the Company as on December 31, 2018)."

#### Further resolved that:

"The Chief Executive Officer and/or the Chief Financial Officer and/or the Company Secretary (hereinafter the "Authorized Persons") be and are hereby singly authorized and empowered to take all such necessary, ancillary and incidental steps and to do or cause to be done all such acts, deeds and things that may be required for the purpose of giving effect to this special resolution and for the purpose of implementing, procuring and completing the purchase/buy-back by the Company of its issued ordinary shares."

#### Further resolved that:

"The aforementioned Authorized Persons be and are hereby further singly authorized and empowered to take or cause to be taken all actions including but not limited to obtaining any requisite regulatory permissions, if required, preparation the tender notice and other documents, engaging legal counsel and consultants for the purposes of the purchase/buy-back of shares, filing of all the requisite statutory forms, returns and all other documents as may be required to be filed with the regulator(s), submitting all such documents as may be required, executing all such documents or instrument including any amendments or substitutions to any of the foregoing as may be required or necessary in respect of implementing, procuring and completing the purchase/buy-back by the Company of its issued ordinary shares and all other matters incidental or ancillary thereto."

#### Further resolved that:

"that all acts, deeds, and actions taken by the Authorized Persons pursuant to this special resolution for and on behalf of and in the name of the JS Global Capital Limited shall be binding acts, deeds and things done by the Company."

#### Further resolved that:

"that the aforesaid Special Resolution shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the Commission which suggestion, direction and advice shall be deemed to be part of this special resolution without the need of the members to pass a fresh special resolution."

#### ANY OTHER BUSINESS:

3. To consider any other business with the permission of the Chair. Attached to this Notice is a statement of material facts in relation to the aforesaid special business, as required under Section 134(3) of the Companies Act, 2017. This statement has been dispatched to the shareholders by post. The notice of meeting as well as statement has also been placed on company's website: [www.jscl.com](http://www.jscl.com)

Karachi: July 30, 2019

By Order of the Board  
Syed Sufyan Ahmed  
Company Secretary

#### Notes:

(i) The Share Transfer Books of JS Global Capital Limited shall remain closed from Wednesday, August 14, 2019 to Tuesday, August 20, 2019 (both days inclusive) for determining the entitlement of the shareholders for attending the Extra Ordinary General Meeting (EOGM) and for determining the names of members for dispatch of offer letters.

(ii) Physical transfers and deposit requests under the Central Depository System received by the JS Global Capital Limited's Independent Share Registrar M/s CDC Share Registrar Services Limited, CDC House, 99 - B, Block - B, S.M.C.H.S., Main Shaheed Faisal, Karachi by the close of business on Tuesday, August 13, 2019 will be treated in time.

(iii) A member of the company entitled to attend and vote at the meeting may appoint another member as his / her proxy to attend and vote for him / her.

(iv) Proxies must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.

(v) Members and/or their proxies are required to produce their original Computerized National Identity Cards (CNICs) or Passports for identification purpose at the time of attending the meeting. The Proxy Form(s) must be submitted with the Company within the time stipulated in para (v) above, duly signed and witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the Proxy Form(s), along with attested copy(ies) of the CNICs or the Passport(s) of the beneficial owners and the proxy(ies). In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature shall be submitted (unless it has been provided earlier) along with the Proxy(ies) Form(s) to the Company.

(vi) Shareholders are requested to notify any changes in their registered address immediately to the Company's Share Registrar, M/s. CDC Share Registrar Services Limited.

(vii) Pursuant to the provisions of the Companies Act, 2017, the members can avail video conferencing facility for this EOGM, provided the Company receives consent from member(s) holding 10% or more total paid up capital in the Company, residing in any other city, at least 10 days prior to the date of meeting. In order to avail this facility, interested members may send to the Company consent as mentioned above being enclosed in standard format with the notice of the meeting and also placed on the website of the Company within stipulated time frame.

## JS GLOBAL CAPITAL LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING (EOGM)

Notice is hereby given that the Extra Ordinary General Meeting ("EOGM") of the members of JS Global Capital Limited (the "Company") will be held on Tuesday, August 20, 2019 at 10:00 a.m. at Ramada Karachi Creek, Zulfikar Street 1, Phase 8 Defence Housing Authority Zone A, Karachi, to transact the following businesses:-

#### Special Business:

1. To consider and if thought fit, to pass the following resolution as Special Resolution (with or without modification):  
"Resolved that consent and approval of members of JS Global Capital Limited (the "Company") be and are hereby accorded under Section 199 of the Companies Act, 2017, for long term investment up to a maximum of Rs.20 million in the rated, perpetual, unsecured, subordinated, non-cumulative and contingent convertible listed mudharaba sukuk certificates being issued by Bank Islami Pakistan Limited (BIPIL) as redeemable capital under Section 66 of the Companies Act, 2017, carrying a monthly coupon of three-month KIBOR plus 2.75% per annum (which shall not be less than the average borrowing cost of the company or KIBOR for the relevant period, whichever is higher), as per other terms and conditions of loan agreement in writing and as disclosed to the members."

#### Further resolved that:

"The Chief Executive Officer jointly with Chief Operating Officer and/or Chief Financial Officer and/or Head of Money Market and/or Head of Risk & Compliance (hereinafter the "Authorized Persons") are and are hereby jointly authorized and empowered to take all such necessary, ancillary and incidental steps and to do or cause to be done all such acts, deeds and things that may be required including execution and signing of agreements and all required documents for the purpose of giving effect to this special resolution."

2. To consider and if deemed fit, to pass with or without modification(s), addition(s) or deletion(s), the following Special Resolution(s) under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, for the purchase / buy-back by the Company up to a maximum of 7,450,000 issued ordinary shares of the Company having paid-up / face value of PKR 10/- (Pak Rupees Ten Only) each at a purchase price of PKR 55/- (Pak Rupees Fifty Five Only) per share as recommended by the Board of Directors of the Company.

#### Resolved that:

"Subject to compliance with the provisions of applicable laws, regulations and permission required of the member, if any of JS Global Capital Limited (the "Company") be and is hereby accorded under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, to purchase / buy-back up to a maximum of 7,450,000 issued ordinary shares of the Company having paid-up / face value of PKR 10/- (Pak Rupees Ten Only) each of the Company (19.60% of the total outstanding shares of the Company) at a purchase price of PKR 55/- (Pak Rupees Fifty Five Only) per share through tender offer."

#### Further resolved that:

"The ordinary shares purchased pursuant to these special resolution(s) shall be cancelled and issued share capital shall accordingly be reduced by the aggregate paid-up / face value of the cancelled shares."

#### Further resolved that:

"Purchase / buy-back shall be made through the mode of tender offer, and the purchase period shall be for thirty days starting from August 26, 2019 and ending on September 24, 2019 (both days inclusive)."

#### Further resolved that:

"The purchase / buy-back by the Company of its own shares shall be made by utilizing PKR 410,067,028 (distributable profits of the Company as on December 31, 2018)."

#### Further resolved that:

"The Chief Executive Officer and/or the Chief Financial Officer and/or the Company Secretary (hereinafter the "Authorized Persons") be and are hereby singly authorized and empowered to take all such necessary, ancillary and incidental steps and to do or cause to be done all such acts, deeds and things that may be required for the purpose of giving effect to this special resolution and for the purpose of implementing, procuring and completing the purchase/buy-back by the Company of its issued ordinary shares."

#### Further resolved that:

"The aforementioned Authorized Persons be and are hereby further singly authorized and empowered, to take or cause to be taken all actions including but not limited to obtaining any necessary permission(s) if required, preparation of the tender notice and other requisite documents, engaging legal counsel and consultants for the purposes of the purchase / buy-back of shares, filing of all the requisite statutory forms, returns and all other documents as may be required to be filed with the regulator(s), submitting all such documents as may be required, executing all such documents or instrument including any amendments or substitutions to any of the foregoing as may be required or necessary in respect of implementing, procuring and completing the purchase/buy-back by the Company of its issued ordinary shares and all other matters incidental or ancillary thereto."

#### Further resolved that:

"That all acts, deeds, and actions taken by the Authorized Persons pursuant to this special resolution for and on behalf of and in the name of the JS Global Capital Limited shall be binding acts, deeds and things done by the Company."

#### Further resolved that:

"That the aforesaid Special Resolution shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the Commission which suggestion, direction and advice shall be deemed to be part of this special resolution without the need of the members to pass a fresh special resolution."

#### ANY OTHER BUSINESS:

3. To consider any other business with the permission of the Chair. Attached to this Notice is a statement of material facts in relation to the aforesaid special business, as required under Section 134(3) of the Companies Act, 2017. This statement has been dispatched to the shareholders by post. The notice of meeting as well as statement has also been placed on company's website: (www.jsgcd.com)

Karachi: July 30, 2019

By Order of the Board  
Syed Sufyan Ahmed  
Company Secretary

#### Notes:

- (i) The Share Transfer Books of JS Global Capital Limited shall remain closed from Wednesday, August 14, 2019 to Tuesday, August 20, 2019 (both days inclusive) for determining the entitlement of the shareholders for attending the Extra Ordinary General Meeting (EOGM) and for determining the names of members for dispatch of offer letters.
- (ii) Physical transfers and deposit requests under the Central Depository System received by the JS Global Capital Limited's Independent Share Registrar M/s CDC Share Registrar Services Limited, CDC House, 99 - B, Block - B, S.M.C.H.S., Main Bahra-e-Faisal, Karachi by the close of business on Tuesday, August 13, 2019 will be treated in time.
- (iii) A member of the company entitled to attend and vote at the meeting may appoint another member as his / her proxy to attend and vote for him / her.
- (iv) Proxies must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.
- (v) Members and/or their proxies are required to produce their original Computerized National Identity Cards (CNICs) or Passports for identification purpose at the time of attending the meeting. The Proxy Form(s) must be submitted with the Company within the time stipulated in para (iv) above, duly signed and witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the Proxy Form(s), along with attested copy(ies) of the CNICs or the Passports(s) of the beneficial owners and the proxy(ies). In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature shall be submitted (unless it has been provided earlier) along with the Proxy(ies) Form(s) to the Company.
- (vi) Shareholders are requested to notify any changes in their registered address immediately to the Company's Share Registrar, M/s. CDC Share Registrar Services Limited.
- (vii) Pursuant to the provisions of the Companies Act, 2017, the members can avail video conference/link facility for this EOGM, provided the Company receives consent from member(s) holding 10% or more total paid up capital in the Company, residing in any other city, at least 10 days prior to the date of meeting. In order to avail this facility, interested members need to send to the Company consent as mentioned above, being enclosed in standard format with the notice of the meeting and also placed on the website of the Company within stipulated time frame.

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#### Special Businesses:

1. To consider and if thought fit, to pass the following resolution as Special Resolution (with or without modification):  
"Resolved that consent and approval of members of JS Global Capital Limited (the "Company") be and are hereby accorded under Section 199 of the Companies Act, 2017, for long term investment up to a maximum of Rs.20 million in the rated, perpetual, unsecured, subordinated, non-cumulative, and contingent convertible listed mudaraba sukuk certificates being issued by Bank Islami Pakistan Limited (BIPIL) as redeemable capital under Section 66 of the Companies Act, 2017, carrying a monthly coupon of three-month KIBOR plus 2.75% per annum (which shall not be less than the average borrowing cost of the company or KIBOR for the relevant period, whichever is higher), as per other terms and conditions of loan agreement in writing and as disclosed to the members.

#### Further resolved that:

"the Chief Executive Officer jointly with Chief Operating Officer and/or Chief Financial Officer and/or Head of Risk & Compliance (hereinafter the "Authorized Persons") be and are hereby jointly authorized and empowered to take all such necessary, ancillary and incidental steps and to do or cause to be done all such acts, deeds and things that may be required including execution and signing of agreements and all required documents for the purpose of giving effect to this special resolution.

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Karachi: July 30, 2019

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