



Pakistan International Container Terminal Limited

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

January 30, 2018
PICT/CS/0118/018

**PRIOR INTIMATION OF NOTICE TO SHAREHOLDERS OF EXTRAORDINARY GENERAL MEETING OF
PAKISTAN INTERNATIONAL CONTAINER TERMINAL LIMITED**

Dear Sir

In accordance with the clause 5.6.4 (b) of the Rule Book of Pakistan Stock Exchange Limited, please find enclosed herewith notice to shareholders of Extraordinary General Meeting of the Company to be held on February 24, 2018. The said notice will be published in newspapers on January 31, 2018.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours sincerely

For and on behalf of
Pakistan International Container Terminal Limited



Adil Siddique
Company Secretary



Pakistan International Container Terminal Limited

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the members of Pakistan International Container Terminal Limited (the "Company") will be held on Saturday, February 24, 2018 at 10:30 a.m., at Auditorium Hall, The Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi, to transact the following business:

1. To elect Directors of the Company for a period of three years commencing immediately after the conclusion of this meeting. The number of Directors to be elected has been fixed by the Board of Directors as seven in accordance with the provisions of Section 159(1) of the Companies Act, 2017 ("the Act").

The names of retiring Directors are as follows:

1. Mr. Christian R. Gonzalez
2. Mr. Asim Azim Siddiqui
3. Mr. Roman Felipe S. Reyes
4. Mr. Rafael D. Coning Jr.
5. Mr. Hans Ole Madsen
6. Mr. Jose Manuel M. De Jesus
7. Mr. Sharique Azim Siddiqui

The retiring Directors are eligible for re-election.

2. To transact any other business with the permission of the Chair.

By Order of the Board

Adil Siddique
Company Secretary

Karachi: January 31, 2018

NOTES

Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from February 17, 2018 to February 24, 2018 (both days inclusive) during which no transfer of shares will be accepted for registration. Transfers in good order, received at the office of Company's Share Registrar, M/S Central Depository Company of Pakistan Limited, Share Registrar Department, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahrah e Faisal, Karachi -74400 by the close of business on February 16, 2018 will be treated in time for ascertaining the entitlement of shareholders for the purpose of attending and vote at the Extraordinary General Meeting.

Participation in the Extra Ordinary General Meeting

A Member entitled to attend, speak and vote at the above said meeting is entitled to appoint another person 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 above said meeting as are available to the Member.

CDC Account Holders will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

Duly completed, signed and stamped instrument of proxy (as enclosed) and the other authority under which it is signed, or a notariarily certified copy thereof, in order to be valid, must be lodged with the Company Secretary at the Registered Office of the Company (Berth 6-9, East Wharf, Karachi Port, Karachi) not less than 48 hours before the commencement of the Meeting. The proxy need not be a Member of the Company.

A. For Attending the Meeting

In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall authenticate his / her identity by showing his / her valid original Computerised National Identity Card (CNIC) or original passport at the time of attending the meeting.

In case of a corporate entity/trust, the Board of Directors/Trustees' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

The members registered on CDC are also requested to bring their particulars, I.D. numbers and account numbers in CDS.

B. For Appointing Proxies

In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall submit the duly completed and stamped proxy form accordingly.

The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. The proxy shall produce his / her original CNIC or original passport at the time of the meeting and copy of CNIC of Member of whom he/she holds Proxy. Attested copies of valid CNIC or the passport of the beneficial owners/members and the proxy shall be furnished with the proxy form.

In case of a corporate entity/trust, the Board of Directors/Trustees' resolution / power of attorney with specimen signature of the nominee shall be submitted along with proxy form to the Company.

C. E-Voting

In terms of Companies E-Voting Regulations 2016, members entitled to attend and vote at the meeting may opt to e-vote either by self or through intermediary or by way of instructions to appoint proxy / execution officer e-voting through intermediary.

The instrument of e-voting shall be deposited in advance in writing at least ten days before the date of the above said meeting, at the Registered Office of the Company. The company will arrange for e-voting if a demand for poll is received from at least five members or by any member or members having not less than one tenth of the voting power.

The e-voting form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

Election of Directors

Any member who seeks to contest an election to the office of Directors shall, whether he is a retiring director or otherwise, shall file with the Company at its registered office not later than 14 days before the date of the above said meeting:

- Notice of his/her intention to offer himself/herself for election as a Director in terms of section 159(3) of the Companies Act, 2017.
- Consent to act as Director on Form-28, duly completed and signed by the candidate, as required under Section 167(1) of the Companies Act, 2017.
- Detailed profile along with office address for placement on the Company's website seven (07) days prior to the date of election in terms of S.R.O 25(i)2012 of January 16, 2012.
- Signed declaration to the effect that he/ she is aware of the duties and powers of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rule Book of the Pakistan Stock Exchange and the Listed Companies (Code of Corporate Governance) Regulations, 2017 and other relevant laws and regulations.
- Signed declaration to the effect that he/ she is compliant with the requirements and eligibility criteria as set out in the Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2017 to be appointed as a Director/Independent Director of the listed company.
- Attested copy of valid CNIC/Passport and NTN.

Video Conference Facility

Members can also avail video conference facility for attending the Extraordinary General Meeting in a city other than in which Extraordinary General Meeting is being held. In this regard, please fill the following and submit to registered address of the Company ten (10) days before holding of the Extraordinary general meeting. If the Company receives demand from members holding in aggregate 10% or more of the total paid up capital residing in a city, to participate in the meeting through video conference at least ten (10) days before holding of the Extraordinary general meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

"I/We, _____ of _____, being a member of Pakistan International Container Terminal Limited, holder of _____ ordinary share(s) as per register Folio No. _____ hereby opt for video conference facility at _____.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of Extraordinary general meeting along with complete information necessary to enable them to access such facility.

For any query / problem / information, the investors may contact the Company and / or the Share Registrar at the following phone Numbers and email addresses

PICT Investor Relations Department
Pakistan International Container Terminal Limited
Berth # 6-9, East Wharf, Karachi Port Karachi.
+92 21 3385 570 / Fax: 2602-2606
investor-relations@pict.com.pk

PICT Shares Registrar
Share Registrar Services, Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S
Main Shahrh e Faisal, Karachi
+92-21 32416774
info@cdspak.com

Mandatory Payment of Cash Dividend Through Electronic Mode and Submission of Copies of Valid CNIC & National Tax Number (NTN) Certificate

- The provisions of section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled share holders. Accordingly, the shareholders holding physical shares are requested to provide the information on a Dividend mandate form (enclosed) to the Company's Share Registrar at the address given herein above. In case of CDC account holders, the same information should be provided directly to the CDS participant/ CDC Investor Account Services. The Company or its Share Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. The form is also available at the Company website i.e. www.pict.com.pk.
- The designated bank account details should be of the titleholder of the shares or Account title in Central Depository System
- The Individual Members who have not yet submitted photocopy of their valid CNIC and Corporate Entities who have not yet submitted their NTN are once again reminded to send the same at the earliest directly to the Company's Share Registrar at the address given herein above. Please give Folio Number with the copy of CNIC/NTN.
- In case of non-receipt of valid Bank details given herein above and copy of valid CNIC or NTN, the Company would withhold future dividend payments to such shareholders as per the provisions of section 243(3) of the Companies Act, 2017 and Regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017.

Circulation of Notice of Meeting & Annual Accounts

The Securities and Exchange Commission of Pakistan (SECP) vide SRO No. 470(I)2016 dated May 31, 2016, has allowed listed companies to circulate their Annual Audited Accounts to its members through CD/DVD/USB at their registered addresses instead of sending them in hard copies, subject to approval obtained from shareholders in General Meeting. Accordingly, the Company has obtained approval from members in the 16th Annual General Meeting held on April 24, 2017. Pursuant to the approval of members, as aforesaid, the Annual Audited Financial Statements of the Company for the year ended December 31, 2017, will be circulated to the members through CD/DVD/USB.

In terms of SRO No 787(I)2014 dated September 8, 2014, shareholders can opt to obtain annual balance sheet and profit and loss account, auditor's report and directors report etc. Along with the notice of Annual General Meeting through email. The Companies Act, 2017 also allow electronic circulation of annual financial statements and reports thereon. Accordingly, we are pleased to offer this facility to our members who desire to receive Annual Financial Statements and Notices of the Company through e-mail in future.

For the convenience of shareholders, a Standard Request Form has been made available at the Company's website i.e. www.pict.com.pk, to opt receiving of future annual reports through email or in hard copies. Please ensure that your email has sufficient rights and space available to receive such email which may be larger than 1 MB file in size. Further, it is the responsibility of the member to timely update to the Share Registrar of any change in the registered email address.

The duly filled & signed form can be submitted through post/courier to the Company's Share Registrar at the address given herein above. In case of CDC account holders, the same information should be provided directly to the CDS participant/ CDC Investor Account Services. The forms are also available at the Company website i.e. www.pict.com.pk. Members who do not provide their email ids or request for a hard copy shall continue to receive their future Annual Financial Statements and reports through CD/ DVD/USB at the registered address.

Submission of Zakat Exemption

Members are requested to submit declaration as per Zakat & Ushr Ordinance, 1980 for Zakat exemption and to advise change in address, if any.

Change of address

Any change of address of Members should be immediately notified to the Company's share registrar M/S Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahrh e Faisal, Karachi.

Conversion of Shares in Book-Entry Form

Members holding shares in physical form are requested to consider converting their shares from physical form to book-entry form to eliminate all risks associated with physical shares. Members can contact the Company or Share Registrar for assistance in this regard.

Shareholders are requested to provide above mentioned information/documents to (i) respective Central Depository System (CDS) Participants and (ii) in case of physical securities to the Company/Share Registrar.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166 (3) OF THE ACT REGARDING INDEPENDENT DIRECTOR

In compliance of Section 166 (3) of the Act, for an independent director, consent papers will be accepted from those persons who are in compliance with section 166(2) of the Act.

