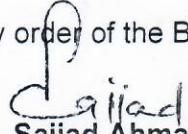




NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of Pace (Pakistan) Limited ("PACE" or the "Company") will be held on, Tuesday, 02 May 2017 at 11:30 a.m. at Pace Circle, located at Air Port Road, Rangers Head Quarters, opposite Askari 10, Lahore Cantt., Lahore to transact the following business:-

1. To confirm the minutes of the last Annual General Meeting held on 28 October 2016;
2. To elect 07 (Seven) Directors as fixed by the Board of Directors, in accordance with the provisions of Section 178 of the Companies Ordinance, 1984, for the term of next three years commencing from 02 May 2017. Following are the retiring Directors:
 1. Mrs. Aamna Taseer
 2. Mr. Shahbaz Ali Taseer
 3. Mr. Shehryar Ali Taseer
 4. Miss. Shehribano Taseer
 5. Miss Rema Husain Qureshi
 6. Mr. Kanwar Latafat Ali Khan
 7. Mr. Mohammad Imran Chaudhry

By order of the Board

Sajjad Ahmad
Company Secretary

Lahore
10 April 2017

Notes:-

- 1) The Register of members will remain closed from 25 April 2017 to 02 May 2017 (both days inclusive). Transfers received at THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi, the Registrar and Shares Transfer Office of the Company, by the close of business on 24 April 2017 will be treated in time for the purpose of Extraordinary General Meeting.
- 2) Any member who seeks to contest the election to the office of Directors shall, whether he/she is retiring Director or otherwise, file with the Company, not later than 14 days before the date of the meeting at which elections are to be held, a notice of his/her intention to offer himself/herself for election as a Director. Relevant declaration(s) in accordance with the Listing Regulations along with consent to act as Director under section 184 of the Companies Ordinance, 1984 are also to be filed.
- 3) Copies of Memorandum and Articles of Association of the Company, Listing Regulations of the Pakistan Stock Exchange, Companies Ordinance, 1984 and other relevant laws may be inspected during the business hours on any working day at the Registered Office of the Company from the date of the publication of this notice till the conclusion of the General Meeting.

PACE (PAKISTAN) LTD.

Head Office: 2nd & 3rd Floor, Pace Shopping Mall, Fortress Stadium, Lahore, Pakistan.
Tel: +92-42-36623005-6-8, Fax: +92-42- 36623121-22
www.pacepakistan.com

4) **A For attending the meeting personally:**

A member eligible to attend and vote at the meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the Registered Office not later than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed.

B For appointing other members as proxies:

In order to be valid, an instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarized / certified copy of such power of attorney, must be deposited at the registered office of the company, 2nd Floor, Pace Shopping Mall Fortress Stadium, Lahore Cantt. Lahore, not less than 48 hours before the time of the meeting.

- i Individual beneficial owners of CDC entitled to attend and vote at the meeting must bring his/her participant ID and account/sub-account number along with original CNIC or passport to authenticate his/her identity. In case of corporate entity, resolution of the Board of Directors/Power of attorney with specimen signatures of nominees shall be produced (unless provided earlier) at the time of meeting. CDC Account holders may also refer to Circular 01 dated 26 January 2000 issued by Securities and Exchange Commission of Pakistan.
- ii For appointing of proxies, the individual beneficial owners of CDC shall submit the proxy form as per above requirement along with participant ID and account/sub-account number together with attested copy of their CNIC or Passport. 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 Passport at the time of meeting. In case of Corporate entity, resolution of the Board of Directors/Power of attorney along with specimen signatures shall be submitted (unless submitted earlier) along with the proxy form.

5) Members are requested to notify any change in their registered address immediately.

PACE (PAKISTAN) LIMITED

FORM OF PROXY

Option 1

Appointing other person as Proxy

I/We _____ of _____ being a member of Pace (Pakistan) Limited, holder of _____ Ordinary share(s) as per Registered Folio No. _____ hereby appoint Mr./Mrs./Ms./ _____ Folio No. (if member) _____ of _____ or failing him Mr. _____ Folio No. (if member) _____ of _____ as my/our proxy in my / our absence to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Pace Circle, located at Air Port Road, Rangers Head Quarters, opposite Askari 10, Lahore Cantt., Lahore on 02nd May 2017 at 11:30 a.m. and at any adjournment thereof.

Signed under my/our hands on this _____ day of _____, 2017

Signature of member

(Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

Signature of Witness 1

Name _____

CNIC # _____

Signature of Witness 2

Name _____

CNIC # _____

Option 2

E-voting as per the Companies (E-voting) Regulations, 2016

I/we _____ of _____ being a member of Pace (Pakistan) Limited, holder of _____ Ordinary share(s) as per Registered Folio No. _____ hereby opt for e-voting through Intermediary and hereby consent the appointment of execution officer _____ as proxy and will exercise e-voting as per the Companies (E-Voting) Regulations, 2016 and hereby demand for poll for resolutions.

My secured email address is _____, please send login details, password and electronic signature through email.

Signature of member

(Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

Signature of Witness 1

Name _____

CNIC # _____

Signature of Witness 2

Name _____

CNIC # _____

NOTES:

1. The instrument appointing a proxy under option 1 shall be in writing under the hand of the appointer or his attorney duly authorized in writing or if the appointer is a corporation either under the common seal or under the hand of an official or attorney so authorized. No person shall be appointed as proxy who is not a member of the Company qualified to vote except that a corporation being a member may appoint a person who is not a member.
2. The instrument appointing a proxy under option 1 and the power of attorney or either authority (if any), under which it is signed or a notarially certified copy of that power of authority, shall be deposited at the office of the Company not less than 48 (forty eight) hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of a proxy shall not be treated as valid.
3. The instrument of e-voting under option 2 shall be applicable to general meetings to be held on or after June 30, 2017, as provided in SRO 33(1)/2017 dated January 20, 2017.