



TRG PAKISTAN LTD.
CENTRE POINT BUILDING, LEVEL 18,
PLOT NO. 66/ 3-2, OFF. SHAHEED-E-MILLAT
EXPRESSWAY, NEAR KPT INTERCHANGE,
FLYOVER, KARACHI-74900, PAKISTAN.

PHONE: +92-21-35805894
+92-21-35805895
FAX NO. +92-21-35805893
UAN # +92-21-111-874-874
http://trgpcorp.com

Notice of Extraordinary General Meeting

Notice is hereby given that an **Extraordinary General Meeting** of TRG Pakistan Limited (the "**Company**") will be held at ICAP Auditorium, The Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton Karachi, Pakistan on **Monday, January 14, 2019 at 10:00 a.m.** to transact the following business:

Ordinary Business

1. To confirm the Minutes of the Annual General Meeting of the Company held on November 02, 2018.
2. To elect Ten (10) directors, being the number of directors fixed by the Board, for a period of three years, commencing from January 14, 2019 in accordance with the provisions of Section 159 of the Companies Act, 2017 and Articles of Association of the Company.

The names of the retiring directors who are eligible for re-election are as under:

- | | |
|-------------------------------|------------------------------------|
| 1. Mr. Ziaullah Khan Chishti | 6. Mr. John Leone |
| 2. Mr. Muhammad Ali Jameel | 7. Mr. Rafiq K Dossani |
| 3. Mr. Peter H.R Riepenhausen | 8. Mr. Zafar Iqbal Sobani |
| 4. Mr. Ameer S. Qureshi | 9. Mr. Mohammedullah Khan Khaishgi |
| 5. Mr. Patrick McGinnis | 10. Mr. Hassan Farooq |

Other Business

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

Karachi, December 21, 2018

By Order of the Board

Rahat Lateef
Company Secretary

NOTES:

1. The share transfer books of the Company will remain closed from January 07, 2019 to January 14, 2019 (both days inclusive). Transfers received by our registrars, Messrs THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi at the close of business on January 04, 2019 will be treated in time for the purpose of attending the meeting.
2. A member entitled to attend, speak and vote at this meeting is entitled to appoint a proxy to attend, speak, and vote for him/her. A proxy need not be a member of the Company.
3. The instrument appointing a proxy and the power of attorney, or other authority under which it is signed, or a notarially certified copy of such power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting.
4. Every candidate contesting for election as a Director, whether he is a retiring Director or otherwise shall file with the Company not later than fourteen (14) days before the date of meeting at which elections are to be held:
(a) His / her Folio No. / CDC investors Account No./CDC Sub-Account No.



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- (b) Notice of his / her intention to offer himself / herself for the election of Directors in terms of Section 159(3) of the Companies Act, 2017.
- (c) Form-28 – Consent to act as Director as prescribed under Section 167 of the Companies Act, 2017.
- (d) Profile alongwith his / her address to be placed on website of the Company.
- (e) An attested copy of Computerised National Identity Card (CNIC) / Passport (in case of foreigner).
- (f) A declaration that:
 - He / She is not ineligible to become a director of the Company under the Companies Act, 2017 or other applicable laws and regulations.
 - He / She is not serving as a director of more than five listed companies including this Company (when elected / appointed as Director). Provided that this limit shall not include the directorship in the listed subsidiaries of a listed holding company.
 - He / She is not engaged in the business of brokerage, or is not a spouse of such person or is not sponsor, director or officer of a corporate brokerage house.
 - He / she has not been declared by a court of competent jurisdiction as defaulter in repayment of loan to a financial institution.
 - He / she is aware of the duties and powers of Director under the Companies Act, 2017, the Securities Act, 2015, Memorandum and Articles of Association of TRG Pakistan Limited, the Listing of Companies and Securities Regulations of Pakistan Stock Exchange Limited, the Listed Companies (Code of Corporate Governance) Regulations, 2017 and all other applicable laws/rules/regulations/codes etc.
 - Person contesting as Independent Director shall also submit a declaration that he / she qualifies the criteria of independence notified under the Companies Act, 2017.
 - Any other document / information he / she thinks necessary.
5. The Company shall provide video link facility to those member(s) who hold minimum 10% shareholding of the total paid-up capital and resident of city other than Karachi where Company's Extraordinary General Meeting is taking place, upon request. Such member(s) should submit request in writing to the Company at least ten days before the date of the meeting.
6. Members are requested to notify any change in their address immediately.
7. CDC account holders will further have to follow the under mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.
 - A. For attending meeting:
 - (i) In case of individuals, the account holder or the sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his / her identity by showing his / her original Computerized National Identity Card (CNIC) at the time of attending the meeting.
 - (ii) 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.



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B. For appointing proxies

- (i) 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 regulations, shall submit the proxy form as per the above requirement.
- (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 of the beneficial owners and the proxy shall be furnished with the proxy form.
- (iv) The proxy shall produce his / her original CNIC at the time of the meeting.
- (v) In case of corporate entity, the Board of Directors' resolutions / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

Statement of Material Facts under Section 166(3) of the Companies Act, 2017 relating to justification for choosing the appointee for appointment of as independent director

In compliance of Section 166(3) of the Companies Act, 2017, for an independent director, consent papers will be accepted from those persons who are in compliance with Section 166(2) of the Companies Act, 2017.