

**THE KARACHI STOCK EXCHANGE (GUARANTEE) LIMITED***(Copy of the same is also available on our Website www.kse.com.pk).*

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KSE/N-4816

**N O T I C E**

September 14, 2009

**PAKISTAN INTERNATIONAL CONTAINER TERMINAL LIMITED**

Source: "BUSINESS RECORDER" Letter Dated: September 11, 2009

**NOTICE OF THE 8TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 8th Annual General Meeting of Pakistan International Container Terminal Limited will be held at Beach Luxury Hotel, Karachi, on Friday, October 02, 2009 at 11 A.M. to transact the following business:

**ORDINARY BUSINESS:**

- 1) To confirm the minutes of the Extra Ordinary General Meeting held on February 24, 2009.
- 2) To receive and adopt Audited Accounts for the year ended June 30, 2009 together with Auditors' and Directors' Reports thereon.
- 3) To approve payment of final cash dividend on Preference Shares @ 10% (i.e., Rs. 1/- per share) for the year ended June 30, 2009.
- 4) To appoint Auditors for the year 2009-2010 and fix their remuneration. The present auditors, M/s. Ford Rhodes Sidat Hyder & Co., Chartered Accountants, retire and being eligible, offer themselves for re-appointment.

**SPECIAL BUSINESS:**

- 5) To consider and approve the issuance of Bonus Shares as recommended by the Board of Directors and to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT:**

- (a) A sum of Rs. 181,921,920/- out of the free reserves of the Company to be capitalized and applied towards the issue of 18,192,192 bonus shares of Rs 10/- each and allotted as fully paid bonus shares to those members of the Company whose names appear in the Register of Members of the Company on September 24, 2009 in the proportion of 01 (one) share for every 05 (five) shares held by them. These bonus shares upon issue shall rank 'pari passu' in all respects with the existing ordinary shares of the Company.
- b) Members entitled to fraction of shares as a result of their holding, the Management recommends that the proceeds be donated to any reputed charitable trust, for which purpose the fractions shall be consolidated into whole shares and sold on the Karachi Stock Exchange.
- c) For the purpose of giving effect to the foregoing, the Chairman/Chief Executive or the Company Secretary be and are hereby authorised to issue directions and take such actions as they deem fit to settle any question or any difficulties that may arise in the distribution of the said bonus shares or in the payment of the sale proceeds of the fractions.

- 6) To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

**RESOLVED THAT**, subject to the approval of the Securities and Exchange Commission of Pakistan, sub-clauses (1), (2) and (3) of Paragraph III of the Memorandum of Association of the Company be and are hereby deleted and substituted to read as follows:

- "1. To carry on the business of Container Terminal Operators, Terminal Operators of Coal, Clinker and Cement and other bulk cargo, Public and Private Bonded Warehousing, storing containers and other cargo (whether or not in bulk) on behalf of Shipping Lines and Exporters/Importers; forwarding of Containers and other such Cargo, operating Container and other Freight Stations pertaining to such Cargo and any other business or trade connected with the operation of a Container Terminal or a Terminal for Coal, Clinker and Cement and other bulk cargo at any port or other location whether inside or outside Pakistan.
2. To carry on the business of loading and unloading Containers and other Cargo of all types, including bulk cargo of all types, Suppliers of Labour on Contract basis on daily, weekly/monthly rates or on any other basis; and Hirers and Suppliers of means of Transportation such as trucks, camel carts, cranes, fork-lifts and similar other means of transportation.
3. To carry on the business of Exporters and Importers of merchandise, machinery, equipment, spare parts, goods, or articles of all types, manufactured or otherwise, coal, clinker, cement and all other types of bulk cargo, produce of all kinds of or from any country or transport or carry or convey the same from one part of the country to another part thereof, act as manufacturers representative, producers representative, auctioneers, commission agent; to secure orders for supply of any articles or things and to carry out and comply with the said orders."

- 7) To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

**RESOLVED THAT**, subject to the approval of the Securities and Exchange Commission of Pakistan, sub-clause (30) of Paragraph III of the Memorandum of Association of the Company be and is hereby re-numbered as sub-clause (31) of Paragraph III of the Memorandum of Association of the Company.

- 8) To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

**RESOLVED THAT**, subject to the approval of the Securities and Exchange Commission of Pakistan, a new sub-clause (30) be and is hereby inserted in Paragraph III of the Memorandum of Association of the Company to read as follows:

"30. To incorporate and invest in subsidiary companies having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company."

- 9) To transact any other business with the permission of the Chair.

By order of the Board

Arsalan I. Khan

Company Secretary

Friday, September 11, 2009

**Notes:**

1. Share Transfer Books of the Company will remain closed from September 25, 2009 to October 02, 2009 (both days inclusive). Transfer received in order at Company's Registrar, Technology Trade (Pvt.) Ltd., 241-C, Dugai House, P.E.C.H.S., Block 2, Karachi close of business on September 24, 2009 will be considered in time.
2. A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received at the Company's Registered Office, not less than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed.
3. CDC shareholders, entitled to attend and vote at this meeting, must bring with them their Computerized National Identity Cards/Passport in original along with Participants' ID Numbers and their Account Numbers to prove his/her identity, and in case of Proxy, must enclose an attested copy of his/her CNIC or Passport. Representatives of corporate members should bring the usual documents required for such purpose.
4. Shareholders are requested to notify any change in their addresses to the company immediately.

**STATEMENT PURSUANT TO SECTION 160 OF THE COMPANIES ORDINANCE 1984**

A statement as required by Section 160(1)(b) of the Companies Ordinance, 1984 in respect of the special items of business to be considered at