

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that 15<sup>th</sup> Extraordinary General Meeting of Trust Investment Bank Limited will be held on Friday June 17, 2016 at 11:00 a.m. at SunFort Hotel, 72-D/1, Commercial Zone Liberty Market, Gulberg-III, Lahore to transact the following business:

### A – ORDINARY BUSINESS

1. To confirm the minutes of 24<sup>th</sup> Annual General Meeting held on October 30, 2015.

### B – SPECIAL BUSINESS

2. To consider, and if deemed fit, to pass the following resolutions as Special Resolutions with or without any modifications:

RESOLVED THAT the Authorized share capital of the company be and is hereby re-structured and the figures and words "Rs. 1,500,000,000/- (Rupees One billion five hundred million) divided into 80,000,000/- (Eighty Million) Ordinary Shares of Rs. 10/- each and 70,000,000/- (Seventy Million) Cumulative, Redeemable, Convertible Preference Shares of Rs. 10/- each" be and are hereby substituted with the figures and words "Rs.1,500,000,000/- (Rupees One billion five hundred million) divided into 150,000,000/- (One hundred fifty million) Ordinary Shares of Rs. 10/- each in Clause – V of the memorandum of association of the company".

**FURTHER RESOLVED THAT** subject to applicable regulatory approvals and in order to meet Minimum Equity Requirement, 25,000,000/- (Twenty Five Million) ordinary shares of Rs. 10/- each amounting to Rs. 250,000,000/- (Two Hundred and Fifty) be issued to Mr. Asif Kamal and 5,370,730/- (Five Million Three Hundred Seventy Thousands Seven Hundred Thirty ) ordinary shares of Rs. 10/- each amounting Rs. 53,707,300/- (Fifty Three Million Seven hundred and seven thousand three hundred only) to Mr. Mamoon ur Rashid Qureshi against outstanding loan given by him which shall rank pari passu with the existing shares of the company.

**FURTHER RESOLVED THAT** the Chief Executive Officer and/or Secretary of the Company be and are hereby jointly and/or severally authorized, to take all steps necessary, ancillary and incidental for the purpose including but not limited to obtaining all requisite approvals; filing of all the returns and all other documents as may be required to be filed with the Companies Registration Office and the Securities and Exchange Commission of Pakistan, executing all such certificates, applications, notices, reports, letters and any other document or instrument required in respect of the issue of Shares by way of other than Right Issue under Section 86(1) of the Companies Ordinance, 1984 and all other matters incidental or ancillary thereto.

3. To transact any other business with the permission of the chair.

Lahore  
Dated: May 26, 2016

By Order of the Board  
**Zahra Khalid**  
Company Secretary

### Notes:

- i. The share transfer books of the Bank will remain closed from June 10, 2016 to June 17, 2016 (Both days inclusive).
- ii. A member of the Bank entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote in his/her place. Proxies in order to be effective must be received at the registered office of the Bank, duly stamped and signed, not less than 48 hours before the time of the meeting.

### A) For Attending the Meeting:

- i) In case of individuals, the account holder or sub-account holder shall authenticate his identity by showing his original CNIC or original passport along with Participant's ID number and their account numbers at the time of attending the meeting.
- ii) In case of Corporate entity, the board of director's resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

### B) For Appointing Proxies:

- i) The member entitled to attend the meeting is entitled to appoint a proxy to attend for him/her. No person shall act as a proxy, who is not a member of the Bank except corporate entity may appoint a person who is not a member.
- ii) The instrument appointing a proxy should be signed by the members or his/her attorney duly authorized on writing. If the member is a corporate entity, its common seal is should be affixed on the instrument.
- iii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iv) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- v) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- vi) In case of corporate entity, the Board of Director's resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Bank.

### Statement under Section 160(1) (b) of the Companies Ordinance, 1984 relating to Special Business

- a) The proposed change in Share Capital clause is being made to accommodate further increase in Paid-up Capital of the company as the Board foresees that Preference Shares will not be issued in future therefore "Preference Shares suggested to be removed.
- b) The Authorized Capital of the Company will stood same at 1,500,000,000/- only Preference Shares class is suggested to be removed as the company has no intention to issue Preference Shares in future. Further shares other than right are being issued to meet mandatory minimum equity requirements Proceeds from the Shares issued to Mr. Asif Kamal will be utilized to settle the outstanding liability of Privatization Commission and shares issued to Mr. Mamoon ur Rashid Qureshi will reduce the loan outstanding.
- c) The fact that this issue of shares is subject to approval of the Commission